

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
February 20, 2019

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **February 2019**

Commission File No. **001-32210**

**NORTHERN DYNASTY MINERALS LTD.**

(Translation of registrant's name into English)

**15<sup>th</sup> Floor 1040 West Georgia Street**  
**Vancouver, British Columbia, V6E 4H1, Canada**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F [ ☐ ] **Form 40-F [ ☒ ]**

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1) [ ☐ ]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7) [ ☐ ]

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**INCORPORATION BY REFERENCE**

Exhibits 99.1 and 99.2 to this report on Form 6-K furnished to the SEC are expressly incorporated by reference into the Registration Statement on Form F-10 of Northern Dynasty Minerals Ltd. (File No. 333-229262), as amended and supplemented.

**SUBMITTED HERewith**

**Exhibits**

99.1 Form of Registration Rights Agreement (1)

99.2 Form of Special Warrant Certificate (1)

(1) Incorporated by reference from the Registrant's Form 6-K furnished to the SEC on January 9, 2019

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**NORTHERN DYNASTY MINERALS LTD.**

/s/ Trevor Thomas

Trevor Thomas

Secretary and General Counsel

Date: February 19, 2019

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