

NORTHERN DYNASTY MINERALS LTD  
Form SC 13G/A  
February 03, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**NORTHERN DYNASTY MINERALS LTD.**  
(Name of Issuer)

**COMMON STOCK**  
(Title of Class of Securities)

**66510M204**  
(CUSIP Number)

**December 31, 2016**  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

SCHEDULE 13G

CUSIP No. 66510M204

**1 Names of Reporting Persons**

KOPERNIK GLOBAL INVESTORS, LLC

Check the appropriate box if a member of a Group (see instructions)

2(a)

(b)

**3 Sec Use Only**

**4 Citizenship or Place of Organization**

DELAWARE

Number of **5 Sole Voting Power**  
Shares 16,824,497

Beneficially **6 Shared Voting Power**  
Owned by Each 0

Reporting Person **7 Sole Dispositive Power**  
With: 20,485,628

**8 Shared Dispositive Power**  
0

**9 Aggregate Amount Beneficially Owned by Each Reporting Person**  
20,485,628

**10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)**

**11 Percent of class represented by amount in row (9)**  
7.65%

**12 Type of Reporting Person (See Instructions)**  
IA

SCHEDULE 13G

**Item 1.**

(a) **Name of Issuer:** NORTHERN DYNASTY MINERALS LTD.

(b) **Address of Issuer's Principal Executive Offices:**

15<sup>TH</sup> FLOOR, 1040 WEST GEORGIA STREET

VANCOUVER, BRITISH COLUMBIA

CANADA V6E 4H1

**Item 2.**

(a) **Name of Person Filing:**

Kopernik Global Investors, LLC

(b) **Address of Principal Business Office or, if None, Residence:**

KOPERNIK GLOBAL INVESTORS, LLC

TWO HARBOUR PLACE

302 KNIGHTS RUN AVENUE, SUITE 1225

TAMPA, FL 33602

(c) **Citizenship:**

KOPERNIK GLOBAL INVESTORS, LLC -- DELAWARE LIMITED LIABILITY COMPANY

(d) **Title and Class of Securities:** COMMON STOCK

(e) **CUSIP No.:** 66510M204

**Item 3.** If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

None of the securities are held by Kopernik Global Investors, LLC. The filing of this statement shall not be construed as an admission that Kopernik Global Investors, LLC is the beneficial owner of any of the securities covered by this statement for any other purpose.

- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) o A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### Item 4. Ownership

(a) **Amount Beneficially Owned by all Reporting Persons:** 20,485,628

(b) **Percent of Class:** 7.65%

(c) **Number of shares as to which such person has:**

(i) **Sole power to vote or to direct the vote:** 16,824,497

(ii) **Shared power to vote or to direct the vote:** 0

(iii) **Sole power to dispose or to direct the disposition of:** 20,485,628

(iv) **Shared power to dispose or to direct the disposition of:** 0

#### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

#### Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Securities reported on this Schedule 13G are beneficially owned by certain of Kopernik Global Investors, LLC's investment advisory clients which may include investment companies registered under the Investment Company Act and/or other accounts. No such person beneficially owns greater than 5%.

#### Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.

N/A

**Item 8. Identification and classification of members of the group.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

Page 4 of 5

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2017

KOPERNIK GLOBAL INVESTORS, LLC

/s/ David B. Iben

Name: David B. Iben, CFA

Title: Chief Investment Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.



**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).**

Page 5 of 5