
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

Northern Technologies International Corp.

(Name of Issuer)

Common Stock, par value \$0.02 per share

(Title of Class of Securities)

(CUSIP Number)

03/31/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1
Needham Investment Management L.L.C.

Check the appropriate box if a member of a Group (see instructions)

2
 (a)
 (b)

3
Sec Use Only
Citizenship or Place of Organization

4
DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: 5 Sole Voting Power
 0.00
 Shared Voting Power
 6
 765,000.00
 Sole Dispositive Power
 7
 0.00
 Shared Dispositive Power
 8
 765,000.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 765,000.00
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 10
 Percent of class represented by amount in row (9)
 11 8.1 %
 Type of Reporting Person (See Instructions)
 12 IA, OO

SCHEDULE 13G

CUSIP No.

1 Names of Reporting Persons
 Needham Asset Management, LLC
 Check the appropriate box if a member of a Group (see instructions)

2 (a)
 (b)

3 Sec Use Only
 Citizenship or Place of Organization

4 DELAWARE
 Sole Voting Power
 5
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power
 765,000.00
 Sole Dispositive Power
 7
 0.00
 Shared Dispositive Power
 8
 765,000.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 765,000.00
 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
 10

11 Percent of class represented by amount in row (9)

8.1 %

Type of Reporting Person (See Instructions)

12

HC, OO

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1

Needham Aggressive Growth Fund

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

MARYLAND

Sole Voting Power

5

0.00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

Shared Voting Power

6

765,000.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

765,000.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

765,000.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

8.1 %

Type of Reporting Person (See Instructions)

12

IV, OO

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1

George A. Needham

2

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only
Citizenship or Place of Organization

4 UNITED STATES

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person

Shared Voting Power

6

765,000.00

Sole Dispositive Power

7

0.00

With: Shared Dispositive

8

Power

765,000.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

765,000.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

8.1 %

Type of Reporting Person (See Instructions)

12

HC, IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Northern Technologies International Corp.

Address of issuer's principal executive offices:

(b)

4201 Woodland Road, P.O. Box 69 Circle Pines, Minnesota 55014

Item 2.

Name of person filing:

(a)

Needham Investment Management L.L.C. Needham Asset Management, LLC Needham Aggressive Growth Fund
George A. Needham

Address or principal business office or, if none, residence:

(b)

Needham Investment Management L.L.C. 250 Park Avenue, 10th Floor New York, New York 10117-1099 United States of America
Needham Asset Management, LLC c/o Needham Investment Management L.L.C. 250 Park Avenue, 10th Floor New York, New York 10117-1099 United States of America
Needham Aggressive Growth Fund c/o Needham Investment Management L.L.C. 250 Park Avenue, 10th Floor New York, New York 10117-1099 United States of America
George A. Needham c/o Needham Investment Management L.L.C. 250 Park Avenue, 10th Floor New York, New York 10117-1099 United States of America

Citizenship:

(c)

Needham Investment Management L.L.C. - Delaware Needham Asset Management, LLC - Delaware Needham Aggressive Growth Fund - Maryland
George A. Needham - United States

Title of class of securities:

(d)

Common Stock, par value \$0.02 per share

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Needham Investment Management L.L.C. - 765,000 Needham Asset Management, LLC - 765,000 Needham Aggressive Growth Fund - 765,000 George A. Needham - 765,000
Percent of class:
- (b) Needham Investment Management L.L.C. - 8.1% Needham Asset Management, LLC - 8.1% Needham Aggressive Growth Fund - 8.1% George A. Needham - 8.1% %
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
Needham Investment Management L.L.C. - 0 Needham Asset Management, LLC - 0 Needham Aggressive Growth Fund - 0 George A. Needham - 0
 - (ii) Shared power to vote or to direct the vote:
Needham Investment Management L.L.C. - 765,000 Needham Asset Management, LLC - 765,000 Needham Aggressive Growth Fund - 765,000 George A. Needham - 765,000
 - (iii) Sole power to dispose or to direct the disposition of:
Needham Investment Management L.L.C. - 0 Needham Asset Management, LLC - 0 Needham Aggressive Growth Fund - 0 George A. Needham - 0
 - (iv) Shared power to dispose or to direct the disposition of:
Needham Investment Management L.L.C. - 765,000 Needham Asset Management, LLC - 765,000 Needham Aggressive Growth Fund - 765,000 George A. Needham - 765,000

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All of the securities reported in this Schedule 13G Amendment No. 2 are directly owned by advisory clients of Needham Investment Management L.L.C. None of those advisory clients, other than Needham Aggressive Growth Fund, may be deemed to beneficially own more than 5% of the Common Stock, par value \$0.02 per share.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Please see Exhibit B attached hereto.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Needham Investment Management L.L.C.

Signature: /s/ James W. Giangrasso

Name/Title: James W. Giangrasso, Chief Financial Officer

Date: 05/15/2026

Needham Asset Management, LLC

Signature: /s/ James W. Giangrasso

Name/Title: James W. Giangrasso, Authorized Person

Date: 05/15/2026

Needham Aggressive Growth Fund

Signature: /s/ James W. Giangrasso

Name/Title: James W. Giangrasso, Authorized Person

Date: 05/15/2026

George A. Needham

Signature: /s/ George A. Needham

Name/Title: George A. Needham

Date: 05/15/2026

Exhibit Information

Exhibit A - Joint Filing Agreement Exhibit B - Control Person Identification

JOINT FILING AGREEMENT

The undersigned agree that this Schedule 13G Amendment No. 2 dated May 15, 2026 relating to the Common Stock, par value \$0.02 per share, of Northern Technologies International Corp. shall be filed on behalf of the undersigned.

NEEDHAM INVESTMENT MANAGEMENT L.L.C.

By: /s/ James W. Giangrasso

Name: James W. Giangrasso

Title: Chief Financial Officer

NEEDHAM ASSET MANAGEMENT, LLC

By: /s/ James W. Giangrasso

Name: James W. Giangrasso

Title: Authorized Person

NEEDHAM AGGRESSIVE GROWTH FUND

By: /s/ James W. Giangrasso

Name: James W. Giangrasso

Title: Authorized Person

GEORGE A. NEEDHAM

By: /s/ George A. Needham

CONTROL PERSON IDENTIFICATION

Needham Investment Management L.L.C. is the relevant entity for which Needham Asset Management, LLC and George A. Needham may be considered control persons.