

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 26, 2013**

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-11038
(Commission File Number)

41-0857886
(I.R.S. Employer Identification
Number)

4201 Woodland Road
P.O. Box 69
Circle Pines, Minnesota
(Address of Principal Executive Offices)

55014
(Zip Code)

(763) 225-6600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

Beginning on September 26, 2013, representatives of Northern Technologies International Corporation (“NTIC”) intend to make presentations at investor conferences and in other forums and distribute an informational presentation to interested persons, which presentations may include the information contained in Exhibit 99.1 attached to this current report on Form 8-K. NTIC is furnishing the information contained in Exhibit 99.1 pursuant to Regulation FD. This information is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing. NTIC expects to disclose this information, in whole or in part, and possibly with updates and modifications, in connection with presentations to investors, analysts and others. The power point pdf version of the below Exhibit 99.1 is available in the investor relations section of NTIC’s corporate website (www.ntic.com).

The information contained in Exhibit 99.1 is summary information that is intended to be considered in the context of NTIC’s Securities and Exchange Commission (“SEC”) filings and other public announcements that NTIC may make, by press release or otherwise, from time to time. NTIC undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure. By filing this report and furnishing this information, NTIC makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | Information Which May Be Disclosed by Northern Technologies International Corporation in Presentations (furnished herewith) |

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 hereunto duly authorized.

**NORTHERN TECHNOLOGIES
INTERNATIONAL CORPORATION**

By:



Matthew C. Wolsfeld
Chief Financial Officer and Corporate Secretary

Dated: September 26, 2013

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

| Exhibit No. | Description | Method of Filing |
|--------------------|--|-------------------------|
| 99.1 | Information Which May Be Disclosed by Northern Technologies International Corporation in Presentations | Furnished herewith |



Making a Difference with Clean Technology

Fall 2013

Northern Technologies International Corporation

NASDAQ:NTIC



Forward Looking Statements

Statements contained in this presentation that are not historical information are forward-looking statements as defined within the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about NTIC's future financial performance; the future estimated market sizes, demand for and sales of NTIC's products, and such other statements which can be identified by words such as "expect," "anticipate," "estimate," "will," "would," "could," words of similar meaning, future dates and any other statements that are not historical facts. Such forward-looking statements are based upon the current beliefs and expectations of NTIC's management and are inherently subject to risks and uncertainties that could cause actual results to differ materially from those projected or implied. Such potential risks and uncertainties include, but are not limited to, in no particular order: NTIC's dependence on the success of its joint ventures and fees and dividend distributions that NTIC receives from them; NTIC's relationships with its joint ventures and its ability to maintain those relationships; risks related to the European sovereign debt crisis, economic slowdown and political unrest; risks associated with NTIC's international operations; exposure to fluctuations in foreign currency exchange rates; the health of the U.S. and worldwide economies, including in particular the U.S. automotive industry; the level of growth in NTIC's markets; NTIC's investments in research and development efforts; acceptance of existing and new products; timing of NTIC's receipt of purchase orders under supply contracts; variability in sales to Petrobras and other customers and the effect on NTIC's quarterly financial results; increased competition; the costs and effects of complying with changes in tax, fiscal, government and other regulatory policies, including rules relating to environmental, health and safety matters; and NTIC's reliance on its intellectual property rights and the absence of infringement of the intellectual property rights of others. More detailed information on these and additional factors which could affect NTIC's results is described in NTIC's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q. NTIC urges all interested parties to read these reports to gain a better understanding of the many business and other risks that the company faces. Additionally, NTIC undertakes no obligation to publicly release the results of any revisions to these forward-looking statements, which may be made to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events.

Non-GAAP Financial Measures

In addition to financial measures prepared in accordance with U.S. generally accepted accounting principles (GAAP), NTIC uses certain non-GAAP financial measures in this presentation. NTIC uses non-GAAP financial measures as supplemental measures of performance and believes these measures facilitate operating performance comparisons from period to period and company to company by factoring out potential differences caused by non-recurring, unusual or infrequent charges not related to NTIC's regular, ongoing business, variations in capital structure, tax positions, depreciation, non-cash charges and certain large and unpredictable charges. NTIC believes that the presentation of certain non-GAAP financial measures provides useful information to investors in evaluating its operations, period over period. Non-GAAP measures have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of NTIC's results as reported under GAAP. When analyzing NTIC's operating performance, investors should not consider NTIC's net income, as adjusted, for example, as a substitute for NTIC's net income prepared in accordance with GAAP or any other non-GAAP financial measure as a substitute for the comparable GAAP financial measure. Investors should note that any non-GAAP financial measures used by NTIC may not be the same non-GAAP financial measures, and may not be calculated in the same manner, as that of other companies. Whenever NTIC uses non-GAAP financial measures, it provides a reconciliation of the non-GAAP financial measure to the most closely applicable GAAP financial measure. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measure.

Industry Information

Information regarding market and industry statistics contained in this presentation is based on information available to NTIC that NTIC believes is accurate. It is generally based on publications that are not produced for these purposes or economic analysis.



NTIC Solutions

Leveraging expertise and a global presence into growth.



Corrosion Inhibiting Products

- Profitable and growing global core business
- Inventor of base technology
- 35+ years of success



Advanced Corrosion Protection

- Proven to protect oil and gas infrastructure
- Leverages core competence
- Large market potential



Advanced Bioplastics

- Compostable
- Biobased
- Application specific formulations
- Finished goods



Global Sales Presence

Introducing new products and technologies worldwide



Global Sales Infrastructure

- Direct presence in 60+ countries via 24 joint ventures & 2 subs
- Enhanced reach via large distributor base
- \$130+ million in annual worldwide sales in fiscal 2012 (jv sales not consolidated with NTIC)

R&D Focus

- R&D labs multiple countries
- \$4.3M in annual R&D investments



Estimated Market Potential

| | Estimated Annual Total Market Potential | Estimated Market Growth Rate | Percentage of NTIC FY 2012 Net Sales |
|--|---|------------------------------|--------------------------------------|
|  | \$520 Million | 5-10% | 76% |
|  | \$25 Billion | 10% | 16% |
|  | \$1 Billion | >20% | 8% |

The market **potential** for Zerust® Oil & Gas and Natur-Tec® solutions is significantly **larger** than that for our core Zerust business.

The **“Green Movement”** and **Legislation** is **pushing** and **pulling** Natur-Tec growth.



Pioneers in Corrosion Management

Inventors and First-to-Market



Zerust® Vapor Corrosion Inhibiting (VCI) Plastic Packaging

- Proven Safe and Effective for 35+ Years
- Zerust® helps manufacturers of metal components reduce costs while increasing process yields.
- 100% of major global automotive suppliers use Zerust®



Global Research Labs



Protects Valuable Assets



Turn-key Solutions



Trusted Partners in Corrosion Solutions

| | |
|--------------------|---|
| Revenue Model: | Product sales and service contracts |
| Distribution: | Direct sales and/or via joint ventures and 3 rd party distributors |
| Growth: | Expansion of non-automotive segments with core Zerust® products and services <ul style="list-style-type: none">• Military• Electrical/electronics• Marine• Agriculture |
| Value Proposition: | <ul style="list-style-type: none">• Zero-rust on metal products during shipment and storage.• Monetary savings up to 20% from reduced rework and product scrap.• Cost effective, and environmentally responsible corrosion protection services. |

Global Market Leaders

- Onsite global direct sales and technical support
- Full range of products and services



Packaging

- Plastic
- Bioplastic
- Paper

Liquids

- Coatings
- Cleaners
- Surface-Preparation

Powders

- Capsules
- Diffusers
- Void Fill



Steady Growth of Zerust Oil & Gas



Zerust® Flange Saver



AutoFog VCI Sachets



Outdoor Preservation VCI Film



Rust Removal



Oil Storage Tank Bottom Protection

- Focused on sales in North America and abroad
- Client/field validation of solution effectiveness and value for multiple products
- Growing awareness of the Zerust brand



NACE Awards



Key Oil & Gas Successes

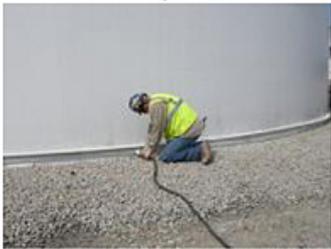
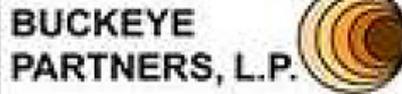


Multinational Energy Company : Rio de Janeiro, Brazil

- Phase 3 Contract for \$3.7M Flange Savers active in FY2014
- Multiple product trials underway (rust removers, oil storage tank protection, etc.)

Storage Tank Protection using Zerust Inhibitors gaining traction:

- Successful projects completed in North America



- Tank protection from Zerust has been implemented with positive results
- There are over 1 million oil storage tanks in the US alone



Finding Success in Oil and Gas

| | |
|--------------------|---|
| Revenue Model: | <ul style="list-style-type: none">• Product sales and service contracts• Emphasis on consumables for repeat business |
| Distribution: | <ul style="list-style-type: none">• Direct sales and/or via joint ventures and 3rd party distributors |
| Target Markets: | <ul style="list-style-type: none">• Oil refineries, off-shore production platforms, tank farm operators, oil pipelines, oil terminals and retail gas stations. |
| Value Proposition: | <ul style="list-style-type: none">• Minimizes maintenance downtime• Extends infrastructure service life• Reduces risk of environmental pollution due to leaks caused by corrosion• Unique solutions that provide highly cost effective alternatives to current practices |

Connecting with Customers

- Building awareness through global standards bodies like NACE
- Winning projects at marquee clients around the world
- Demonstrating the value through successful implementations
- Firm focus on the strategic, long term, value of this industry sector





Advanced Bioplastics

Meeting the Demand for Compostable and Biobased Plastics



Global production and distribution of a full line of resin compounds and finished products

- Meet or exceed global bio-plastic standards
- 84% sales growth FY12 over FY11
- Ready to meet demand created by green legislation, and carbon-footprint reduction initiatives



Customized Resins



Industrial Finished Products



Retail Consumer Products

Natur-Tec® Core Strengths

Compostable bioplastic resins are expensive, difficult to process, and suffer from performance limitations

Natur-Tec takes commercially available bioplastic resins and mechanically and chemically improves their performance using a patented process

Natur-Tec makes finished products easier to manufacture, less expensive, and with improved performance properties



 NatureWorks

 **BASF**
The Chemical Company



Selected End Users
of Natur-Tec





Making Sense in Green Business

| | |
|--------------------|---|
| Revenue Model: | Sales of finished products and customized resin compounds |
| Distribution: | Direct sales and/or via joint ventures and 3 rd party distributors |
| Target Markets: | Consumer and industrial packaging, consumer goods, foodservice |
| Value Proposition: | <ul style="list-style-type: none">• Broad product portfolio provides one-stop bioplastic solutions.• Proprietary IP and know-how enables development of customized engineered solutions. |





Organic-Waste diversion driving growing demand for Natur-Tec® Finished Products

Key Market Drivers

- ✓ Local legislation and mandatory organic waste diversion due to Green House Gas (GHG) emission reduction targets
- ✓ Cost imbalance for waste removal : Land fill vs. Compost
- ✓ Heightened environmental awareness within the consumer space around plastic waste/pollution
- ✓ Required for LEED certification of Commercial Buildings



Natur-Tec Products in a Composting Environment





Expanding Distribution footprint driving Revenue Growth in the U.S.A.

- Over 20 National and large Regional Distribution partners
- Strong presence in Janitorial/Sanitorial and Food Service market segments
- Coverage across all major markets in the U.S.





Global Opportunities for Natur-Tec®



- Asia: Adoption of sustainable packaging solutions from leading Apparel Brands
- Italy: Recently passed legislation mandates use of biodegradable shopping bags
- Europe: Demand for compostable packaging for foodservice and fast moving consumer goods
- North America: Demand for agricultural and mulch film applications



Biodegradable Packaging for Branded Garments in Asia



Foodservice/ Food packaging in Western Europe



Biodegradable Shopping Bags in Italy

Strong R&D driving Innovative New Products

Leveraging strategic relationship with the premier Biomaterials Research Institute



MICHIGAN STATE UNIVERSITY



National Science Foundation
WHERE DISCOVERIES BEGIN

Small Business Technology Transfer Phase II grant of \$500,000 for the development of Advanced Polylactide (PLA) materials for biobased plastic products.

- High-heat resistant Injection Molding grade resins for foodservice applications
- Multi-layer barrier films for food and consumer packaging applications
- High performance compostable films for agricultural applications



U.S. DEPARTMENT OF DEFENSE

Small Business Innovation Research Phase II grant of \$500,000 for the development of biobased marine biodegradable non-plastic bags for use on U.S. Naval ships.

- Water-resistant vegetable oil based coatings as a replacement to conventional plastic coatings
 - Advanced applications for metal protection
-



Corporate and Financial Overview

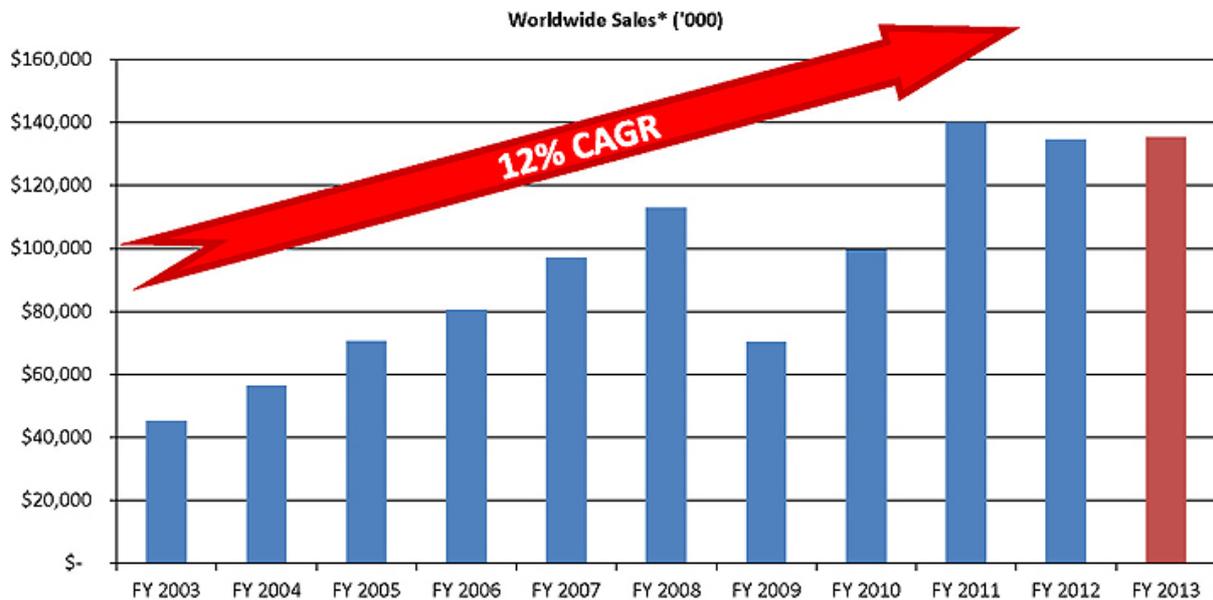
Northern Technologies International Corporation

NASDAQ:NTIC



NTIC Financial Results

FY 2012 & 2013 – Results are slightly down due to European macro issues



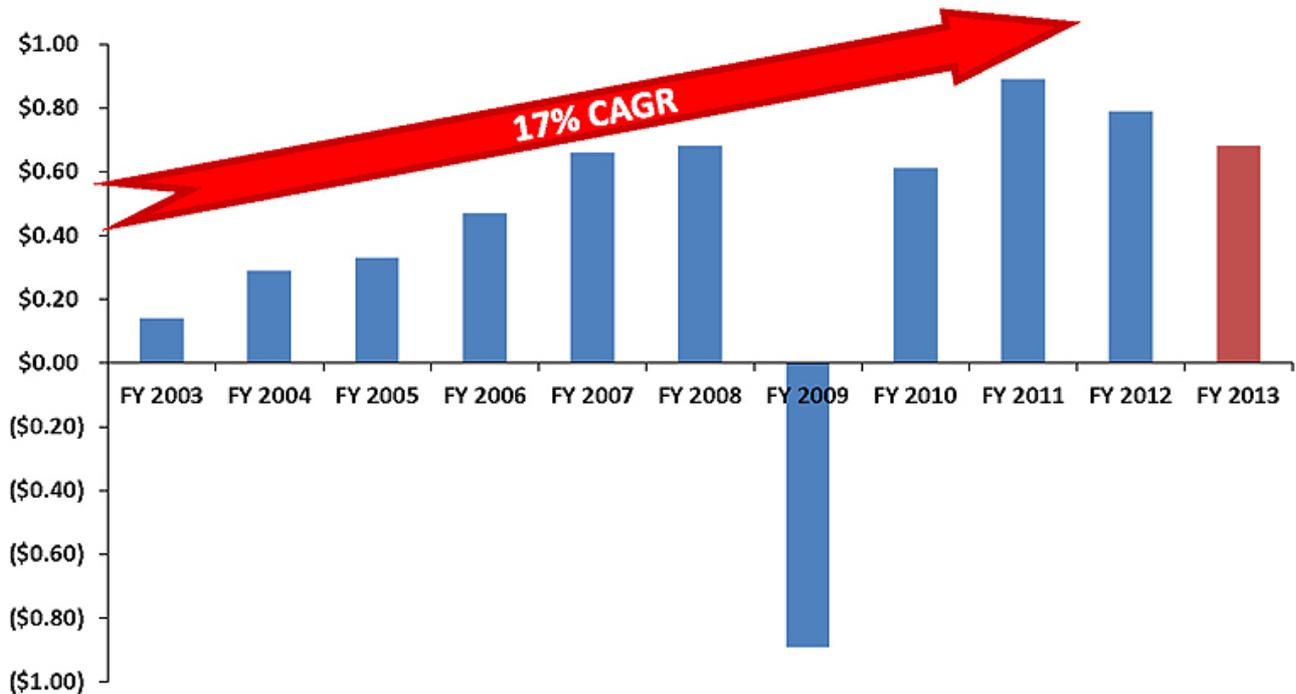
*Worldwide sales represent net sales of NTIC and net sales of all of NTIC's joint ventures, of which NTIC generally owns between 30% and 50% ownership interest. Sales by NTIC's joint ventures are not included as net sales of NTIC on NTIC's consolidated financial statements. Net sales of NTIC's joint ventures are based on foreign currency exchange rates at each respective year end.

** FY 2013 sales are an estimate based in part on NTIC's annual sales guidance as of July 11, 2013, which guidance is not being updated or confirmed today by virtue of this presentation. NTIC's management has not yet received any 4th quarter FY 2013 sales information from its joint ventures as of the date of this presentation. Full year FY 2013 sales information will be made available in Nov 2013.



NTIC Financial Results - EPS

Earnings Per Share - Long Track Record of Profitability



*FY 2007 EPS are on a non-GAAP basis and are adjusted downward to subtract the \$724,000 gain on sale of building.

**FY 2013 EPS are based on guidance as of July 11, 2013, which is not being updated or confirmed today by virtue of this presentation. Full year FY 2013 earnings will not be available until November 2013.



NTIC Balance Sheet

Strong Balance Sheet

| | (‘000,000) | May 31, 2013 | August 31, 2012 |
|---|------------|-----------------|--------------------|
| ASSETS | | | |
| CURRENT ASSETS | | \$ 15.9 | \$ 14.1 |
| PROPERTY AND EQUIPMENT, net | | 5.1 | 4.3 |
| INVESTMENTS IN JOINT VENTURES | | 23.3 | 21.5 |
| <u>OTHER ASSETS</u> | | <u>2.2</u> | <u>2.0</u> |
| TOTAL ASSETS | | \$ 46.5 | \$ 41.9 |
| | | | |
| LIABILITIES AND STOCKHOLDERS’ EQUITY | | | |
| CURRENT LIABILITIES: | | \$ 2.8 | \$ 4.0 |
| <u>OTHER LIABILITIES</u> | | <u>0.9</u> | <u>0.9</u> |
| TOTAL LIABILITIES | | \$ 3.7 | \$ 4.9 |
| | | | |
| TOTAL STOCKHOLDERS’ EQUITY: | | \$ 42.8 | \$ 36.9 |

- INVESTMENTS IN JOINT VENTURES are mostly comprised of working capital at our JV’s, not long term assets. Our German JV specifically has over €11 Million in cash on its balance sheet @ May 2013

- OTHER LIABILITIES is entirely the mortgage on our Headquarters building. There is no traditional debt on the balance sheet



NTIC Income Statement

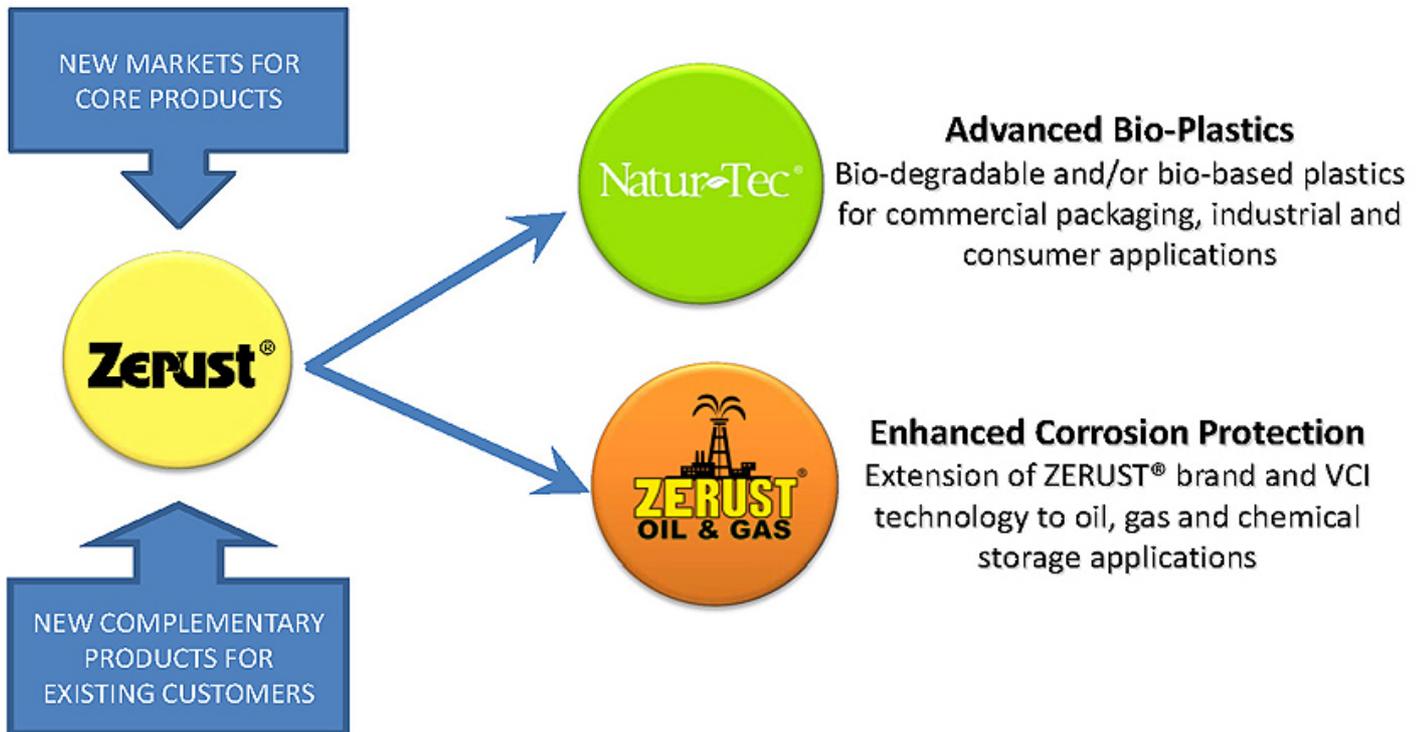
| | ('000,000) | Aug 31, 2012 | Aug 31, 2011 |
|--|------------|-----------------|-----------------|
| NET SALES: | | | |
| NET SALES, EXCLUDING JOINT VENTURES | | \$20.2 | \$16.6 |
| NET SALES, TO JOINT VENTURES | | <u>2.6</u> | <u>2.9</u> |
| TOTAL NET SALES | | 22.8 | 19.5 |
| COST OF GOODS SOLD | | <u>14.5</u> | <u>12.8</u> |
| GROSS PROFIT | | 8.3 | 6.8 |
| EQUITY IN INCOME OF JOINT VENTURES | | 5.5 | 5.5 |
| FEES FOR SERVICES PROVIDED TO JOINT VENTURES | | <u>4.6</u> | <u>6.1</u> |
| JOINT VENTURE OPERATIONS | | 10.1 | 11.7 |
| OPERATING EXPENSES (SG&A, JV AND R&D) | | (13.8) | (13.8) |
| INCOME BEFORE INCOME TAX EXPENSE | | 4.6 | 4.7 |
| INCOME TAX EXPENSE | | <u>(1.0)</u> | <u>(0.7)</u> |
| NET INCOME | | 3.6 | 4.0 |
| NON CONTROLLING INTEREST | | <u>0.1</u> | <u>0.1</u> |
| NET INCOME ATTRIBUTABLE TO NTIC | | \$3.4 | \$3.9 |

- JV's are equity consolidated on the JOINT VENTURE OPERATIONS section of our Income Statement.

- 65-75% of EQUITY IN INCOME is traditionally repatriated as a dividend the following year (Investing section of the Cash Flow).

Investment Opportunity

A profitable and growing core business plus two commercialized technologies positioned to exploit compelling new growth opportunities



Contact Us



NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

Investor Relations:
4201 Woodland Road, P.O. Box 69
Circle Pines, MN 55014 USA
+1 (763) 225-6600 | www.ntic.com
mwolsfeld@ntic.com
Ticker Symbol: NTIC (NASDAQ)

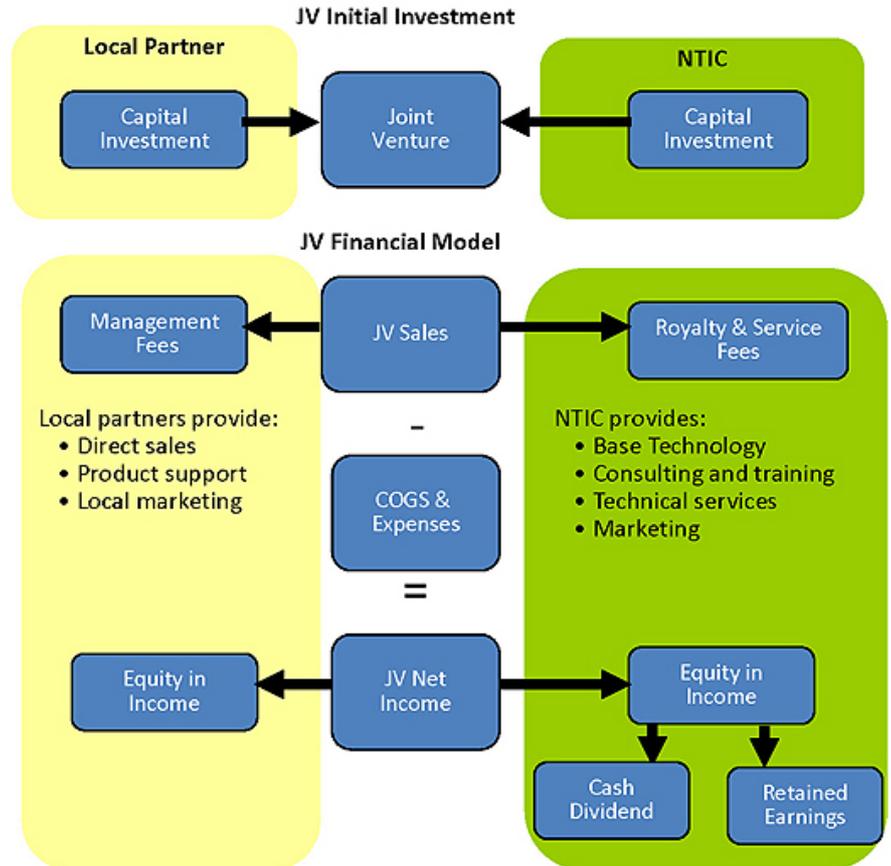
NASDAQ: NTIC





Joint Venture Economics

- 24 international joint ventures
 - Generally 50/50 ownership with local JV partner
 - NTIC receives ~7% fee on JV sales and 50% of JV distributions
- Equity method accounting on GAAP financial statements
 - Equity in income reported on GAAP income statement
 - Gross JV sales not included in NTIC's net sales but disclosed in notes to consolidated financial statements
- Direct expenses to support JVs are relatively fixed, representing significant operating leverage on incremental JV sales





Management & Technologists

MANAGEMENT

Mr. G. Patrick Lynch:

Mr. G. Patrick Lynch, an employee of NTIC since 1995, has been President since July 2005 and Chief Executive Officer since January 2006 and was appointed a director of NTIC in February 2004. From July 2005 to January 2006, Mr. Lynch served as Chief Operating Officer of NTIC. Mr. Lynch served as President of North American Operations of NTIC from May 2004 to July 2005. Prior to May 2004, Mr. Lynch held various positions with NTIC, including Vice President of Strategic Planning, Corporate Secretary and Project Manager. Prior to joining NTIC, Mr. Lynch held positions in sales management for Fuji Electric Co., Ltd. in Tokyo, Japan and programming project management for BMW AG in Munich, Germany. Mr. Lynch received an M.B.A. degree from the University of Michigan Business School in Ann Arbor, Michigan.

Mr. Matthew Wolsfeld:

Mr. Matthew C. Wolsfeld, an employee of NTIC since February 2001, has been NTIC's Chief Financial Officer since November 2001 and Corporate Secretary since November 2004. Mr. Wolsfeld was Controller of NTIC from May 2001 through November 2001. Prior to joining NTIC, Mr. Wolsfeld held an auditing position with PricewaterhouseCoopers LLP in Minneapolis, Minnesota from 1997 to 2001. Mr. Wolsfeld received a B.A. degree in Accounting from the University of Notre Dame and received his M.B.A. degree at the University of Minnesota, Carlson School of Business. Mr. Wolsfeld is a Certified Public Accountant.

PRIMARY TECHNOLOGISTS

Professor Efim Lyublinski

Prof. Efim Ya. Lyublinski has been employed by NTIC since March 2000 in the position of Vice President and Director of New Technologies and Applications Engineering. Prof. Lyublinski is a Member of the Russian Academy of Natural Sciences and NACE International the Corrosion Society. From 1984 to 1999, Prof. Lyublinski was Head of Laboratory of Complex Methods of Corrosion Protection at the Central Research Institute of Structural Materials ("Prometey"), St. Petersburg, Russia. Prof. Lyublinski also held a Senior Consulting Position with Osmos Technology, Boston, Massachusetts from 1995 to 1999. Prof. Lyublinski holds 18 patents, is responsible for 64 inventions and has authored 14 books, 148 articles and lectured at more than 100 symposiums, conferences and congresses in the areas of materials science and corrosion. Prof. Lyublinski received the following awards: in 1997, gold medal of the International Exhibition of Patents in Brussels (Belgium). From 1975 to 1986 – three gold, three silver and one bronze medal from the Exhibitions of the Achievements of Russian National Economy.



Management & Technologists

PRIMARY TECHNOLOGISTS (continued)

Dr. Ramani Narayan, Ph.D.

Dr. Ramani Narayan, Ph.D. has been a director of NTIC since November 2004. He is Professor of Chemical & Biochemical Engineering in the Department of Chemical Engineering & Materials Science at Michigan State University, E. Lansing, MI where he has 105 refereed publications in leading journals to his credit, 18 patents, edited three books and one expert dossier in the area of bio-based polymeric materials. His research encompasses design & engineering of sustainable, biobased products, biodegradable plastics and polymers, reactive extrusion polymerization and processing, studies in polymer biodegradation and composting. He is on the Board of Directors of ASTM International and the Biodegradable Products Institute (BPI), North America. He serves on the Technical Advisory board of Tate & Lyle. He has won the Governors University Award for commercialization excellence; Michigan State University Distinguished Faculty Award, 2006, 2005 Withrow Distinguished Scholar award, Fulbright Distinguished Lectureship Chair in Science & Technology Management & Commercialization (University of Lisbon; Portugal); First recipient of the William N. Findley Award, The James Hammer Memorial Lifetime Achievement Award, and Research and Commercialization Award sponsored by ICI Americas, Inc. & the National Corn Growers Association.