

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
June 21, 2004

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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 28, 2004

**NORTHERN DYNASTY MINERALS LTD.**

(Translation of registrant's name into English)

**800 West Pender Street, Suite 1020  
Vancouver, British Columbia  
Canada V6C 2V6**

(Address of principal executive offices)

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

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

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**SUBMITTED HEREWITH**

Exhibits

99.1 First Quarter Financial Statements for the Period Ended March 31, 2004

99.2 Management's Discussion and Analysis for the Period Ended March 31, 2004

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**SIGNATURES**

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

**NORTHERN DYNASTY MINERALS LTD.**

Dated: May 28, 2004

By: /s/ Jeffery R. Mason  
Jeffrey R. Mason  
Director and Chief Financial Officer

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