

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

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NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - (5) Total fee paid:  
\_\_\_\_\_
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
\_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
\_\_\_\_\_

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NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION  
4201 WOODLAND ROAD, P.O. BOX 69  
CIRCLE PINES, MN 55014

**Stockholder Meeting to be held on 01/29/09**

**Proxy Materials Available**

- Notice and Proxy Statement
- Annual Report

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 01/15/09.

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number(s) (located on the following page) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET – [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE – 1-800-579-1639
- 3) BY E-MAIL\* – [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 01/29/09  
Meeting Time: 4:00 p.m. CST  
For holders as of: 12/01/08

**Meeting Location:**

Northern Technologies International Corp. Headquarters  
4201 Woodland Road  
Circle Pines, MN 55014

**Meeting Directions:**

For Meeting Directions Please Call:  
763-225-6600

**How To Vote**

**Vote By Internet**

To vote **now** by Internet, go to **WWW.PROXYVOTE.COM**. You can vote by accessing the Internet at [www.proxyvote.com](http://www.proxyvote.com) up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

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**Voting items**

**THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE “FOR” ALL NINE OF THE NOMINEES FOR DIRECTOR AND “FOR” PROPOSALS 2, 3 AND 4.**

1. Election of Directors

**Nominees:**

- 01) Pierre Chenu
- 02) Tilman B. Frank, M.D.

- 03) Soo-Keong Koh
- 04) Donald A. Kubik, Ph.D.
- 05) Sunggyu Lee, Ph.D.
- 06) G. Patrick Lynch
- 07) Mark M. Mayers
- 08) Ramani Narayan, Ph.D.
- 09) Mark J. Stone

- 2. Approve amendment to Certificate of Incorporation to add new provision eliminating liability of directors under certain circumstances as provided under the Delaware General Corporation Law.
  - 3. Approve amendment to Certificate of Incorporation to authorize Board of Directors to issue currently authorized 10,000 shares of preferred stock from time to time in one or more series, with such rights, preferences and restrictions as are fixed by the Board of Directors.
  - 4. Ratify the selection of Virchow Krause & Company LLP as independent registered public accounting firm for the fiscal year ending August 31, 2009.
  - 5. Transact such other business as may properly come before the meeting.
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