

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
February 03, 2015

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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 **January 2015**

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 [  ] **Form 40-F [X]**

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 Material Change Report dated January 19, 2015

99.2 News Release dated January 13, 2015 re: *Northern Dynasty Completes C\$15.5 Million Financing*

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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: February 3, 2015

/s/ Ronald Thiessen  
Ronald Thiessen  
President and CEO

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