

**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): **January 15, 2015**

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2015 Annual Meeting of Stockholders of Northern Technologies International Corporation (“NTIC”) was held on January 15, 2015. The final results of the stockholder vote on each proposal brought before the meeting were as follows:

	<u>For</u>	<u>Against/Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Proposal One— Election of directors, each to serve for a term of one year				
Barbara D. Colwell	1,891,854	5,110	-	1,955,268
Soo-Keong Koh	1,895,194	1,770	-	1,955,268
Sunggyu Lee, Ph.D	1,891,543	5,421	-	1,955,268
G. Patrick Lynch	1,895,494	1,470	-	1,955,268
Ramani Narayan, Ph.D.	1,891,862	5,102	-	1,955,268
Richard J. Nigon	1,895,494	1,470	-	1,955,268
Konstantin von Falkenhausen	1,895,194	1,770	-	1,955,268

	<u>For</u>	<u>Against/Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Proposal Two—Approval, on an advisory basis, of the compensation of NTIC’s named executive officers, as disclosed in NTIC’s proxy statement	1,854,052	36,150	6,762	1,955,268

	<u>For</u>	<u>Against/Withheld</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Proposal Three —Ratification of the selection of Baker Tilly Virchow Krause, LLP as NTIC’s independent registered public accounting firm for the year ending August 31, 2015	3,843,383	8,539	310	-


With respect to Proposal One, each of the director nominees was elected by NTIC’s stockholders by the required vote.

Both Proposal Two and Proposal Three were approved by NTIC’s stockholders by the required vote.

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: January 16, 2015