

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
May 25, 2016

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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**

As at **May 18, 2016**

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 4H8, 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 [X]**      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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**SUBMITTED HEREWITH**

**Exhibits**

99.1 Letter to Shareholders

99.2 Notice of Annual General Meeting of Shareholders

99.3 Management Information Circular

99.4 Form of Proxy and VIF

99.5 Request for Annual and Interim Financial Statements and MD&A

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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.**

Date: May 24, 2016

*/s/ Ronald Thiessen*  
Ronald Thiessen  
President and CEO

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