

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): **February 2, 2012**

**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 2012 Annual Meeting of Stockholders of Northern Technologies International Corporation was held on February 2, 2012. 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				
Pierre Chenu	1,027,349	7,285	-	1,996,047
Soo-Keong Koh	1,025,099	9,535	-	1,996,047
Sunggyu Lee, Ph.D.	1,018,249	16,385	-	1,996,047
G. Patrick Lynch	1,020,499	14,135	-	1,996,047
Ramani Narayan, Ph.D.	1,017,630	17,004	-	1,996,047
Richard J. Nigon	1,024,299	10,335	-	1,996,047
Mark J. Stone	1,027,349	7,285	-	1,996,047

Proposal Two—Ratification of the selection of Baker Tilly Virchow Krause, LLP as NTIC's independent registered public accounting firm for the year ending August 31, 2012

2,962,095

6,016

340

Each proposal was 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: February 2, 2012