

NORTHERN DYNASTY MINERALS LTD
Form 6-K
May 30, 2014

**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 **May 29, 2014**

Commission File Number: **001-32210**

NORTHERN DYNASTY MINERALS LTD.

(Translation of registrant's name into English)

1500-1040 West Georgia Street, Vancouver, BC V6E 4H1

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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): []

SUBMITTED HEREWITH

Exhibits

99.1 Shareholder Rights Plan Agreement

SIGNATURES

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.**
(Registrant)

Date: May 29, 2014

By: */s/ Trevor Thomas*

Trevor Thomas
Title: Secretary