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

FORM 10-Q

(Mark one)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended February 29, 2016

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________________ to __________________.

Commission File Number: 001-11038

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**41-0857886**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4201 Woodland Road
P.O. Box 69
Circle Pines, Minnesota 55014
(Address of principal executive offices) (Zip code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer (Do not check if a smaller reporting company) ☐	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of April 8, 2016, there were 4,536,022 shares of common stock of the registrant outstanding.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
FORM 10-Q
February 29, 2016

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This quarterly report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created by those sections. For more information, see “Part I. Financial Information – Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Forward-Looking Statements.”

As used in this report, references to "NTIC," the "Company," "we," "our" or "us," unless the context otherwise requires, refer to Northern Technologies International Corporation and its wholly-owned subsidiaries, NTIC (Shanghai) Co., Ltd., NTI Facilities, Inc. and Northern Technologies Holding Company, LLC, and its majority-owned subsidiaries, Zerust Prevenção de Corrosão S.A., NTI Asean LLC and Natur-Tec India Private Limited, all of which are consolidated on NTIC's consolidated financial statements.

NTIC's consolidated financial statements do not include the accounts of any of its joint ventures. Except as otherwise indicated, references in this report to NTIC's joint ventures do not include: (1) NTIC's majority-owned Brazilian subsidiary, Zerust Prevenção de Corrosão S.A.; (2) NTIC's majority-owned subsidiary, NTI Asean LLC, which is a holding company that holds investments in eight entities that operate in the Association of Southeast Asian Nations (ASEAN) region, including the following countries: China (although the joint venture agreements for the Chinese joint venture were terminated as of December 31, 2014 and liquidation of this joint venture is anticipated), Indonesia, Korea, Malaysia, Philippines, Singapore, Taiwan and Thailand; or (3) NTIC's majority-owned subsidiary, Natur-Tec India Private Limited, in India.

As used in this report, references to "Zerust Brazil" refer to NTIC's majority-owned Brazilian subsidiary, Zerust Prevenção de Corrosão S.A.

As used in this report, references to "NTI Asean" refer to NTIC's majority-owned holding company subsidiary, NTI Asean LLC.

As used in this report, references to "Natur-Tec India" refer to NTIC's majority-owned subsidiary in India, Natur-Tec India Private Limited.

As used in this report, references to "EXCOR" refer to NTIC's joint venture in Germany, Excor Korrosionsschutz – Technologien und Produkte GmbH.

As used in this report, references to "NTIC China" refer to NTIC's wholly-owned subsidiary in China, NTIC (Shanghai) Co., Ltd.

As used in this report, references to "Tianjin Zerust" refer to NTIC's former joint venture in China, Tianjin-Zerust Anticorrosion Co., Ltd.

All trademarks, trade names or service marks referred to in this report are the property of their respective owners.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS AS OF FEBRUARY 29, 2016 (UNAUDITED)
AND AUGUST 31, 2015 (AUDITED)

	February 29, 2016	August 31, 2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 2,531,340	$ 2,623,981
Available for sale securities	2,733,079	2,027,441
Receivables:		
Trade excluding joint ventures, less allowance for doubtful accounts of $40,000 at February 29, 2016 and August 31, 2015	4,139,536	4,027,167
Trade joint ventures	764,017	645,377
Fees for services provided to joint ventures	1,206,625	1,449,162
Income taxes	541,431	198,462
Inventories	7,300,153	7,468,441
Prepaid expenses	586,042	411,473
Deferred income taxes	424,108	424,108
Total current assets	20,226,331	19,275,612
PROPERTY AND EQUIPMENT, NET	7,310,826	7,293,163
OTHER ASSETS:		
Investments in joint ventures	17,952,996	20,544,238
Investments at carrying value (Note 7)	1,883,668	1,883,668
Deferred income taxes	1,175,290	1,176,012
Patents and trademarks, net	1,230,760	1,262,219
Other	218,954	130,736
Total other assets	22,461,668	24,996,873
Total assets	$ 49,998,825	$ 51,565,648
LIABILITIES AND EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,866,737	$ 2,101,175
Accrued liabilities:		
Payroll and related benefits	475,634	1,056,257
Other	402,903	514,409
Total current liabilities	2,745,274	3,671,841
COMMITMENTS AND CONTINGENCIES (Note 13)		
EQUITY:		
Preferred stock, no par value; authorized 10,000 shares; none issued and outstanding	—	—
Common stock, $0.02 par value per share; authorized 10,000,000 shares; issued and outstanding 4,536,022 and 4,539,045, respectively	90,720	90,781
Additional paid-in capital	13,629,454	13,441,264
Retained earnings	34,180,731	34,522,871
Accumulated other comprehensive loss	(3,653,208)	(3,180,811)
Stockholders' equity	44,247,697	44,874,105
Non-controlling interest	3,005,854	3,019,702
Total equity	47,253,551	47,893,807
Total liabilities and equity	$ 49,998,825	$ 51,565,648

See notes to consolidated financial statements.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015

	Three Months Ended		Six Months Ended	
	February 29, 2016	**February 28, 2015**	**February 29, 2016**	**February 28, 2015**
NET SALES:				
Net sales, excluding joint ventures	$ 7,027,614	$ 5,995,543	$ 13,529,024	$ 12,476,534
Net sales, to joint ventures	677,320	733,166	1,200,347	1,466,270
Total net sales	7,704,934	6,728,709	14,729,371	13,942,804
Cost of goods sold	5,268,224	4,657,740	10,143,647	9,464,351
Gross profit	2,436,710	2,070,969	4,585,724	4,478,453
JOINT VENTURE OPERATIONS:				
Equity in income of joint ventures	952,667	1,474,649	1,936,420	3,081,332
Fees for services provided to joint ventures	971,042	994,860	2,456,471	3,128,530
Total joint venture operations	1,923,709	2,469,509	4,392,891	6,209,862
OPERATING EXPENSES:				
Selling expenses	1,475,433	1,339,441	3,000,516	2,734,328
General and administrative expenses	1,509,087	1,552,861	3,366,700	3,091,123
Expenses incurred in support of joint ventures	297,470	656,127	614,464	1,183,244
Research and development expenses	1,113,525	854,256	2,117,622	1,904,169
Total operating expenses	4,395,515	4,402,685	9,099,302	8,912,864
OPERATING (LOSS) INCOME	(35,096)	137,793	(120,687)	1,775,451
INTEREST INCOME	14,384	2,434	28,557	17,561
INTEREST EXPENSE	(10,796)	(3,223)	(15,522)	(8,228)
OTHER INCOME	961	2,145	961	2,145
(LOSS) INCOME BEFORE INCOME TAX EXPENSE	(30,547)	139,149	(106,691)	1,786,929
INCOME TAX EXPENSE	40,466	197,614	36,964	381,298
NET (LOSS) INCOME	(71,013)	(58,465)	(143,655)	1,405,631
NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	36,776	70,179	198,485	526,010
NET (LOSS) INCOME ATTRIBUTABLE TO NTIC	$ (107,789)	$ (128,644)	$ (342,140)	$ 879,621
NET (LOSS) INCOME ATTRIBUTABLE TO NTIC PER COMMON SHARE:				
Basic	$ (0.02)	$ (0.03)	$ (0.08)	$ 0.20
Diluted	$ (0.02)	$ (0.03)	$ (0.08)	$ 0.19
WEIGHTED AVERAGE COMMON SHARES ASSUMED OUTSTANDING:				
Basic	4,537,429	4,522,514	4,536,995	4,516,311
Diluted	4,537,429	4,522,514	4,536,995	4,655,792

See notes to consolidated financial statements.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME (UNAUDITED)
FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015

	Three Months Ended		Six Months Ended	
	February 29, 2016	February 28, 2015	February 29, 2016	February 28, 2015
NET (LOSS) INCOME	$ (71,013)	$ (58,465)	$ (143,655)	$ 1,405,631
OTHER COMPREHENSIVE INCOME (LOSS) – FOREIGN CURRENCY TRANSLATION ADJUSTMENT	380,398	(1,980,209)	(484,730)	(3,256,425)
COMPREHENSIVE INCOME (LOSS)	309,385	(2,038,674)	(628,385)	(1,850,794)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	21,377	(142,134)	186,152	242,557
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO NTIC	$ 288,008	$ (1,896,540)	$ (814,537)	$ (2,093,351)

See notes to consolidated financial statements.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE SIX MONTHS ENDED FEBRUARY 29, 2016 AND FEBRUARY 28, 2015

	Six Months Ended	
	February 29, 2016	February 28, 2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$ (143,655)	$ 1,405,631
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Stock-based compensation	223,715	261,159
Depreciation expense	321,437	245,432
Amortization expense	59,517	43,833
Loss on disposal of assets	—	13,847
Equity in income from joint ventures	(1,936,420)	(3,081,332)
Dividends received from joint ventures	4,054,606	2,696,963
Changes in current assets and liabilities:		
Receivables:		
Trade, excluding joint ventures	(165,856)	(166,033)
Trade, joint ventures	(118,640)	166,554
Fees for services provided to joint ventures	242,537	1,128,841
Income taxes	(355,200)	(300,735)
Inventories	111,146	(102,370)
Prepaid expenses and other	(162,301)	(127,367)
Accounts payable	(174,609)	(558,041)
Income tax payable	2,564	14,644
Accrued liabilities	(710,031)	(1,248,986)
Net cash provided by operating activities	1,248,810	392,041
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from the sale of available for sale securities	—	1,994,781
Purchase of available for sale securities	(705,638)	—
Additions to property and equipment	(346,872)	(897,582)
Additions to patents	(28,057)	(106,707)
Net cash (used in) provided by investing activities	(1,080,567)	990,492
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividend received by non-controlling interest	(200,000)	(560,000)
Repurchase of common stock	(70,549)	—
Proceeds from employee stock purchase plan	34,963	22,620
Proceeds from exercise of stock options	—	99,450
Net cash used in financing activities	(235,586)	(437,930)
EFFECT OF EXCHANGE RATE CHANGES ON CASH:	(25,298)	(56,231)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(92,641)	888,372
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,623,981	2,477,017
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 2,531,340	$ 3,365,389

See notes to consolidated financial statements.

1. INTERIM FINANCIAL INFORMATION

In the opinion of management, the accompanying unaudited consolidated financial statements contain all necessary adjustments, which are of a normal recurring nature, and present fairly the consolidated financial position of Northern Technologies International Corporation and its subsidiaries (the Company) as of February 29, 2016 and August 31, 2015 and the results of their operations for the three and six months ended February 29, 2016 and February 28, 2015 and their cash flows for the six months ended February 29, 2016 and February 28, 2015, in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

These consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the Company's annual report on Form 10-K for the fiscal year ended August 31, 2015. These consolidated financial statements also should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section appearing in this report.

Operating results for the three and six months ended February 29, 2016 are not necessarily indicative of the results that may be expected for the full fiscal year ending August 31, 2016.

The Company evaluates events occurring after the date of the consolidated financial statements requiring recording or disclosure in the consolidated financial statements.

Certain amounts reported in the consolidated financial statements for the previous reporting periods have been reclassified to conform to the current period presentation. Beginning in the quarter ended February 28, 2015, the Company reclassified dividends received from equity method investments from investing cash flows to operating cash flows on the consolidated statements of cash flows for all periods presented. The classification reflects the continued profitability and returns of those profits to its owners, including the Company. The reclassification did not impact net income (loss) or equity.

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board (FASB) issued *Revenue from Contracts with Customers, Topic 606* (Accounting Standards Update (ASU) No. 2014-09), which provides a framework for the recognition of revenue, with the objective that recognized revenues properly reflect amounts an entity is entitled to receive in exchange for goods and services. This guidance, which includes additional disclosure requirements regarding revenue, cash flows and obligations related to contracts with customers, was originally to be effective for the Company beginning in fiscal year 2018. In July 2015, the FASB confirmed a one year deferral of the effective date of the new revenue standard which also allows early adoption as of the original effective date. The updated guidance will be effective for the Company's first quarter of 2019. The Company is currently evaluating the impact of adopting ASU 2014-09 on its consolidated financial statements, but believes there will be no material impact, if any.

In July 2015, the FASB issued ASU No. 2015-11, "*Inventory*", which modifies the subsequent measurement of inventories recorded under a first-in-first-out or average cost method. Under the new standard, such inventories are required to be measured at the lower of cost and net realizable value. The new standard is effective for the Company's fiscal year 2018, with prospective application. The Company does not expect the adoption of the provisions of ASU 2015-11 to have a material impact on its consolidated financial statements.

In November 2015, FASB issued ASU 2015-17, *Income Taxes (Topic 740) Balance Sheet Classification of Deferred Taxes* which requires that deferred tax assets and liabilities be classified as noncurrent in a classified balance sheet. The amendment takes effect for public entities for fiscal years beginning after December 15, 2017, with early adoption available. The Company is currently assessing the impact that ASU 2015-17 will have on its consolidated financial statements.

During February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-02, "*Leases*." ASU No. 2016-02 was issued to increase transparency and comparability among organizations by recognizing all lease transactions (with terms in excess of 12 months) on the balance sheet as a lease liability and a right-of-use asset (as defined). ASU No. 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with earlier application permitted. Upon adoption, the lessee will apply the new standard retrospectively to all periods presented or retrospectively using a cumulative effect adjustment in the year of adoption. The Company is currently assessing the effect that ASU No. 2016-02 will have on its consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-07, "*Investments – Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting*." Among other things, the amendments in ASU 2016-07 eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. Early adoption is permitted. The Company is currently assessing the impact that ASU 2016-07 will have on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation*, which is intended to simplify several aspects of the accounting for share-based payment award transactions. The guidance will be effective for the fiscal year beginning after December 15, 2016, including interim periods within that year. The Company is in the process of evaluating the impacts of the adoption of this ASU.

Although there are several other new accounting pronouncements issued or proposed by the FASB, which the Company has adopted or will adopt, as applicable, the Company does not believe any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial position or operating results.

3. INVENTORIES

Inventories consisted of the following:

	February 29, 2016	August 31, 2015
Production materials	$ 1,104,151	$ 1,445,014
Finished goods	6,196,002	6,023,427
	$ 7,300,153	$ 7,468,441

4. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

	February 29, 2016	August 31, 2015
Land	$ 310,365	$ 310,365
Buildings and improvements	6,439,751	6,180,089
Machinery and equipment	4,161,325	4,090,619
	10,911,441	10,581,073
Less accumulated depreciation	(3,600,615)	(3,287,910)
	$ 7,310,826	$ 7,293,163

5. PATENTS AND TRADEMARKS, NET

Patents and trademarks, net consisted of the following:

	February 29, 2016	August 31, 2015
Patents and trademarks	$ 2,468,080	$ 2,440,022
Less accumulated amortization	(1,237,320)	(1,177,803)
	$ 1,230,760	$ 1,262,219

Patent and trademark costs are amortized over seven years. Costs incurred related to patents and trademarks are capitalized until filed and approved, at which time the amounts capitalized to date are amortized and any further costs, including maintenance costs, are expensed as incurred. Amortization expense is estimated to approximate $100,000 in each of the next five fiscal years.

6. INVESTMENTS IN JOINT VENTURES

The financial statements of the Company’s foreign joint ventures are initially prepared using the accounting principles accepted in the respective joint ventures’ countries of domicile. Amounts related to foreign joint ventures reported in the below tables and the accompanying consolidated financial statements have subsequently been adjusted to conform with accounting principles generally accepted in the United States of America in all material respects. All material profits recorded on sales from the Company to its joint ventures and from joint ventures to other joint ventures have been eliminated for financial reporting purposes.

Financial information from the audited and unaudited financial statements of the Company’s joint venture in Germany, Excor Korrosionsschutz – Technologien und Produkte GmbH (EXCOR) and all of the Company’s other joint ventures, are summarized as follows:

	February 29, 2016		
	Total	EXCOR	All Other
Current assets	$ 44,915,882	$ 20,543,914	$ 24,371,968
Total assets	48,456,556	22,412,469	26,044,087
Current liabilities	12,346,248	3,517,274	8,828,974
Noncurrent liabilities	89,039	—	89,039
Joint ventures’ equity	36,021,269	18,895,195	17,126,074
Northern Technologies International Corporation’s share of joint ventures’ equity	17,952,996	9,447,599	8,505,397
Northern Technologies International Corporation’s share of joint ventures’ undistributed earnings	$ 15,892,135	$ 9,416,694	$ 6,475,441

	August 31, 2015		
	Total	EXCOR	All Other
Current assets	$ 49,295,116	$ 22,620,323	$ 26,674,793
Total assets	52,853,938	24,606,880	28,247,058
Current liabilities	12,288,383	3,360,142	8,928,241
Noncurrent liabilities	1,215,139	—	1,215,139
Joint ventures’ equity	39,350,417	21,246,738	18,103,679
Northern Technologies International Corporation’s share of joint ventures’ equity	20,544,238	11,571,361	8,972,877
Northern Technologies International Corporation’s share of joint ventures’ undistributed earnings	$ 18,483,377	$ 11,540,456	$ 6,942,921

	Six Months Ended February 29, 2016		
	Total	EXCOR	All Other
Net sales	$ 42,000,424	$ 15,618,735	$ 26,381,689
Gross profit	18,523,102	8,059,186	10,463,916
Net income	3,872,728	2,960,951	911,777
Northern Technologies International Corporation’s share of equity in income of joint ventures	$ 1,936,420	$ 1,480,975	$ 455,445

	Six Months Ended February 28, 2015			
	Total	EXCOR	Tianjin Zerust	All Other
Net sales	$ 52,178,238	$ 18,383,653	$ 3,735,457	$ 30,059,128
Gross profit	25,540,546	9,766,973	1,783,673	13,989,900
Net income	6,152,182	3,924,547	265,648	1,961,987
Northern Technologies International Corporation’s share of equity in income of joint ventures	$ 3,081,331	$ 1,962,047	$ 132,824	$ 986,460

On January 2, 2015, the Company announced that, effective as of December 31, 2014, the Company terminated its joint venture arrangement in China, Tianjin-Zerust Anticorrosion Co., Ltd. (Tianjin Zerust), and began the process of liquidating the joint venture entity. Since December 31, 2014, the Company has conducted business in China through a wholly-owned subsidiary, NTIC (Shanghai) Co. Ltd. (NTIC China). As of December 31, 2014, the Company started recognizing Tianjin Zerust based on its carrying value instead of the equity method since the Company no longer expects to significantly affect the joint venture’s operations or decision making. See note 7.

The Company records expenses that are directly attributable to the joint ventures on its consolidated statements of operations in the line item “Expenses incurred in support of joint ventures.” The expenses include items such as employee compensation and benefit expenses, travel expense and consulting expense. See Note 13 regarding the lawsuits filed in relation to Tianjin Zerust.

The Company did not make any joint venture investments during the six months ended February 29, 2016 and February 28, 2015.

7. CHINA OPERATIONS

Effective December 31, 2014, the Company terminated its joint venture agreements with its previous joint venture in China, Tianjin Zerust, began the process of liquidating the joint venture entity, and commenced operations in China through a wholly-owned subsidiary, NTIC (Shanghai) Co. Ltd. on January 1, 2015. Effective December 31, 2014, the Company’s investment in Tianjin Zerust is reported at carrying value based on the Company’s decreased level of influence over the entity, and the Company has reclassified previously unrecognized gains on foreign currency translation from accumulated other comprehensive income. Any declines in the fair value are reflected as adjustments to the carrying value. No such adjustments were recorded during the six months ended February 29, 2016.

Because of the lack of financial and other information received from Tianjin Zerust, it is possible that receipt of future financial and other information from Tianjin Zerust may impact the realization of the Company's investment in and realization of a receivable from Tianjin Zerust. The last time the Company received financial information from Tianjin Zerust was through November 2014. The Company, as of February 29, 2016, does not believe there are any triggering events that would require an impairment test. The Company's current net investment is approximately $1,130,200, which is 60% of its investment in Tianjin Zerust, which was $1,883,668 as of February 29, 2016. The Company will continue to evaluate the realization of this asset on an ongoing basis and adjust if necessary.

The Company incurred expenses of $1,418,392 and $883,000 during the six months ended February 29, 2016 and February 28, 2015, respectively, related to the termination of the joint venture agreement with Tianjin Zerust, the initiation of the liquidation of Tianjin Zerust and the formation and initial operation of NTIC China. Such expenses consisted primarily of legal expenses and personnel expenses associated with the establishment of the subsidiary and the hiring of new personnel. These expenses are recorded as operating expenses on the consolidated statements of operations and are partially offset by the gross margin contribution from sales of NTIC China.

Because of the lack of financial and other information received from Tianjin Zerust, it is possible that if and when financial and other information is received from Tianjin Zerust that the Company may need to recognize an impairment charge on its investment in Tianjin Zerust. The Company estimates that its maximum exposure in terms of an impairment charge would be approximately $1,130,200, which is 60% of its investment in Tianjin Zerust, which was $1,883,668 as of February 29, 2016.

See Note 13 regarding pending litigation involving Tianjin Zerust.

8. CORPORATE DEBT

The Company has a revolving line of credit with PNC Bank of $3,000,000. No amounts were outstanding under the line of credit as of both February 29, 2016 and August 31, 2015. At the option of the Company, outstanding advances under the line of credit bear interest at either (a) an annual rate based on LIBOR plus 2.15% for the applicable LIBOR interest period selected by the Company or (b) at the rate publicly announced by PNC Bank from time to time as its prime rate. Interest is payable in arrears (a) for the portion of advances bearing interest under the prime rate on the last day of each month during the term thereof and (b) for the portion of advances bearing interest under the LIBOR option on the last day of the respective LIBOR interest period selected for such advance. Any unpaid interest is payable on the maturity date. The revolving line of credit is secured by cash, receivables and inventory.

The line of credit is governed under a loan agreement. The loan agreement contains standard covenants, including affirmative financial covenants, such as the maintenance of a minimum fixed charge coverage ratio, and negative covenants, which, among other things, limit the incurrence of additional indebtedness, loans and equity investments, disposition of assets, mergers and consolidations and other matters customarily restricted in such agreements. Under the loan agreement, the Company is subject to a minimum fixed charge coverage ratio of 1.10:1.00. As of February 29, 2016, the Company was in compliance with all debt covenants.

On January 6, 2016, PNC Bank extended the maturity date of the line of credit from January 7, 2016 to January 7, 2017. All other terms of the line of credit and the loan agreement and other documents evidencing the line of credit remain the same.

9. STOCKHOLDERS' EQUITY

During the six months ended February 29, 2016, the Company repurchased and retired 5,461 shares of its common stock. During the six months ended February 28, 2015, the Company did not repurchase or retire any shares of its common stock.

The Company granted stock options under the Northern Technologies International Corporation Amended and Restated 2007 Stock Incentive Plan (the 2007 Plan) to purchase an aggregate of 53,447 shares of its common stock to various employees and directors during the six months ended February 29, 2016. The weighted average per share exercise price of the stock options is $14.85, which is equal to the fair market value of the Company's common stock on the date of grant.

During the six months ended February 29, 2016, no stock options to purchase shares of common stock were exercised.

The Company granted stock options under the 2007 Plan to purchase an aggregate of 45,067 shares of its common stock to various employees and directors during the six months ended February 28, 2015. The weighted average per share exercise price of the stock options is $20.10, which was equal to the fair market value of the Company's common stock on the date of grant.

The following stock options to purchase shares of common stock were exercised during the six months ended February 28, 2015:

Options Exercised	Exercise Price
18,000	$7.65
2,333	$10.20

10. NET (LOSS) INCOME PER COMMON SHARE

Basic net (loss) income per common share is computed by dividing net (loss) income by the weighted average number of common shares outstanding. Diluted net (loss) income per share assumes the exercise of stock options using the treasury stock method, if dilutive.

The following is a reconciliation of the (loss) income per share computation:

	Three Months Ended		Six Months Ended	
Numerators:	**February 29, 2016**	**February 28, 2015**	**February 29, 2016**	**February 28, 2015**
Net (loss) income attributable to NTIC	$ (107,789)	$ (128,644)	$ (342,140)	$ 876,621
Denominators:				
Basic – weighted shares outstanding	4,537,429	4,522,514	4,536,995	4,516,311
Weighted shares assumed upon exercise of stock options	-	-	-	139,481
Diluted – weighted shares outstanding	4,537,429	4,522,514	4,536,995	4,655,792
Basic (loss) income per share:	$ (0.02)	$ (0.03)	$ (0.08)	$ 0.20
Diluted (loss) income per share:	$ (0.02)	$ (0.03)	$ (0.08)	$ 0.19

The dilutive impact summarized above relates to the periods when the average market price of the Company's common stock exceeded the exercise price of the potentially dilutive option securities granted. (Loss) income per share were based on the weighted average number of shares of common stock outstanding during the periods when computing the basic (loss) income per share. When dilutive, stock options are included as equivalents using the treasury stock market method when computing the diluted (loss) income per share. There were no options outstanding as of February 29, 2016 that were dilutive.

Excluded from the computation of diluted (loss) income per share for the three and six months ended February 29, 2016 were all options outstanding to purchase 283,181 shares of common stock, due to the Company's net loss in the period. Excluded from the computation of diluted (loss) income per share for the three months ended February 28, 2015 were all options outstanding to purchase 263,734 shares of common stock, due to the Company's net loss in the period.

11. STOCK-BASED COMPENSATION

The Company has two stock-based compensation plans under which stock options and other stock-based awards have been granted, the Northern Technologies International Corporation Amended and Restated 2007 Stock Incentive Plan and the Northern Technologies International Corporation Employee Stock Purchase Plan (the ESPP). The Compensation Committee of the Board of Directors and the Board of Directors administer these plans.

The 2007 Plan provides for the grant of incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock, stock unit awards, performance awards and stock bonuses to eligible recipients to enable the Company and its subsidiaries to attract and retain qualified individuals through opportunities for equity participation in the Company, and to reward those individuals who contribute to the achievement of the Company's economic objectives. Subject to adjustment as provided in the 2007 Plan, up to a maximum of 800,000 shares of the Company's common stock are issuable under the 2007 Plan. Options granted under the 2007 Plan generally have a term of ten years and become exercisable over a three- or four-year period beginning on the one-year anniversary of the date of grant. Options are granted at per share exercise prices equal to the market value of the Company's common stock on the date of grant. The Company issues new shares upon the exercise of options. As of February 29, 2016, only stock options and stock bonuses had been granted under the 2007 Plan.

The maximum number of shares of common stock of the Company available for issuance under the ESPP is 100,000 shares, subject to adjustment as provided in the ESPP. The ESPP provides for six-month offering periods beginning on September 1 and March 1 of each year. The purchase price of the shares is 90% of the lower of the fair market value of common stock at the beginning or end of the offering period. This discount may not exceed the maximum discount rate permitted for plans of this type under Section 423 of the Internal Revenue Code of 1986, as amended. The ESPP is compensatory for financial reporting purposes. The Company issued 2,439 and 1,948 shares on September 1, 2015 and 2014, respectively, under the ESPP.

The Company granted options to purchase an aggregate of 53,447 and 45,067 shares of its common stock during the six months ended February 29, 2016 and February 28, 2015, respectively. The fair value of option grants is determined at date of grant, using the Black-Scholes option pricing model with the assumptions listed below. The Company recognized compensation expense of $223,715 and $261,159 during the six months ended February 29, 2016 and February 28, 2015, respectively, related to the options that vested during such time period. As of February 29, 2016, the total compensation cost for nonvested options not yet recognized in the Company's consolidated statements of operations was $443,123, net of estimated forfeitures. Stock-based compensation expense of $203,723 is expected through the remainder of fiscal year 2016, and $159,600 and $79,800 is expected to be recognized during fiscal 2017 and fiscal 2018, respectively, based on outstanding options as of February 29, 2016. Future option grants will impact the compensation expense recognized. Stock-based compensation expense is included in general and administrative expense on the consolidated statements of operations.

The Company currently estimates a ten percent forfeiture rate for stock options and continually reviews this estimate for future periods.

The fair value of each option grant is estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions and results for the grants:

	Six Months Ended	
	February 29, 2016	February 28, 2015
Dividend yield	0.00%	0.00%
Expected volatility	46.0%	46.6%
Expected life of option	10 years	10 years
Average risk-free interest rate	1.63%	1.63%

The weighted average per share fair value of options granted during six months ended February 29, 2016 and February 28, 2015 was $8.48 and $11.58, respectively. The weighted average remaining contractual life of the options outstanding as of February 29, 2016 was 6.96 years.

12. SEGMENT AND GEOGRAPHIC INFORMATION

Segment Information

The Company's chief operating decision maker is its Chief Executive Officer. The Company's business is organized into two reportable segments: ZERUST® and Natur-Tec®. The Company has been selling its proprietary ZERUST® rust and corrosion inhibiting products and services to the automotive, electronics, electrical, mechanical, military and retail consumer markets for over 40 years, and more recently, has targeted and expanded into the oil and gas industry. The Company also sells a portfolio of bio-based and compostable (fully biodegradable) polymer resins and finished products under the Natur-Tec® brand.

The following table sets forth the Company's net sales for the three and six months ended February 29, 2016 and February 28, 2015 by segment:

	Three Months Ended		Six Months Ended	
	February 29, 2016	February 28, 2015	February 29, 2016	February 28, 2015
ZERUST® net sales	$ 6,385,337	$ 5,783,985	$ 12,363,019	$ 12,022,056
Natur-Tec® net sales	1,319,597	944,724	2,366,352	1,920,748
Total net sales	$ 7,704,934	$ 6,728,709	$ 14,729,371	$ 13,942,804

The following table sets forth the Company's cost of goods sold for the three and six months ended February 29, 2016 and February 28, 2015 by segment:

	Three Months Ended				Six Months Ended			
	February 29, 2016	% of Segment Sales*	February 28, 2015	% of Segment Sales*	February 29, 2016	% of Segment Sales*	February 28, 2015	% of Segment Sales*
Direct cost of goods sold								
ZERUST®	$ 3,576,073	56.0%	$ 3,171,103	54.8%	$ 6,940,628	56.1%	$ 6,509,691	54.1%
Natur-Tec®	984,938	74.6%	719,048	76.1%	1,819,197	76.9%	1,501,623	78.2%
Indirect cost of goods sold	707,213	—	767,589	—	1,383,822	—	1,453,037	—
Total net cost of goods sold	$ 5,268,224		$ 4,657,740		$ 10,143,647		$ 9,464,351	

* The percent of segment sales is calculated by dividing the direct cost of goods sold for each individual segment category by the net sales for each segment category.

The Company utilizes product net sales and direct and indirect cost of goods sold for each product in reviewing the financial performance of a product type. Further allocation of Company expenses or assets, aside from amounts presented in the tables above, is not utilized in evaluating product performance, nor does such allocation occur for internal financial reporting.

Geographic Information

Net sales by geographic location for the three and six months ended February 29, 2016 and February 28, 2015 were as follows:

	Three Months Ended		Six Months Ended	
	February 29, 2016	**February 28, 2015**	**February 29, 2016**	**February 28, 2015**
Inside the U.S.A. to unaffiliated customers	$ 2,344,406	$ 1,544,964	$ 4,006,037	$ 3,071,894
Outside the U.S.A to:				
Joint ventures in which the Company is a shareholder directly and indirectly	971,501	1,198,892	1,521,047	2,007,879
Unaffiliated customers	4,389,027	3,984,853	9,202,287	8,863,031
	$ 7,704,934	$ 6,728,709	$ 14,729,371	$ 13,942,804

Net sales by geographic location are based on the location of the customer. Fees for services provided to joint ventures by geographic location as a percentage of total fees for services provided to joint ventures during the three and six months ended February 29, 2016 and February 28, 2015 were as follows:

	Three Months Ended			
	February 29, 2016	**% of Total Fees for Services Provided to Joint Ventures**	**February 28, 2015**	**% of Total Fees for Services Provided to Joint Ventures**
Germany	$ 192,869	19.9%	$ 202,633	20.4%
Poland	145,765	15.0%	116,612	11.7%
Japan	137,476	14.2%	124,202	12.5%
France	73,112	7.5%	76,518	7.7%
India	72,077	7.4%	73,971	7.4%
United Kingdom	64,735	6.7%	115,000	11.6%
Finland	52,896	5.5%	52,693	5.3%
Sweden	50,356	5.2%	72,297	7.3%
Thailand	39,322	4.0%	156,519	15.7%
Other	142,434	14.6%	4,415	0.1%
	$ 971,042	100.0%	$ 994,860	100.0%

	Six Months Ended			
	February 29, 2016	**% of Total Fees for Services Provided to Joint Ventures**	**February 28, 2015**	**% of Total Fees for Services Provided to Joint Ventures**
Germany	$ 422,654	17.2%	$ 440,954	14.1%
Poland	285,023	11.6%	287,836	9.2%
Japan	268,149	10.9%	284,544	9.1%
Thailand	263,063	10.7%	297,152	9.5%
United Kingdom	173,646	7.1%	211,371	6.8%
France	162,785	6.6%	209,898	6.7%
India	152,527	6.2%	143,262	4.6%
Sweden	123,317	5.0%	159,217	5.1%
Czech Republic	121,933	5.0%	108,649	3.4%
Finland	121,829	5.0%	146,215	4.7%
China	—	0.0%	516,139	16.5%
Other	361,545	14.7%	323,293	10.3%
	$ 2,456,471	100.0%	$ 3,128,530	100.0%

Sales to the Company's joint ventures are included in the foregoing segment and geographic information, however, sales by the Company's joint ventures to other parties are not included. The foregoing segment and geographic information represents only sales and cost of goods sold recognized directly by the Company.

The geographical distribution of key financial statement data is as follows:

	February 29, 2016	August 31, 2015
Brazil	$ 52,764	$ 46,918
India	15,114	16,402
China	136,825	45,220
United States	7,106,123	7,184,623
Total long-lived assets	$ 7,310,826	$ 7,293,163

	Six Months Ended	
	February 29, 2016	February 28, 2015
Brazil	$ 997,636	$ 1,418,236
India	549,402	416,772
China	1,439,754	20,732
United States	11,742,579	12,087,064
Total net sales	$ 14,729,371	$ 13,942,804

Total assets located in Brazil, India and China primarily consist of cash and cash equivalents, customer receivables and inventory. These assets are periodically reviewed to assure the net realizable value from the estimated future production based on forecasted sales exceeds the carrying value of the assets. Total assets located in the United States include the Company's investments in joint ventures.

13. COMMITMENTS AND CONTINGENCIES

On August 18, 2015, the Compensation Committee of the Board of Directors of the Company approved the material terms of an annual bonus plan for the Company's executive officers as well as certain officers and employees for the fiscal year ending August 31, 2016. For fiscal 2016 as in past years, the total amount available under the bonus plan for all plan participants, including executive officers, is dependent upon the Company's earnings before interest, taxes and other income, as adjusted to take into account amounts to be paid under the bonus plan and certain other adjustments (Adjusted EBITOI). Each plan participant's percentage of the overall bonus pool is based upon the number of plan participants, the individual's annual base salary and the individual's position and level of responsibility within the company. In the case of each of the Company's executive officer participants, 75% of the amount of their individual bonus payout will be determined based upon the Company's actual Adjusted EBITOI for fiscal 2016 compared to a pre-established target Adjusted EBITOI for fiscal 2016 and 25% of the payout will be determined based upon such executive officer's achievement of certain pre-established individual performance objectives. The payment of bonuses under the plan are discretionary and may be paid to executive officer participants in both cash and shares of the Company's common stock, the exact amount and percentages will be determined by the Company's Board of Directors, upon recommendation of the Compensation Committee, after the completion of the Company's consolidated financial statements for fiscal 2016. There was no accrual for management bonuses for the six months ended February 29, 2016 compared to an accrual of $100,000 for management bonuses for the six months ended February 28, 2015.

Four joint ventures (consisting of the Company's joint ventures in Korea, India, Thailand and Tianjin Zerust) accounted for 81.7% of the Company's trade joint venture receivables at February 29, 2016 and accounted for 67.0% of the Company's trade joint venture receivables at August 31, 2015.

On March 23, 2015, the Company and NTI Asean filed a lawsuit in Tianjin No 1 Intermediate People's Court against two individuals, Meng Tao and Xu Hui, related to breaches of duties and contractual commitments owed to NTI Asean under certain agreements related to the Company's former joint venture in China, Tianjin Zerust Anti-Corrosion Technologies Ltd. The lawsuit alleges, among other things, that Mr. Meng Tao and Xu Hui have engaged in self-dealing, usurped business opportunities, and received economic benefits that were required to go to Tianjin Zerust. As of February 29, 2016, the Company is not able to reasonably estimate the amount of any recovery to NTI Asean, if any.

On April 21, 2015, the Company and NTI Asean initiated a lawsuit in the District Court for the Second Judicial District, County of Ramsey, State of Minnesota against Cortec Corporation alleging, among other things, that Cortec Corporation aided and abetted breaches of duties and contractual commitments owed to the Company and NTI Asean related to the Company's joint venture in China, Tianjin Zerust.

From time to time, the Company is subject to various other claims and legal actions in the ordinary course of its business. The Company records a liability in its consolidated financial statements for costs related to claims, including future legal costs, settlements and judgments, where the Company has assessed that a loss is probable and an amount can be reasonably estimated. If the reasonable estimate of a probable loss is a range, the Company records the most probable estimate of the loss or the minimum amount when no amount within the range is a better estimate than any other amount. The Company discloses a contingent liability even if the liability is not probable or the amount is not estimable, or both, if there is a reasonable possibility that material loss may be have been incurred. In the opinion of management, as of February 29, 2016, the amount of liability, if any, with respect to these matters, individually or in the aggregate, will not materially affect the Company's consolidated results of operations, financial position or cash flows.

14. FAIR VALUE MEASUREMENTS

Assets and liabilities that are measured at fair value on a recurring basis primarily relate to marketable equity securities. These items are marked-to-market at each reporting period.

The following tables provide information by level for assets and liabilities that are measured at fair value on a recurring basis:

		Fair Value Measurements Using Inputs Considered as		
	Fair Value as of February 29, 2016	Level 1	Level 2	Level 3
Available for sale securities	$ 2,733,079	$ 2,733,079	$ —	$ —

		Fair Value Measurements Using Inputs Considered as		
	Fair Value as of August 31, 2015	Level 1	Level 2	Level 3
Available for sale securities	$ 2,027,441	$ 2,027,441	$ —	$ —

There were no transfers between Level 1, Level 2, or Level 3 during the three and six months ended February 29, 2016 and February 28, 2015.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis provides material historical and prospective disclosures intended to enable investors and other users to assess NTIC's financial condition and results of operations. Statements that are not historical are forward-looking and involve risks and uncertainties discussed under the heading "*Part I. Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Forward-Looking Statements*" in this report and under "*Part 1. Item 1A. Risk Factors*" in our annual report on Form 10-K for the fiscal year ended August 31, 2015 and "*Part II. Item 1A. Risk Factors*" in this report. The following discussion of the results of the operations and financial condition of NTIC should be read in conjunction with NTIC's consolidated financial statements and the related notes thereto included under the heading "*Part I. Item 1. Financial Statements*."

Business Overview

NTIC develops and markets proprietary environmentally beneficial products and services in over 60 countries either directly or via a network of subsidiaries, joint ventures, independent distributors and agents. NTIC's primary business is corrosion prevention marketed mainly under the ZERUST® brand. NTIC has been selling its proprietary ZERUST® products and services to the automotive, electronics, electrical, mechanical, military and retail consumer markets for over 40 years, and in recent years, has targeted and expanded into the oil and gas industry. NTIC also markets and sells a portfolio of biobased and compostable (fully biodegradable) polymer resins and finished products under the Natur-Tec® brand. These products are intended to reduce NTIC's customers' carbon footprint and provide environmentally sound waste disposal options.

NTIC's ZERUST® rust and corrosion inhibiting products include plastic and paper packaging, liquids and coatings, rust removers and cleaners, diffusers and engineered solutions designed specifically for the oil and gas industry. NTIC also offers worldwide on-site technical consulting for rust and corrosion prevention issues. NTIC's technical service consultants work directly with the end users of NTIC's ZERUST® rust and corrosion inhibiting products to analyze their specific needs and develop systems to meet their technical requirements. In North America, NTIC sells its ZERUST® corrosion prevention solutions through a direct sales force as well as a network of independent distributors and agents. Internationally, NTIC sells its ZERUST® corrosion prevention solutions through its wholly-owned subsidiary in China, NTIC (Shanghai) Co., Ltd. (NTIC China), its majority-owned joint venture holding company for NTIC's joint venture investments in the Association of Southeast Asian Nations (ASEAN) region, its majority-owned subsidiary in Brazil, Zerust Prevenção de Corrosão S.A. (Zerust Brazil), and joint venture arrangements in North America, Europe and Asia.

One of NTIC's strategic initiatives is to expand into and penetrate other markets for its ZERUST® corrosion prevention solutions. Consequently, for the past several years, NTIC has focused its sales and marketing efforts on the oil and gas industry, as the infrastructure that supports that industry is typically constructed using metals that are highly susceptible to corrosion. NTIC believes that its ZERUST® corrosion prevention solutions will minimize maintenance downtime on critical oil and gas industry infrastructure, extend the life of such infrastructure and reduce the risk of environmental pollution due to corrosion leaks.

NTIC markets and sells its ZERUST® rust and corrosion prevention solutions to customers in the oil and gas industry across several countries either directly, through its subsidiaries or through its joint venture partners and other strategic partners. The sale of ZERUST® corrosion prevention solutions to customers in the oil and gas industry typically involves a long sales cycle, often including a one- to multi-year trial period with each customer and a slow integration process thereafter.

Natur-Tec® biobased and compostable plastics are manufactured using NTIC's patented and/or proprietary technologies and are intended to replace conventional petroleum-based plastics. The Natur-Tec® biopolymer resin compound portfolio includes formulations that have been optimized for a variety of applications including blown-film extrusion, extrusion coating, injection molding, and engineered plastics. These resins are fully biodegradable in a composting environment and are currently being used to produce finished products including can liners, shopping and grocery bags, lawn and leaf bags, pet waste collection bags, cutlery, packaging foam and coated paper products. In North America, NTIC markets its Natur-Tec® resins and finished products primarily through a network of regional and national distributors as well as independent agents. NTIC continues to see significant opportunities for finished bioplastic products and, therefore, continues to strengthen and expand its North American distribution network for finished Natur-Tec® bioplastic products. Internationally, NTIC sells its Natur-Tec® resins and finished products both directly and through its majority- owned subsidiary in India, Natur-Tec India Private Limited (Natur-Tec India), and through certain joint ventures. In November 2014, NTIC entered into an agreement with NatureWorks LLC for joint marketing and sales of Ingeo® based packaging solutions to customers in India. With recent Indian government mandates banning use of non-biodegradable plastics in certain types of food and consumer packaging, NTIC expects the market in India for bioplastic packaging solutions to grow substantially.

Termination of Chinese Joint Venture

On January 2, 2015, NTIC announced that, effective as of December 31, 2014, it is selling its ZERUST® products and services in China through a wholly-owned subsidiary, NTIC (Shanghai) Co., Ltd., and has terminated its joint venture agreements with Tianjin-Zerust Anticorrosion Co., Ltd. (Tianjin Zerust). NTIC and NTI Asean LLC have filed a lawsuit against Mr. Tao Meng, a Chinese national and the former joint venture entity's other shareholder, and his spouse in the Chinese court of Tianjin, seeking, among other things, an orderly liquidation of Tianjin Zerust.

NTIC indirectly has a 30% ownership interest in Tianjin Zerust through its 60% owned holding company subsidiary, NTI Asean LLC. Commencing during the second quarter of fiscal 2015, NTIC's consolidated financial statements include the financial results of NTIC China.

NTIC anticipates that it may take several quarters to transition many of the previous customers of Tianjin Zerust to NTIC China and no assurance can be provided that NTIC China will be able to achieve the net sales and income levels previously achieved by Tianjin Zerust. For fiscal 2014, Tianjin Zerust had net sales of $15.9 million and net income of $1.3 million. The operating income of the joint venture before paying royalties in an aggregate amount of $4.2 million to all shareholders was over $5.5 million; NTIC's indirect ownership of Tianjin Zerust is 30%.

During fiscal 2015, NTIC incurred approximately $1,640,000 and during the first two quarters of fiscal 2016, NTIC incurred approximately $1,418,000 in expenses related either directly or indirectly to the establishment and initial business operations of NTIC China, the termination of the joint venture agreements with Tianjin Zerust, its pending litigation against Mr. Tao Meng and his spouse and Cortec Corporation, and the anticipated liquidation of Tianjin Zerust. These expenses are recorded as selling, general and administrative expenses and expenses incurred in support of joint ventures on the consolidated statements of operations.

NTIC expects that its operating results may be volatile over the next few quarters as a result of NTIC's Chinese operations.

NTIC's Joint Venture Network

NTIC participates in 19 active joint venture arrangements in North America, Europe and Asia. Each of these joint ventures generally manufactures and markets products in the geographic territory to which it is assigned. While most of NTIC's joint ventures exclusively sell rust and corrosion inhibiting products, some of the joint ventures also sell NTIC's Natur-Tec® resin compounds. NTIC has historically funded its investments in joint ventures with cash generated from operations.

NTIC's receipt of funds from its joint ventures is dependent upon fees for services that NTIC provides to its joint ventures, based primarily on the net sales of the individual joint ventures, and NTIC's receipt of dividend distributions from the joint ventures. The fees for services provided to joint ventures are determined based on either a flat fee or a percentage of sales depending on local laws and tax regulations. With respect to NTIC's joint venture in Germany (EXCOR), NTIC recognizes an agreed upon quarterly fee for such services. NTIC recognizes equity income from its joint ventures based on the overall profitability of its joint ventures. Such profitability is subject to variability from quarter to quarter which, in turn, subjects NTIC's earnings to variability from quarter to quarter. The profits of NTIC's joint ventures are shared by the respective joint venture owners in accordance with their respective ownership percentages. NTIC typically directly or indirectly owns 50% or less of each of its joint venture entities and thus does not control the decisions of these entities regarding whether to pay dividends and, if paid, how much they should be in a given year. The payment of a dividend by an entity is determined by a joint vote of the owners and is not at the sole discretion of NTIC.

NTIC accounts for the investments and financial results of its joint ventures in its financial statements utilizing the equity method of accounting.

The results of Zerust Brazil, NTI Asean and Natur-Tec India, and as of December 31, 2014, NTIC China, are fully consolidated in NTIC's consolidated financial statements. NTIC holds 85% of the equity and 85% of the voting rights of Zerust Brazil. NTIC holds 60% of the equity and 60% of the voting rights of NTI Asean. NTI Asean holds investments in eight entities that operate in the following eight territories located in the ASEAN region: China (although liquidation was initiated December 31, 2014), Indonesia, South Korea, Malaysia, Philippines, Singapore, Taiwan and Thailand. NTIC holds 90% of the equity and 90% of the voting rights of Natur-Tec India. NTIC China is a wholly-owned subsidiary of NTIC.

NTIC considers EXCOR to be individually significant to NTIC's consolidated assets and income; and therefore, provides certain additional information regarding EXCOR in the notes to NTIC's consolidated financial statements and in this section of this report.

Financial Overview

NTIC's management, including its chief executive officer who is NTIC's chief operating decision maker, reports and manages NTIC's operations in two reportable business segments based on products sold, customer base and distribution center: ZERUST® products and services and Natur-Tec® products.

NTIC's consolidated net sales increased 14.5% and 5.6% during the three and six months ended February 29, 2016, respectively, compared to the three and six months ended February 28, 2015. These increases were primarily a result of increased demand for ZERUST® rust and corrosion inhibiting packaging products and services and Natur-Tec® products. During the three and six months ended February 29, 2016, 82.9% and 83.9% of NTIC's consolidated net sales, respectively, were derived from sales of ZERUST® products and services, which increased 10.4% and 2.8% to $6,385,337 and $12,363,019 during the three and six months ended February 29, 2016, respectively, compared to $5,783,985 and $12,022,056 during the three and six months ended February 28, 2015, respectively, due to increased demand from both new and existing customers for new and existing products.

NTIC has focused its sales efforts of ZERUST® products and services by strategically targeting customers with specific corrosion issues in new market areas, including the oil and gas industry and other industrial sectors that offer sizable growth opportunities. NTIC's consolidated net sales for the six months ended February 29, 2016 included $717,570 of sales made to customers in the oil and gas industry compared to $878,582 for the six months ended February 28, 2015. Overall demand for ZERUST® products and services depends heavily on the overall health of the markets in which NTIC sells its products, including the automotive, oil and gas, agriculture, and mining markets in particular. In addition, we believe demand for ZERUST® products and services in the oil and gas industry may be dependent upon oil prices, with low oil prices causing existing or potential customers to delay purchases and installations.

During the three and six months ended February 29, 2016, 17.1% and 16.1%, of NTIC's consolidated net sales were derived from sales of Natur-Tec® products compared to 14.0% and 13.8% during the three and six months ended February 28, 2015, respectively. Net sales of Natur-Tec® products increased 39.7% and 23.2% during the three and six months ended February 29, 2016 compared to the three and six months ended February 28, 2015, respectively. These increases were primarily due to increases in finished product sales in North America and finished product sales at NTIC's majority owned subsidiary in India, Natur-Tec India Private Limited (Natur-Tec India).

Cost of goods sold as a percentage of net sales decreased slightly to 68.4% during the three months ended February 29, 2016 compared to 69.2% during the three months ended February 28, 2015 and increased slightly to 68.9% during the six months ended February 29, 2016 compared to 67.9% during the prior fiscal year period. These small variances were primarily as a result of small variances in raw material prices during the various periods.

NTIC's equity in income of joint ventures decreased 35.4% and 37.2% to $952,667 and $1,936,420, respectively, during the three and six months ended February 29, 2016 compared to $1,474,649 and $3,081,332 during the three and six months ended February 28, 2015. These decreases were primarily a result of decreases in profitability at the joint ventures, decreases associated with the anticipated liquidation of Tianjin Zerust and adverse effects of foreign currency exchange rate fluctuations, including in particular the Euro compared to the U.S. dollar. Equity in income provided by Tianjin Zerust was $0 for the six months ended February 29, 2016 compared to $132,824 for the six months ended February 28, 2015. NTIC recognized a 2.4% and 21.5% decrease in fees for services provided to joint ventures during the three and six months ended February 29, 2016 compared to the three and six months ended February 28, 2015, respectively. These decreases were primarily a result of the anticipated liquidation of Tianjin Zerust and decreases in sales at the joint ventures. Fees for services provided to Tianjin Zerust were $0 for the six months ended February 29, 2016 compared to $516,139 for the six months ended February 28, 2015. Additionally, there was a decrease in sales at the joint ventures, which were $20,129,215 and $42,000,424 during the three and six months ended February 29, 2016, respectively, compared to $23,057,386 and $52,178,238 for the three and six months ended February 28, 2015, respectively. These decreases in the net sales of NTIC's joint ventures were primarily the result of adverse effects of foreign currency exchange rate fluctuations and resulted in corresponding decreases in fees for services provided to joint ventures as such fees are a function of net sales of NTIC's joint ventures.

NTIC's total operating expenses increased 2.1%, or $186,438, to $9,099,302 during the six months ended February 29, 2016 compared to the six months ended February 28, 2015. This increase was primarily the result of the expenses related to the formation and establishment of NTIC China and the anticipated liquidation of Tianjin Zerust. Such expenses consisted primarily of legal and personnel expenses associated with the establishment of the subsidiary, the hiring of new personnel and initial operations.

NTIC expenses all costs related to product research and development as incurred. NTIC incurred $2,117,622 and $1,904,169 of expense during the six months ended February 29, 2016 and February 28, 2015, respectively, in connection with its research and development activities. NTIC anticipates that it will spend between $4,000,000 and $4,400,000 in total during fiscal 2016 on research and development activities related to its new technologies.

Net loss attributable to NTIC was $(107,789), or $(0.02) per diluted common share, for the three months ended February 29, 2016 compared to net loss attributable to NTIC of $(128,644), or $(0.03) per diluted common share, for the three months ended February 28, 2015. Net income attributable to NTIC decreased 138.9%, to a net loss attributable to NTIC of $(342,140), or $(0.07) per diluted common share, for the six months ended February 29, 2016 compared to net income attributable to NTIC of $879,621, or $0.19 per diluted common share, for the six months ended February 28, 2015.

NTIC anticipates that its quarterly net income or loss will continue to remain subject to significant volatility primarily due to the financial performance of its subsidiaries and joint ventures and sales of its ZERUST® products and services into the oil and gas industry and Natur-Tec® bioplastics products, which sales fluctuate more on a quarterly basis than the traditional ZERUST® business. NTIC also anticipates that its operating results during the next few quarters will be particularly volatile as a result of the changes in its Chinese operations.

NTIC's working capital was $17,481,057 at February 29, 2016, including $2,531,340 in cash and cash equivalents and $2,733,079 in available for sale securities, compared to $15,603,771 at August 31, 2015, including $2,623,981 in cash and cash equivalents and $2,027,441 in available for sale securities.

Results of Operations

The following tables set forth NTIC's results of operations for the three and six months ended February 29, 2016 and February 28, 2015.

	Three Months Ended					
	February 29, 2016	% of Net Sales	February 28, 2015	% of Net Sales	$ Change	% Change
Net sales, excluding joint ventures	$ 7,027,614	91.2%	$ 5,995,543	89.1%	$ 1,032,071	17.2%
Net sales, to joint ventures	677,320	8.8%	733,166	10.9%	(55,846)	(7.6%)
Cost of goods sold	5,268,224	68.4%	4,657,740	69.2%	610,484	13.1%
Equity in income of joint ventures	952,667	12.4%	1,474,649	21.9%	(521,982)	(35.4%)
Fees for services provided to joint ventures	971,042	12.6%	994,860	14.8%	(23,818)	(2.4%)
Selling expenses	1,475,433	19.1%	1,339,441	19.9%	135,992	10.2%
General and administrative expenses	1,509,087	19.6%	1,552,861	23.1%	(43,774)	(2.8%)
Expenses incurred in support of joint ventures	297,470	3.9%	656,127	9.8%	(358,657)	(54.7%)
Research and development expenses	1,113,525	14.5%	854,256	12.7%	259,269	30.4%

	Six Months Ended					
	February 29, 2016	% of Net Sales	February 28, 2015	% of Net Sales	$ Change	% Change
Net sales, excluding joint ventures	$ 13,529,024	91.9%	$ 12,476,534	89.5%	$ 1,052,490	8.4%
Net sales, to joint ventures	1,200,347	8.1%	1,466,270	10.5%	(265,923)	(18.1%)
Cost of goods sold	10,143,647	68.9%	9,464,351	67.9%	679,296	7.2%
Equity in income of joint ventures	1,936,420	13.1%	3,081,332	22.1%	(1,144,912)	(37.2%)
Fees for services provided to joint ventures	2,456,471	16.7%	3,128,530	22.4%	(672,059)	(21.5%)
Selling expenses	3,000,516	20.4%	2,734,328	19.6%	266,188	9.7%
General and administrative expenses	3,366,700	22.9%	3,091,123	22.2%	275,577	8.9%
Expenses incurred in support of joint ventures	614,464	4.2%	1,183,244	8.5%	(568,780)	(48.1%)
Research and development expenses	2,117,622	14.4%	1,904,169	13.7%	213,453	11.2%

Net Sales. NTIC's consolidated net sales increased 14.5% and 5.6% to $7,704,934 and $14,729,371, respectively, during the three and six months ended February 29, 2016 compared to the three and six months ended February 28, 2015. NTIC's consolidated net sales excluding NTIC's joint ventures increased 17.2% and 8.4% to $7,027,614 and $13,529,024, respectively, during the three and six months ended February 29, 2016 compared to the same respective prior fiscal year periods. These increases were primarily a result of increased demand and sales of ZERUST® rust and corrosion inhibiting packaging products and services and Natur-Tec® products. Net sales to joint ventures decreased 7.6% and 18.1% to $677,320 and $1,200,347 during the three and six months ended February 29, 2016, respectively, compared to the same respective prior fiscal year periods.

The following table sets forth NTIC's net sales for the three and six months ended February 29, 2016 and February 28, 2015 by segment:

	Three Months Ended		Six Months Ended	
	February 29, 2016	February 28, 2015	February 29, 2016	February 28, 2015
ZERUST® sales	$ 6,385,337	$ 5,783,985	$ 12,363,019	$ 12,022,056
Natur-Tec® sales	1,319,597	944,724	2,366,352	1,920,748
Total net sales	$ 7,704,934	$ 6,728,709	$ 14,729,371	$ 13,942,804

During the three and six months ended February 29, 2016, 82.9% and 83.9% of NTIC's consolidated net sales, respectively, were derived from sales of ZERUST® products and services, which increased 10.4% and 2.8% to $6,385,337 and $12,363,019 during the three and six months ended February 29, 2016, respectively, compared to $5,783,985 and $12,022,056 during the three and six months ended February 28, 2015, respectively. These increases were due to increased demand from existing customers and the addition of new customers. NTIC has strategically focused its sales efforts for ZERUST® products and services on customers with sizeable corrosion problems in industry sectors that offer sizable growth opportunities, including the oil and gas sector. Overall demand for ZERUST® products and services depends heavily on the overall health of the market segments to which NTIC sells its products, including the automotive, oil and gas, agriculture, and mining markets in particular. In addition, we believe demand for ZERUST® products and services in the oil and gas industry may be dependent upon oil prices, with low oil prices causing existing or potential customers to delay purchases and installations.

The following table sets forth NTIC's net sales of ZERUST® products for the three and six months ended February 29, 2016 and February 28, 2015:

	Three Months Ended			
	February 29, 2016	February 28, 2015	$ Change	% Change
ZERUST® industrial net sales	$ 5,220,614	$ 4,674,429	$ 546,185	11.7%
ZERUST® joint venture net sales	787,392	733,166	54,226	7.4%
ZERUST® oil & gas net sales	377,331	376,390	941	0.3%
Total ZERUST® net sales	$ 6,385,337	$ 5,783,985	$ 601,352	10.4%

	Six Months Ended			
	February 29, 2016	February 28, 2015	$ Change	% Change
ZERUST® industrial net sales	$ 10,339,707	$ 9,677,204	$ 662,503	6.8%
ZERUST® joint venture net sales	1,305,742	1,466,270	(160,528)	(10.9%)
ZERUST® oil & gas net sales	717,570	878,582	(161,012)	(18.3%)
Total ZERUST® net sales	$ 12,363,019	$ 12,022,056	$ 340,963	2.8%

NTIC's net sales to the oil and gas industry sector were flat for the three-month comparison and decreased for the six-month comparison. NTIC believes its sales of ZERUST® products and services into the oil and gas industry during the three and six months ended February 29, 2016 may have been adversely affected by low oil prices. NTIC anticipates that its sales of ZERUST® products and services into the oil and gas industry will continue to remain subject to significant volatility from quarter to quarter as sales are recognized.

During the three and six months ended February 29, 2016, 17.1% and 16.1% of NTIC's consolidated net sales, respectively, were derived from sales of Natur-Tec® products, which increased 39.7% and 23.2% to $1,319,597 and $2,366,352 during the three and six months ended February 29, 2016, respectively, compared to the three and six months ended February 28, 2015. These increases were due to increased demand from Natur-Tec customers in North America and India. Demand for Natur-Tec® products around the world depends primarily on market acceptance and the reach of NTIC's distribution network. Because of the typical size of individual orders and overall size of NTIC's net sales derived from sales of Natur-Tec® products, the timing of one or more orders can materially affect NTIC's quarterly sales of Natur-Tec® products and the comparisons to prior fiscal year quarters.

Cost of Goods Sold. Cost of goods sold increased 13.1% and 7.2% for the three and six months ended February 29, 2016, respectively, compared to the three and six months ended February 28, 2015 primarily as a result of increased net sales as described above. Cost of goods sold as a percentage of net sales decreased to 68.4% during the three months ended February 29, 2016 compared to 69.2% the three months ended February 28, 2015 and increased to 68.9% during the six months ended February 29, 2016 compared to 67.9% during the six months ended February 28, 2015. These increases in cost of goods sold were primarily the result of variances in raw material costs.

Equity in Income of Joint Ventures. NTIC's equity in income of joint ventures decreased 35.4% and 37.2% to $952,667 and $1,936,420 during the three and six months ended February 29, 2016, respectively, compared to equity in income of joint ventures of $1,474,649 and $3,081,332 during the three and six months ended February 28, 2015, respectively, primarily a result of decreases in the profitability at the joint ventures, a decrease in profitability associated with the anticipated liquidation of Tianjin Zerust and adverse effects of foreign currency exchange rate fluctuations, including in particular the Euro compared to the U.S. dollar. Equity in income provided by Tianjin Zerust was $0 for the six months ended February 29, 2016 compared to $132,824 for the six months ended February 28, 2015. Of the total equity in income of joint ventures, NTIC had equity in income of joint ventures of $1,480,975 attributable to EXCOR during the six months ended February 29, 2016 compared to $1,962,047 attributable to EXCOR during the six months ended February 28, 2015. NTIC had equity in income of all other joint ventures of $455,445 during the six months ended February 29, 2016 compared to $1,119,284 during the six months ended February 28, 2015.

Fees for Services Provided to Joint Ventures. NTIC recognized fee income for services provided to joint ventures of $971,042 and $2,456,471 during the three and six months ended February 29, 2016, respectively, compared to $994,860 and $3,128,530 during the three and six months ended February 28, 2015, respectively, representing a decrease of 2.4% and 21.5%, respectively. These decreases were primarily a result of the anticipated liquidation Tianjin Zerust as fees for services provided to joint ventures from Tianjin Zerust were $0 for the six months ended February 29, 2016 compared to $516,139 for the six months ended February 28, 2015. Additionally, in total, there was a decrease in total sales at all joint ventures as fees for services provided to joint ventures are a function of the net sales of NTIC's joint ventures, which were $20,129,215 and $42,000,424 during the three and six months ended February 29, 2016, respectively, compared to $23,057,386 and $52,178,238 for the three and six months ended February 28, 2015, respectively. Net sales of NTIC's joint ventures decreased due primarily to the adverse effects of foreign currency exchange rate fluctuations. Net sales of NTIC's European joint ventures were adversely affected by a downturn in European manufacturing. Sales of NTIC's joint ventures are not included in NTIC's product sales and are not combined with NTIC's sales in NTIC's consolidated financial statements or in any description of NTIC's sales. Of the total fee income for services provided to joint ventures, fees of $422,654 were attributable to EXCOR during the six months ended February 29, 2016 compared to $440,954 attributable to EXCOR during the six months ended February 28, 2015.

Selling Expenses. NTIC's selling expenses increased 10.2% and 9.7% for the three and six months ended February 29, 2016, respectively, compared to the same respective periods in fiscal 2015 due to increases in compensation and employee benefits, lab testing related expenses, commission expenses, travel and related expenses, and consulting expenses, each due in part to NTIC's Chinese operations. Selling expenses as a percentage of net sales decreased to 19.1% and increased to 20.4% for the three and six months ended February 29, 2016, respectively, from 19.9% and 19.6% and during the three and six months ended February 28, 2015, respectively. The decrease in selling expenses as a percentage of net sales for the three-month comparison was due primarily to the increase in net sales partially offset by the increase in selling expenses as previously described. The increase for the six-month comparison was due primarily to the increase in selling expenses as previously described, partially offset by the increase in net sales.

General and Administrative Expenses. NTIC's general and administrative expenses decreased 2.8% and increased 8.9% for the three and six months ended February 29, 2016, respectively, compared to the same respective periods in fiscal 2015 due primarily to expenses incurred in connection with NTIC's Chinese operations. As a percentage of net sales, general and administrative expenses decreased to 19.6% and increased to 22.9% for the three and six months ended February 29, 2016, respectively, from 23.1% and 22.2% for the three and six months ended February 28, 2015, respectively. The decrease in general and administrative expenses as a percentage of net sales for the three-month comparison was due primarily to the decrease in general and administrative expenses as previously described. The increase for the six-month comparison was due primarily to the increase in general and administrative expenses, including certain fixed costs as previously described, partially offset by the increase in net sales.

Expenses Incurred in Support of Joint Ventures. Expenses incurred in support of NTIC's joint ventures were $297,470 and $614,464 during the three and six months ended February 29, 2016, respectively, compared to $656,127 and $1,183,244 during the three and six months ended February 28, 2015, respectively, representing a decrease of 54.7% and 48.1%, respectively. These decreases were primarily due to expenses incurred by NTIC's Chinese operations being classified as selling expenses and general and administrative expenses upon the formation of NTIC's subsidiary in January 2015.

Research and Development Expenses. NTIC's research and development expenses increased 30.4% for the three months ended February 29, 2016 compared to the same period in fiscal 2015 and increased 11.2% for the six months ended February 29, 2016 compared to the same period in fiscal 2015. These increases were due primarily to increases in personnel and consulting expenses.

Interest Income. NTIC's interest income increased to $14,384 during the three months ended February 29, 2016, and $28,557 during the six months ended February 29, 2016, compared to $2,434 and $17,561 during the three and six months ended February 28, 2015, respectively.

Interest Expense. NTIC's interest expense increased to $10,796 during the three months ended February 29, 2016 compared to $3,223 during the three months ended February 28, 2015 and increased to $15,522 during the six months ended February 29, 2016 compared to $8,228 during the six months ended February 28, 2015.

(Loss) Income Before Income Tax Expense. NTIC incurred loss before income tax expense of $30,547 and $106,691 for the three and six months ended February 29, 2016, respectively, compared to income before income tax expense of $139,149 and $1,786,929 for the three and six months ended February 28, 2015, respectively.

Income Tax Expense. Income tax expense was $40,466 and $36,964 during the three and six months ended February 29, 2016, respectively, compared income tax expense of $197,614 and $381,298 during the three and six months ended February 28, 2015, respectively. Income tax expense was calculated based on management's estimate of NTIC's annual effective income tax rate. NTIC's annual effective income tax rate during the three and six months ended February 29, 2016 and February 28, 2015 was lower than the statutory rate primarily due to NTIC's equity in income of joint ventures being recognized based on after-tax earnings of these entities. To the extent undistributed earnings of NTIC's joint ventures are distributed to NTIC, any material additional income tax liability after the application of foreign tax credits is not expected. NTIC records a tax valuation allowance when it is more likely than not that some portion or all of its deferred tax assets will not be realized to reduce deferred tax assets to the amount expected to be realized. NTIC determined based on all available evidence, including historical data and projections of future results, that it is more likely than not that all of its deferred tax assets, except for its foreign tax credit carryforwards and Minnesota state research and development credit carryforwards, will be fully realized. In addition, NTIC determined based upon all available evidence, including new IRS guidance, historical results, projected future taxable income and foreign tax credit utilization, that it was not more likely than not that the federal research and development credits would be utilized during the carryforward period and as a result, a valuation allowance was recorded against all of NTIC's federal research and development credits. In addition, NTIC continues to believe that its deferred tax asset related to foreign tax credit carryforwards will not be realized due to insufficient federal taxable income within the carryforward period and the fact that for ordering purposes the foreign tax credit carryforwards are not allowed to be used until after any current year foreign tax credits are utilized.

NTIC considers the earnings of certain foreign joint ventures to be indefinitely invested outside the United States on the basis of estimates that NTIC's future domestic cash generation will be sufficient to meet its future domestic cash needs. As a result, U.S. income and foreign withholding taxes have not been recognized on the cumulative undistributed earnings of $15,892,135 and $18,483,377 at February 29, 2016 and August 31, 2015, respectively. To the extent undistributed earnings of NTIC's joint ventures are distributed in the future, they are not expected to result in any material additional income tax liability after the application of foreign tax credits

Other Comprehensive (Loss) Income - Foreign Currency Translations Adjustment. The significant changes in the foreign currency translations adjustment were due to the strengthening of the U.S. dollar compared to the Euro and other foreign currencies during the three and six months ended February 29, 2016 compared to the same respective periods in fiscal 2015.

Liquidity and Capital Resources

Sources of Cash and Working Capital. As of February 29, 2016, NTIC's working capital was $17,481,057, including $2,531,340 in cash and cash equivalents and $2,733,079 in available for sale securities, compared to $15,603,771 at August 31, 2015, including $2,623,981 in cash and cash equivalents and $2,027,441 in available for sale securities.

As of February 29, 2016, NTIC had a revolving line of credit with PNC Bank of $3,000,000, with no amounts outstanding. The line of credit is evidenced by an amended and restated committed line of credit note in the principal amount of up to $3,000,000. The line of credit has a $1,200,000 standby letter of credit sub-facility, with any standby letters of credit issued thereunder being at the sole discretion of PNC Bank. The line of credit is subject to standard covenants, including affirmative financial covenants, such as the maintenance of a minimum fixed charge coverage ratio, and negative covenants, which, among other things, limit the incurrence of additional indebtedness, loans and equity investments, disposition of assets, mergers and consolidations and other matters customarily restricted in such agreements. Under the loan agreement, NTIC is subject to a minimum fixed charge coverage ratio of 1.10:1.00. As of February 29, 2016, NTIC was in compliance with all debt covenants. On January 6, 2016, PNC Bank extended the maturity date of the line of credit from January 7, 2016 to January 7, 2017. All other terms of the line of credit and the loan agreement and other documents evidencing the line of credit remain the same. It is anticipated that, as historically has been the practice, the line of credit will be renewed each year for one additional year for the immediate foreseeable future.

NTIC believes that a combination of its existing cash and cash equivalents, forecasted cash flows from future operations, anticipated distributions of earnings, anticipated fees to NTIC for services provided to its joint ventures, and funds available through existing or anticipated financing arrangements, will be adequate to fund its existing operations, investments in new or existing joint ventures or subsidiaries, capital expenditures, debt repayments and any stock repurchases for at least the next 12 months. During the remainder of fiscal 2016, NTIC expects to continue to invest its Chinese operations, research and development and in marketing efforts and resources into the application of its corrosion prevention technology into the oil and gas industry and its Natur-Tec® bio-plastics business. In order to take advantage of such new product and market opportunities to expand its business and increase its revenues, NTIC may decide to finance such opportunities by borrowing under its revolving line of credit or raising additional financing through the issuance of debt or equity securities. There is no assurance that any financing transaction will be available on terms acceptable to NTIC or at all, or that any financing transaction will not be dilutive to NTIC's current stockholders.

NTIC traditionally has used the cash generated from its operations, distributions of earnings and fees for services provided to its joint ventures to fund NTIC's new technology investments and capital contributions to new and existing subsidiaries and joint ventures. NTIC's joint ventures traditionally have operated with little or no debt and have been self-financed with minimal initial capital investment and minimal additional capital investment from their respective owners. Therefore, NTIC believes it is not likely that there exists any exposure to debt by NTIC's joint ventures that could materially impact their respective operations and/or liquidity.

Uses of Cash and Cash Flows. Net cash provided by operating activities during the six months ended February 29, 2016 was $1,248,810, which resulted principally from dividends received from NTIC's joint ventures, the expensing of fair value of stock options vested, and depreciation and amortization expense, partially offset by NTIC's net loss and equity income from NTIC's joint ventures, and a decrease in accrued liabilities. Net cash provided by operating activities during the six months ended February 28, 2015 was $392,041, which resulted principally from NTIC's joint ventures, the expensing of fair value of stock options vested, and depreciation and amortization expense, partially offset by NTIC's net income and decreases in income taxes payable.

NTIC's cash flows from operations are impacted by significant changes in certain components of NTIC's working capital, including inventory turnover and changes in receivables. NTIC considers internal and external factors when assessing the use of its available working capital, specifically when determining inventory levels and credit terms of customers. Key internal factors include existing inventory levels, stock reorder points, customer forecasts and customer requested payment terms, and key external factors include the availability of primary raw materials and sub-contractor production lead times. NTIC's typical contractual terms for trade receivables excluding joint ventures are traditionally 30 days and for trade receivables from its joint ventures are 90 days. Before extending unsecured credit to customers, excluding NTIC's joint ventures, NTIC reviews customers' credit histories and will establish an allowance for uncollectible accounts based upon factors surrounding the credit risk of specific customers and other information. Accounts receivable over 30 days are considered past due for most customers. NTIC does not accrue interest on past due accounts receivable. If accounts receivables in excess of the provided allowance are determined uncollectible, they are charged to selling expense in the period that determination is made. Accounts receivable are deemed uncollectible based on NTIC exhausting reasonable efforts to collect. NTIC's typical contractual terms for receivables for services provided to its joint ventures are 90 days. NTIC records receivables for services provided to its joint ventures on an accrual basis, unless circumstances exist that make the collection of the balance uncertain in which case the fee income will be recorded on a cash basis until there is consistency in payments. This determination is handled on a case by case basis.

NTIC experienced an increase in receivables and a decrease in inventory as of February 29, 2016 compared to August 31, 2015 due to the increase in net sales and a desire to stock more products to shorten lead times and anticipate customer demand. Trade receivables excluding joint ventures as of February 29, 2016 increased $112,369 compared to August 31, 2015, primarily related to the increase in NTIC's net sales. Outstanding trade receivables excluding joint ventures balances as of February 29, 2016 increased four days to an average of 54 days from balances outstanding from these customers as of August 31, 2015. Outstanding trade receivables from joint ventures as of February 29, 2016 increased $118,640 compared to August 31, 2015 primarily due to the timing of payments. There was an increase of outstanding balances from trade receivables from joint ventures as of February 29, 2016 of an average of 10 days from an average of 93 days from balances outstanding from these customers compared to August 31, 2015. The significant average days outstanding of trade receivables from joint ventures as of February 29, 2016 were primarily due to the receivable balance at NTIC's joint venture in in South Korea and Tianjin Zerust. Because of the lack of financial and other information received from Tianjin Zerust, it is possible that if and when financial and other information is received from Tianjin Zerust that NTIC may need to recognize an impairment charge on its receivable from Tianjin Zerust. NTIC estimates that its maximum exposure in terms of an impairment charge on this receivable would be approximately $114,000.

Outstanding receivables for services provided to joint ventures as of February 29, 2016 decreased $242,537 compared to August 31, 2015, which resulted in an increase of 9 days of fees receivable outstanding as of February 29, 2016 to an average of 113 days compared to August 31, 2015.

Net cash used in investing activities for the six months ended February 29, 2016 was $1,080,567, which was primarily the result of cash used in the purchase of available for sale securities, additions to property and equipment and additions to patents. Net cash provided by investing activities for the six months ended February 28, 2015 was $990,492, which was primarily the result of cash proceeds from the sale of available for sale securities, partially offset by additions to property and equipment and additions to patents.

Net cash used in financing activities for the six months ended February 29, 2016 was $235,586, which resulted from a dividend paid to a non-controlling interest and the repurchase of common stock, partially offset by proceeds from NTIC's employee stock purchase plan. Net cash used in financing activities for the six months ended February 28, 2015 was $437,930, which resulted from a dividend paid to a non-controlling interest, partially offset by proceeds from stock option exercises and NTIC's employee stock purchase plan.

Stock Repurchase Program. On January 15, 2015, NTIC's Board of Directors authorized the repurchase of up to $3,000,000 in shares of NTIC common stock through open market purchases or unsolicited or solicited privately negotiated transactions. This program has no expiration date but may be terminated by NTIC's Board of Directors at any time. During the six months ended February 29, 2016, NTIC repurchased an aggregate of 5,461 shares for an aggregate purchase price of $70,549. As of February 29, 2016, up to $2,905,099 in shares of NTIC common stock remained available for repurchase under NTIC's stock repurchase program.

Capital Expenditures and Commitments. NTIC spent $346,872 on capital expenditures during the six months ended February 29, 2016 and expects to spend an aggregate of approximately $400,000 to $450,000 on capital expenditures during the remainder of fiscal 2016. Anticipated capital expenditures for fiscal 2016 relate primarily to the purchase of new equipment.

Contractual Obligations

There has been no material change to NTIC's contractual obligations as provided in "*Part II. Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations*," included in NTIC's annual report on Form 10-K for the fiscal year ended August 31, 2015.

Off-Balance Sheet Arrangements

NTIC does not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet financial arrangements. As such, NTIC is not materially exposed to any financing, liquidity, market or credit risk that could arise if NTIC had engaged in such arrangements.

Inflation and Seasonality

Inflation in the United States and abroad historically has had little effect on NTIC. NTIC's business has not historically been seasonal.

Market Risk

NTIC is exposed to some market risk stemming from changes in foreign currency exchange rates, commodity prices and interest rates.

Because the functional currency of NTIC's foreign operations and investments in its foreign joint ventures is the applicable local currency, NTIC is exposed to foreign currency exchange rate risk arising from transactions in the normal course of business. NTIC's principal exchange rate exposure is with the Euro, the Japanese yen, Indian Rupee, Chinese Renminbi, Korean won and the English pound against the U.S. dollar. NTIC's fees for services provided to joint ventures and dividend distributions from these foreign entities are paid in foreign currencies and thus fluctuations in foreign currency exchange rates could result in declines in NTIC's reported net income. Since NTIC's investments in its joint ventures are accounted for using the equity method, any changes in foreign currency exchange rates would be reflected as a foreign currency translation adjustment and would not change NTIC's equity in income of joint ventures reflected in its consolidated statements of income. NTIC does not hedge against its foreign currency exchange rate risk.

Some raw materials used in NTIC's products are exposed to commodity price changes. The primary commodity price exposures are with a variety of plastic resins.

At the option of NTIC, outstanding advances under NTIC's $3,000,000 revolving line of credit with PNC Bank bear interest at either (a) an annual rate based on LIBOR plus 2.15% for the applicable LIBOR interest period selected by NTIC or (b) at the rate publicly announced by PNC Bank from time to time as its prime rate, and thus may subject NTIC to some market risk on interest rates. As of February 29, 2016, NTIC had no borrowings under the line of credit.

Critical Accounting Policies and Estimates

There have been no material changes to NTIC's critical accounting policies and estimates from the information provided in "*Part II. Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies*", included in NTIC's annual report on Form 10-K for the fiscal year ended August 31, 2015.

Recent Accounting Pronouncements

See note 2 to NTIC's consolidated financial statements for a discussion of recent accounting pronouncements.

Forward-Looking Statements

This quarterly report on Form 10-Q contains not only historical information, but also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbor created by those sections. In addition, NTIC or others on NTIC's behalf may make forward-looking statements from time to time in oral presentations, including telephone conferences and/or web casts open to the public, in press releases or reports, on NTIC's Internet web site or otherwise. All statements other than statements of historical facts included in this report or expressed by NTIC orally from time to time that address activities, events or developments that NTIC expects, believes or anticipates will or may occur in the future are forward-looking statements including, in particular, the statements about NTIC's plans, objectives, strategies and prospects regarding, among other things, NTIC's financial condition, results of operations and business, the outcome of contingencies such as legal proceedings and the effect of the liquidation of Tianjin Zerust and the establishment of NTIC China. NTIC has identified some of these forward-looking statements in this report with words like "believe," "may," "could," "would," "might," "forecast," "possible," "potential," "project," "will," "should," "expect," "intend," "plan," "predict," "anticipate," "estimate," "approximate" "outlook" or "continue" or the negative of these words or other words and terms of similar meaning. The use of future dates is also an indication of a forward-looking statement. Forward-looking statements may be contained in the notes to NTIC's consolidated financial statements and elsewhere in this report, including under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Forward-looking statements are based on current expectations about future events affecting NTIC and are subject to uncertainties and factors that affect all businesses operating in a global market as well as matters specific to NTIC. These uncertainties and factors are difficult to predict and many of them are beyond NTIC's control. The following are some of the uncertainties and factors known to us that could cause NTIC's actual results to differ materially from what NTIC has anticipated in its forward-looking statements:

- NTIC's operations in China, the termination of the joint venture agreements with Tianjin Zerust, the pending litigation against Mr. Tao Meng and Cortec Corporation and the anticipated liquidation of Tianjin Zerust and the effect on NTIC's business and future operating results, including possible future impairment charges on NTIC's investment in Tianjin Zerust and a receivable from Tianjin Zerust;

- The effect of current worldwide economic conditions, the European sovereign debt crisis and turmoil and disruption in the global credit and financial markets on NTIC's business;

- The variability in NTIC's sales of ZERUST® products and services into oil and gas industry and Natur-Tec® products and NTIC's equity income of joint ventures, which variability in sales and equity in income of joint venture in turn, subject NTIC's earnings to quarterly fluctuations;

- Risks associated with NTIC's international operations and exposure to fluctuations in foreign currency exchange rates and import duties and taxes;

- The health of the U.S. automotive industry on NTIC's business;

- 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, especially in light of anticipated succession planning issues;

- NTIC’s dependence upon sales by Zerust Brazil to Petroleo Brasileiro S.A. (Petrobras), an oil company located in Brazil, and the effect of such sales on NTIC’s quarterly operating results, including in particular its net sales and margins;
- Fluctuations in the cost and availability of raw materials, including resins and other commodities;
- The success of and risks associated with NTIC’s emerging new businesses and products and services, including in particular NTIC’s ability and the ability of NTIC’s joint ventures to sell ZERUST® products and services into oil and gas industry and Natur-Tec® products and the often lengthy and extensive sales process involved in selling such products and services;
- NTIC’s ability to introduce new products and services that respond to changing market conditions and customer demand;
- Market acceptance of NTIC’s existing and new products, especially in light of existing and new competitive products;
- Maturation of certain existing markets for NTIC’s ZERUST® products and services and NTIC’s ability to grow market share and succeed in penetrating other existing and new markets;
- Increased competition, especially with respect to NTIC’s ZERUST® products and services, and the effect of such competition on NTIC’s and its joint ventures’ pricing, net sales and margins;
- NTIC’s reliance upon and its relationships with its distributors, independent sales representatives and joint ventures;
- NTIC’s reliance upon suppliers;
- Oil prices, which may affect sales of NTIC’s ZERUST® products and services into the oil and gas industry;
- The costs and effects of complying with laws and regulations and changes in tax, fiscal, government and other regulatory policies, including rules relating to environmental, health and safety matters;
- Unforeseen product quality or other problems in the development, production and usage of new and existing products;
- Unforeseen production expenses incurred in connection with new customers and new products;
- Loss of or changes in executive management or key employees;
- Ability of management to manage around unplanned events;
- Pending and future litigation;
- NTIC’s reliance on its intellectual property rights and the absence of infringement of the intellectual property rights of others;
- NTIC’s ability to maintain effective internal control over financial reporting, especially in light of its accelerated filer status and its joint venture arrangements;
- Changes in applicable laws or regulations and NTIC’s failure to comply with applicable laws, rules and regulations;

- Changes in generally accepted accounting principles and the effect of new accounting pronouncements;
- Fluctuations in NTIC's effective tax rate; and
- NTIC's reliance upon its management information systems.

For more information regarding these and other uncertainties and factors that could cause NTIC's actual results to differ materially from what NTIC has anticipated in its forward-looking statements or otherwise could materially adversely affect its business, financial condition or operating results, see NTIC's annual report on Form 10-K for the fiscal year ended August 31, 2015 under the heading "*Part I. Item 1A. Risk Factors*."

All forward-looking statements included in this report are expressly qualified in their entirety by the foregoing cautionary statements. NTIC wishes to caution readers not to place undue reliance on any forward-looking statement that speaks only as of the date made and to recognize that forward-looking statements are predictions of future results, which may not occur as anticipated. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results, due to the uncertainties and factors described above, as well as others that NTIC may consider immaterial or does not anticipate at this time. Although NTIC believes that the expectations reflected in its forward-looking statements are reasonable, NTIC does not know whether its expectations will prove correct. NTIC's expectations reflected in its forward-looking statements can be affected by inaccurate assumptions NTIC might make or by known or unknown uncertainties and factors, including those described above. The risks and uncertainties described above are not exclusive and further information concerning NTIC and its business, including factors that potentially could materially affect its financial results or condition, may emerge from time to time. NTIC assumes no obligation to update, amend or clarify forward-looking statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. NTIC advises you, however, to consult any further disclosures NTIC makes on related subjects in its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K NTIC files with or furnishes to the Securities and Exchange Commission.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

NTIC is exposed to some market risk stemming from changes in foreign currency exchange rates, commodity prices and interest rates.

Because the functional currency of NTIC's foreign operations and investments in its foreign joint ventures is the applicable local currency, NTIC is exposed to foreign currency exchange rate risk arising from transactions in the normal course of business. NTIC's principal exchange rate exposure is with the Euro, the Japanese yen, Indian Rupee, Chinese Renminbi, Korean won and the English pound against the U.S. dollar. NTIC's fees for services provided to joint ventures and dividend distributions from these foreign entities are paid in foreign currencies and thus fluctuations in foreign currency exchange rates could result in declines in NTIC's reported net income. Since NTIC's investments in its joint ventures are accounted for using the equity method, any changes in foreign currency exchange rates would be reflected as a foreign currency translation adjustment and would not change NTIC's equity in income of joint ventures reflected in its consolidated statements of income. NTIC does not hedge against its foreign currency exchange rate risk.

Some raw materials used in NTIC's products are exposed to commodity price changes. The primary commodity price exposures are with a variety of plastic resins.

At the option of NTIC, outstanding advances under NTIC's $3,000,000 revolving line of credit with PNC Bank bear interest at either (a) an annual rate based on LIBOR plus 2.15% for the applicable LIBOR interest period selected by NTIC or (b) at the rate publicly announced by PNC Bank from time to time as its prime rate, and thus may subject NTIC to some market risk on interest rates. As of February 29, 2016, NTIC had no borrowings under the line of credit.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

NTIC maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to provide reasonable assurance that information required to be disclosed by NTIC in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to NTIC’s management, including NTIC’s principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. NTIC’s management evaluated, with the participation of its Chief Executive Officer and its Chief Financial Officer, the effectiveness of the design and operation of NTIC’s disclosure controls and procedures as of the end of the period covered in this report. Based on that evaluation, NTIC’s Chief Executive Officer and Chief Financial Officer concluded that NTIC’s disclosure controls and procedures were effective as of the end of such period to provide reasonable assurance that information required to be disclosed in the reports that NTIC files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to NTIC’s management, including NTIC’s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in NTIC’s internal control over financial reporting that occurred during the quarter ended February 29, 2016 that has materially affected, or is reasonably likely to materially affect NTIC’s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On March 23, 2015, NTIC and NTI Asean LLC, a majority-owned subsidiary of NTIC, filed a lawsuit in Tianjin No 1 Intermediate People's Court against two individuals, Meng Tao and Xu Hui, related to breaches of duties and contractual commitments owed to NTI Asean under certain agreements related to NTIC's former joint venture in China, Tianjin Zerust Anti-Corrosion Technologies Ltd. The lawsuit alleges, among other things, that Mr. Meng Tao and Xu Hui have engaged in self-dealing, usurped business opportunities, and received economic benefits that were required to go to Tianjin Zerust. At this point it is too early in the lawsuit to reasonably estimate the amount of any recovery to NTI Asean.

On April 21, 2015, NTIC and NTI Asean initiated a lawsuit in the District Court for the Second Judicial District, County of Ramsey, State of Minnesota against Cortec Corporation alleging, among other things, that Cortec Corporation aided and abetted breaches of duties and contractual commitments owed to the Company and NTI Asean related to NTIC's joint venture in China, Tianjin Zerust. On November 4, 2015, NTIC and NTI Asean were permitted to file an amended complaint adding new counts, including, but not limited to, one for breach of contract, arising out of Cortec's breach of a 2005 Settlement Agreement and Consent Order. The case was subsequently assigned to the complex civil jury trial calendar, extending deadlines for discovery and trial. The current discovery deadline is September 23, 2016 and the trial will be scheduled during the March 27-April 14, 2017 jury trial block in Ramsey County. The parties attended a court ordered mediation on September 24, 2015 which did not result in a settlement. A second mediation deadline of August 12, 2016 was set by the court in the amended scheduling order.

ITEM 1A. RISK FACTORS

This Item 1A is inapplicable to NTIC as a smaller reporting company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Equity Securities

During the three months ended February 29, 2016, NTIC did not issue any shares of its common stock or other equity securities of NTIC that were not registered under the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

The following table shows NTIC's stock repurchase activity during the three months ended February 29, 2016.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased As Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
December 1, 2015 through December 31, 2015	0	N/A	0	(1)
January 1, 2016 through January 31, 2016	1,995	$9.98	1,995	(1)
February 1, 2016 through February 29, 2016	300	$10.15	300	(1)(2)
Total	2,295	$10.01	0	(1)(2)

(1) On January 15, 2015, NTIC's Board of Directors authorized the repurchase of up to $3,000,000 in shares of NTIC common stock through open market purchases or unsolicited or solicited privately negotiated transactions. This program has no expiration date but may be terminated by NTIC's Board of Directors at any time.

(2) As of February 29, 2016, up to $2,905,099 in shares of NTIC common stock remained available for repurchase under NTIC's stock repurchase program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

The following exhibits are being filed or furnished with this quarterly report on Form 10-Q:

Exhibit No.	Description
10.1	Amendment to Loan Documents dated as of January 6, 2016 between Northern Technologies International Corporation from PNC Bank, National Association (filed herewith)
31.1	Certification of Chief Executive Officer Pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer Pursuant to Exchange Act Rules 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
101	The following materials from NTIC's Quarterly Report on Form 10-Q for the fiscal quarter ended February 29, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) the unaudited Consolidated Balance Sheets, (ii) the unaudited Consolidated Statements of Operations, (iii) the unaudited Consolidated Statements of Comprehensive Income (Loss), (iv) the unaudited Consolidated Statements of Cash Flows, and (v) Notes to Condensed Financial Statements (filed herewith)

SIGNATURES

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 thereunto duly authorized.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

Date: April 11, 2016

Matthew C. Wolsfeld, CPA
Chief Financial Officer
(Principal Financial and Accounting Officer and
Duly Authorized to Sign on Behalf of the Registrant)

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION
QUARTERLY REPORT ON FORM 10-Q

EXHIBIT INDEX

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Exhibit 10.1

AMENDMENT TO LOAN DOCUMENTS

THIS AMENDMENT TO LOAN DOCUMENTS (this “**Amendment**”) is made as of January 6, 2016, by and between **NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION** (the “**Borrower**”), and **PNC BANK, NATIONAL ASSOCIATION** (the “**Bank**”).

BACKGROUND

A. The Borrower has executed and delivered to the Bank (or a predecessor which is now known by the Bank’s name as set forth above), one or more promissory notes, letter agreements, loan agreements, security agreements, mortgages, pledge agreements, collateral assignments, and other agreements, instruments, certificates and documents, some or all of which are more fully described on attached Exhibit A, which is made a part of this Amendment (collectively as amended from time to time, the “**Loan Documents**”) which evidence or secure some or all of the Borrower’s obligations to the Bank for one or more loans or other extensions of credit (the “**Obligations**”).

B. The Borrower and the Bank desire to amend the Loan Documents as provided for in this Amendment.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and intending to be legally bound hereby, the parties hereto agree as follows:

1. Certain of the Loan Documents are amended as set forth in Exhibit A. Any and all references to any Loan Document in any other Loan Document shall be deemed to refer to such Loan Document as amended by this Amendment. This Amendment is deemed incorporated into each of the Loan Documents. Any initially capitalized terms used in this Amendment without definition shall have the meanings assigned to those terms in the Loan Documents. To the extent that any term or provision of this Amendment is or may be inconsistent with any term or provision in any Loan Document, the terms and provisions of this Amendment shall control.

2. The Borrower hereby certifies that: (a) all of its representations and warranties in the Loan Documents, as amended by this Amendment, are, except as may otherwise be stated in this Amendment: (i) true and correct as of the date of this Amendment, (ii) ratified and confirmed without condition as if made anew, and (iii) incorporated into this Amendment by reference, (b) no Event of Default or event which, with the passage of time or the giving of notice or both, would constitute an Event of Default, exists under any Loan Document which will not be cured by the execution and effectiveness of this Amendment, (c) no consent, approval, order or authorization of, or registration or filing with, any third party is required in connection with the execution, delivery and carrying out of this Amendment or, if required, has been obtained, and (d) this Amendment has been duly authorized, executed and delivered so that it constitutes the legal, valid and binding obligation of the Borrower, enforceable in accordance with its terms. The Borrower confirms that the Obligations remain outstanding without defense, set off, counterclaim, discount or charge of any kind as of the date of this Amendment.

3. The Borrower hereby confirms that any collateral for the Obligations, including liens, security interests, mortgages, and pledges granted by the Borrower or third parties (if applicable), shall continue unimpaired and in full force and effect, and shall cover and secure all of the Borrower’s existing and future Obligations to the Bank, as modified by this Amendment.

4. As a condition precedent to the effectiveness of this Amendment, the Borrower shall comply with the terms and conditions (if any) specified in Exhibit A.

5. To induce the Bank to enter into this Amendment, the Borrower waives and releases and forever discharges the Bank and its officers, directors, attorneys, agents, and employees from any liability, damage, claim, loss or expense of any kind that it may have against the Bank or any of them arising out of or relating to the Obligations. The Borrower further agrees to indemnify and hold the Bank and its officers, directors, attorneys, agents and employees harmless from any loss, damage, judgment, liability or expense (including attorneys’ fees) suffered by or rendered against the Bank or any of them on account of any claims arising out of or relating to the Obligations. The Borrower further states that it has carefully read the foregoing release and indemnity, knows the contents thereof and grants the same as its own free act and deed.

6. This Amendment may be signed in any number of counterpart copies and by the parties to this Amendment on separate counterparts, but all such copies shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Amendment by facsimile transmission shall be effective as delivery of a manually executed counterpart. Any party so executing this Amendment by facsimile transmission shall promptly deliver a manually executed counterpart, provided that any failure to do so shall not affect the validity of the counterpart executed by facsimile transmission.

7. The Bank may modify this Amendment for the purposes of completing missing content or correcting erroneous content, without the need for a written amendment, provided that the Bank shall send a copy of any such modification to the Borrower (which notice may be given by electronic mail).

8. This Amendment will be binding upon and inure to the benefit of the Borrower and the Bank and their respective heirs, executors, administrators, successors and assigns.

9. This Amendment has been delivered to and accepted by the Bank and will be deemed to be made in the State where the Bank's office indicated in the Loan Documents is located. This Amendment will be interpreted and the rights and liabilities of the parties hereto determined in accordance with the laws of the State where the Bank's office indicated in the Loan Documents is located, excluding its conflict of laws rules.

10. Except as amended hereby, the terms and provisions of the Loan Documents remain unchanged, are and shall remain in full force and effect unless and until modified or amended in writing in accordance with their terms, and are hereby ratified and confirmed. Except as expressly provided herein, this Amendment shall not constitute an amendment, waiver, consent or release with respect to any provision of any Loan Document, a waiver of any default or Event of Default under any Loan Document, or a waiver or release of any of the Bank's rights and remedies (all of which are hereby reserved). **The Borrower expressly ratifies and confirms the confession of judgment (if applicable) and waiver of jury trial or arbitration provisions contained in the Loan Documents.**

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WITNESS the due execution of this Amendment as a document under seal as of the date first written above.

WITNESS / ATTEST:	**NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION**
/s/ Lauren Worwa	By: /s/ Matthew Wolsfeld (SEAL)
Print Name: Lauren Worwa	Matthew Wolsfeld Chief Financial Officer
	PNC BANK, NATIONAL ASSOCIATION
	By: /s/ Yelena Spadafora (SEAL)
	Yelena Spadafora , Vice President

EXHIBIT A TO
AMENDMENT TO LOAN DOCUMENTS
DATED AS OF JANUARY 6, 2016

A. The "Loan Documents" that are the subject of this Amendment include the following (as any of the foregoing have previously been amended, modified or otherwise supplemented):

1. $3,000,000.00 Amended and Restated Committed Line of Credit_Note dated January 10, 2011 executed and delivered to the Bank by the Borrower (the "**Line of Credit Note**")

2. Working Cash®, Line of Credit, Investment Sweep Rider, dated January 10, 2011, between the Borrower and the Bank

3. Loan Agreement dated January 10, 2011 between the Borrower and the Bank (the "**Loan Agreement**")

4. Security Agreement dated January 10, 2011 between the Borrower and the Bank

5. Reimbursement Agreement for Standby Letter(s) of Credit dated January 10, 2011, executed and delivered to the Bank by the Borrower

6. All other documents, instruments, agreements, and certificates executed and delivered in connection with the Loan Documents listed in this Section A.

B. The Loan Documents are amended as follows:

1. The Line of Credit Note is amended as follows:

Effective on January 8, 2016, the Expiration Date set forth in the Line of Credit Note is hereby extended from January 7, 2016 to January 7, 2017.

2. The Loan Agreement is amended as follows:

Section 5.7 of the Loan Agreement is hereby amended and restated to read in its entirety as follows:

"**5.7. <u>Dividends</u>.** On and after the occurrence of an Event of Default or if an Event of Default would occur as a result thereof, declare or pay any dividends on or make any distribution with respect to any class of its equity or ownership interest, or purchase, redeem, retire or otherwise acquire any of its equity up to $3,000,000.00."

C. Conditions to Effectiveness of Amendment: The Bank's willingness to agree to the amendments set forth in this Amendment is subject to the prior satisfaction of the following conditions:

1. Execution by all parties and delivery to the Bank of this Amendment.

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, G. Patrick Lynch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Northern Technologies International Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Patrick Lynch

Date: April 11, 2016

G. Patrick Lynch
President and Chief Executive Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Matthew C. Wolsfeld, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Northern Technologies International Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 11, 2016

Matthew C. Wolsfeld, CPA
Chief Financial Officer and Corporate Secretary
(principal financial officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Northern Technologies International Corporation (the "Company") on Form 10-Q for the period ended February 29, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, G. Patrick Lynch, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Patrick Lynch

G. Patrick. Lynch
President and Chief Executive Officer
(principal executive officer)

Circle Pines, Minnesota
April 11, 2016