

NORTHERN DYNASTY MINERALS LTD
Form 6-K
May 28, 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**

As at **May 27, 2014**

Commission File Number: **001-32210**

NORTHERN DYNASTY MINERALS LTD.

(Translation of registrant's name into English)

**15th Floor - 1040 W. Georgia St.
Vancouver, British Columbia
Canada 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 Letter to Shareholders

99.2 Notice of Annual General and Special Meeting of Shareholders and Management Information Circular

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

99.4 Form of Proxy

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 27, 2014

By: */s/ Marchand Snyman*

Marchand Snyman
Title: Director, Chief Financial Officer
