

NORTHERN DYNASTY MINERALS LTD  
Form 20-F/A  
May 22, 2015

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F/A**

**(Amendment No. 1)**

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or 12(g) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

**For the fiscal year ended December 31, 2014**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **0-31224**

**NORTHERN DYNASTY MINERALS LTD.**

(Exact name of Registrant as specified in its charter)

**BRITISH COLUMBIA, CANADA**

(Jurisdiction of incorporation or organization)

**15th Floor, 1040 West Georgia Street  
Vancouver, British Columbia, Canada, V6E 4H1**

(Address of principal executive offices)

**Marchand Snyman, Chief Financial Officer**

**Facsimile No.: 604-684-8092**

**15th Floor, 1040 West Georgia Street**

**Vancouver, British Columbia, Canada, V6E 4H1**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act: Title of Each Class:

**Common shares with no par value**

Name of each exchange on which registered:

**NYSE MKT**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **Not Applicable**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**95,009,864 common shares as of December 31, 2014**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes     No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes     No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes     No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes     No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S.GAAP                       International Financial Reporting Standards as issued                      Other   
by the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17     Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes     No

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 20-F/A (this Amendment No. 1) to our annual report on Form 20-F for the fiscal year ended December 31, 2014, which was originally filed with the Securities and Exchange Commission on May 15, 2015 (the Form 20-F), is being filed for the purposes of (i) correcting the disclosure on the cover page of the Form 20-F to confirm that the Company's common shares are registered under section 12(b) of the Exchange Act and are traded on the NYSE MKT and that the Company is a not an accelerated filer, and (ii) updating Item 19 in order to include exhibits 1.01, 4.03 and 4.04 that were not originally filed with the Form 20-F. No other amendments are being made to the annual report on Form 20-F as originally filed.

**ITEM 19 EXHIBITS**

The following exhibits are included with this Amendment No. 1:

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| <u>1.01</u>    | <u>Articles Dated June 10, 2010</u> <sup>(3)</sup>   |
| 4.01           | Special Warrant Certificate Dated Effective December 31, 2014 <sup>(1)</sup>   |
| 4.02           | Registration Rights Agreement Dated Effective December 31, 2014 <sup>(1)</sup>   |
| <u>4.03</u>    | <u>Share Option Plan Dated May 16, 2014</u> <sup>(3)</sup>   |
| <u>4.04</u>    | <u>Shareholder Rights Plan Dated Effective May 17, 2013</u> <sup>(3)</sup>   |
| <u>12.01</u>   | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> <sup>(3)</sup>  |
| <u>12.02</u>   | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> <sup>(3)</sup>  |
| <u>13.01</u>   | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> <sup>(3)</sup>   |
| <u>13.02</u>   | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> <sup>(3)</sup><br><u>Notice of Articles Dated August 15, 2014</u> <sup>(3)</sup> |
| 14.01          | Consent of Independent Registered Public Accounting Firm <sup>(2)</sup>  |
| 14.02          | Consent of Independent Auditors <sup>(2)</sup>   |
| 15.01          | Pebble Property - List of Property Claims <sup>(2)</sup>   |
| 15.02          | Consent of Expert (David Gaunt) <sup>(2)</sup>   |
| 15.03          | Consent of Expert (James Lang) <sup>(2)</sup>  |

15.04 Consent of Expert (Eric Titley) <sup>(2)</sup>

15.05 Consent of Expert (Ting Lu) <sup>(2)</sup>

Notes

- (1) Incorporated by reference to the Company's Form F-3 filed on February 13, 2015.
  - (2) Originally filed with the Company's Form 20-F filed on May 15, 2015.
  - (3) Filed as an exhibit hereto.
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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

**NORTHERN DYNASTY MINERALS LTD.**

*/s/ Marchand Snyman*  
Chief Financial Officer  
DATED: May 22, 2015

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