

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 15, 2016**

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-11038
(Commission File Number)

41-0857886
(I.R.S. Employer Identification
Number)

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

55014
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On January 15, 2016, management of Northern Technologies International Corporation (“NTIC”) intends to make a presentation regarding NTIC and its business at NTIC’s annual meeting of stockholders. A copy of the presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

NTIC expects to disclose this information, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during the remainder of calendar 2016.

NTIC is furnishing the information contained in Exhibit 99.1 pursuant to Regulation FD. This information is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

The information contained in Exhibit 99.1 is summary information that is intended to be considered in the context of NTIC’s Securities and Exchange Commission (“SEC”) filings and other public announcements that NTIC may make, by press release or otherwise, from time to time. NTIC undertakes no duty or obligation to publicly update or revise the information contained in this report or Exhibit 99.1, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure. By filing this report and furnishing this information, NTIC makes no admission as to the materiality of any information in this report and Exhibit 99.1 that is required to be disclosed solely by reason of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Presentation by Northern Technologies International Corporation (furnished herewith)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION



By:

Matthew C. Wolsfeld
Chief Financial Officer and Corporate Secretary

Dated: January 15, 2016

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Presentation by Northern Technologies International Corporation	Furnished herewith



Annual Meeting of Stockholders

January 15, 2016

Northern Technologies International Corporation

NASDAQ:NTIC



Legal Disclaimers



FORWARD LOOKING STATEMENTS

Statements contained in this presentation that are not historical information are forward-looking statements as defined within the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about NTIC's financial guidance for fiscal 2016, future estimated market sizes, demand for and sales of NTIC's products, NTIC's anticipated growth in its business units and China, and such other statements which can be identified by words such as "expect," "anticipate," "estimate," "will," "would," "could," words of similar meaning, future dates and any other statements that are not historical facts. Such forward-looking statements are based upon the current beliefs and expectations of NTIC's management and are inherently subject to risks and uncertainties that could cause actual results to differ materially from those projected or implied. Such potential risks and uncertainties include, but are not limited to, in no particular order: the effect on NTIC's business and operating results of NTIC's decision to terminate its former joint venture in China and sell its products and services directly in China; the ability of NTIC China to achieve significant sales; 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; NTIC's dependence on its joint venture in Germany in particular due to its significance and the effect of a termination of this or NTIC's other joint ventures on NTIC's business and operating results; risks related to the European sovereign debt crisis, economic slowdown and political unrest; risks associated with NTIC's international operations; exposure to fluctuations in foreign currency exchange rates; the health of the U.S. and worldwide economies, including in particular the U.S. automotive industry; the effect of oil prices on demand for NTIC's oil and gas solutions; the level of growth in NTIC's market; NTIC's investments in research and development efforts; acceptance of existing and new products; timing of NTIC's receipt of purchase orders under supply contracts; variability in sales to Petrobras and other customers and the effect on NTIC's quarterly financial results; increased competition; the costs and effects of complying with changes in tax, fiscal, government and other regulatory policies, including rules relating to environmental, health and safety matters; potential litigation; and NTIC's reliance on its intellectual property rights and the absence of infringement of the intellectual property rights of others. More detailed information on these and additional factors which could affect NTIC's results is described in NTIC's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and subsequent quarterly report on Form 10-Q. NTIC urges all interested parties to read these reports to gain a better understanding of the many business and other risks that the company faces. Additionally, NTIC undertakes no obligation to publicly release the results of any revisions to these forward-looking statements, which may be made to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events.

INDUSTRY INFORMATION

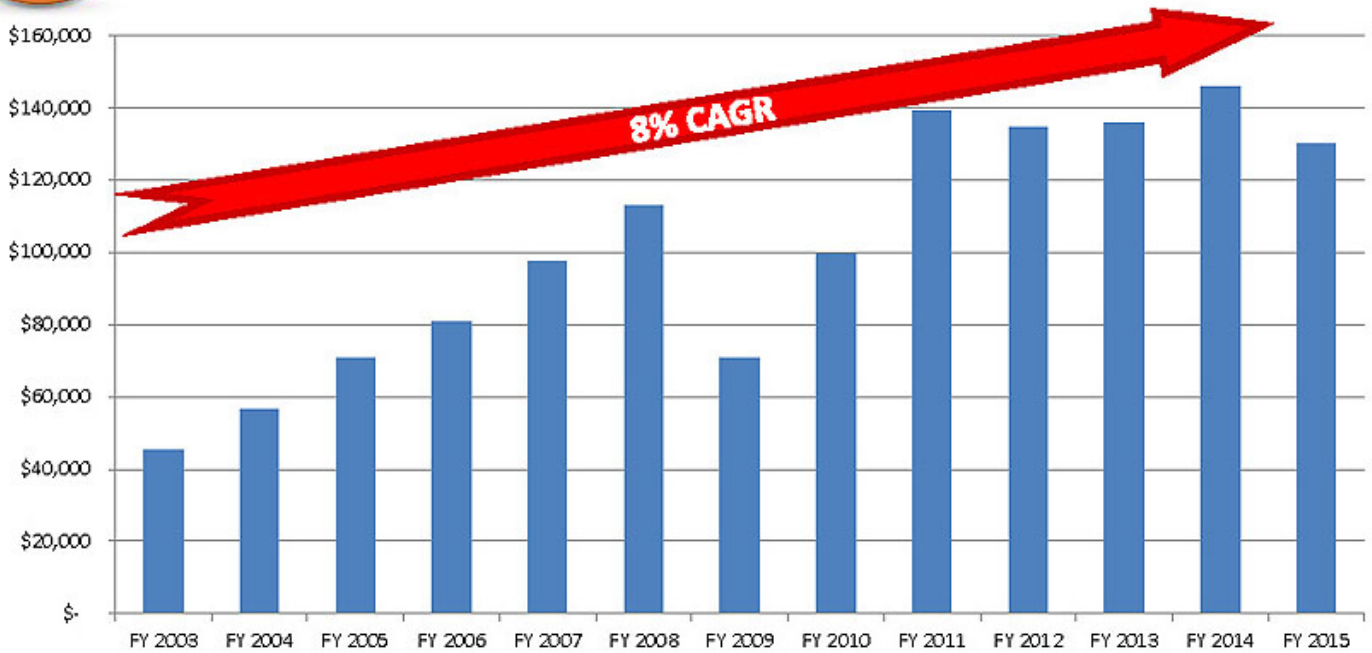
Information regarding market and industry statistics contained in this presentation is based on information available to NTIC that NTIC believes is accurate. It is generally based on publications that are not produced for these purposes or economic analysis.



NTIC Financial Results



WORLDWIDE NET SALES ('000)



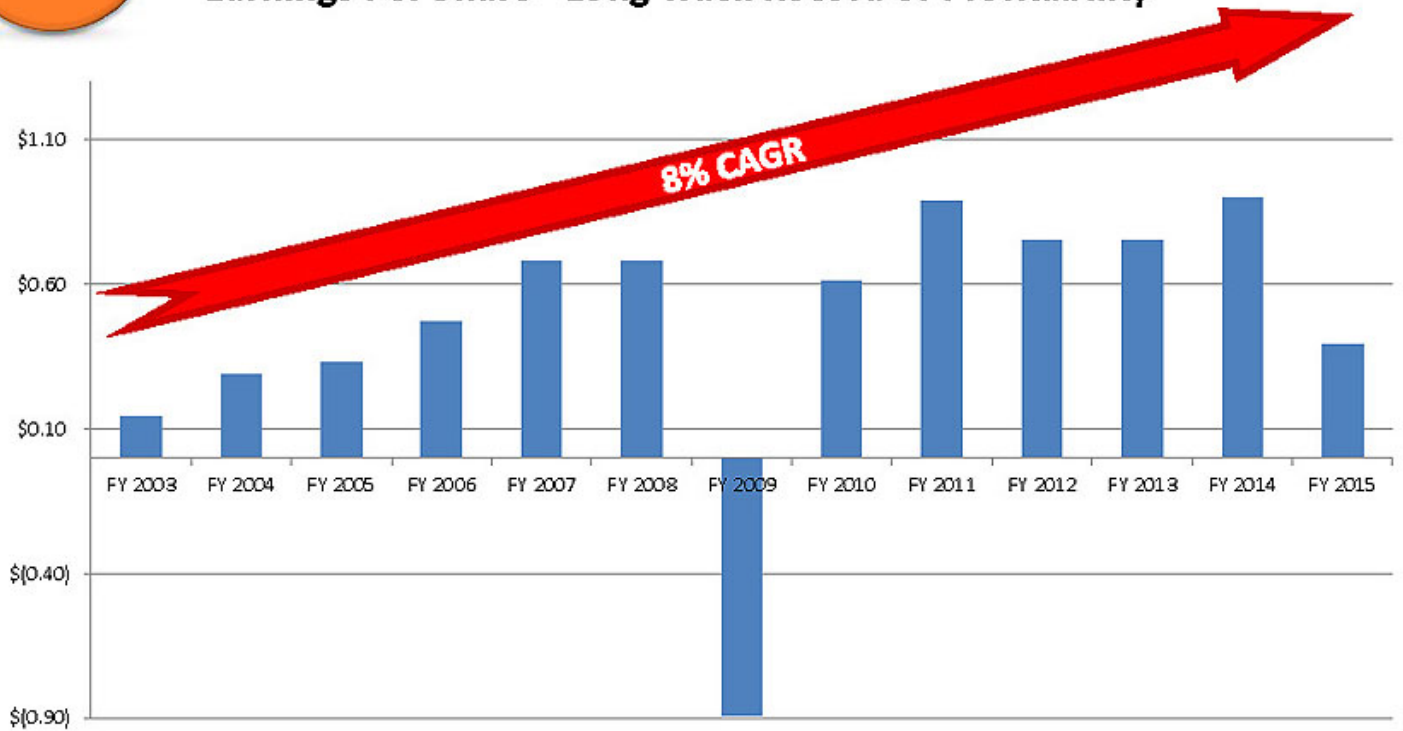
*Worldwide sales represent net sales of NTIC and net sales of all of NTIC's joint ventures, of which NTIC generally owns between 30% and 50% ownership interest. Sales by NTIC's joint ventures are not included as net sales of NTIC on NTIC's consolidated financial statements. Net sales of NTIC's joint ventures are based on average foreign currency exchange rates during each year.



NTIC Financial Results - EPS



Earnings Per Share - Long Track Record of Profitability





NTIC Balance Sheet



Strong Balance Sheet

	(‘000,000)	August 31, 2015	August 31, 2014
ASSETS			
CURRENT ASSETS		\$ 19.3	\$ 22.3
PROPERTY AND EQUIPMENT, net		7.3	6.5
INVESTMENTS IN JOINT VENTURES		22.4	23.0
<u>OTHER ASSETS</u>		<u>2.6</u>	<u>2.3</u>
TOTAL ASSETS		\$ 51.6	\$ 54.1
LIABILITIES AND STOCKHOLDERS’ EQUITY			
CURRENT LIABILITIES:		\$ 3.7	\$ 4.5
<u>OTHER LIABILITIES</u>		<u>0.0</u>	<u>0.0</u>
TOTAL LIABILITIES		\$ 3.7	\$ 4.5
TOTAL STOCKHOLDERS’ EQUITY:		\$ 47.9	\$ 49.6

- INVESTMENTS IN JOINT VENTURES are mostly comprised of working capital at our JV’s, not long term assets. Our German JV specifically has ~ \$16.5 Million in cash on its balance sheet @ August 31, 2015

- There is no debt or LT liabilities on the balance sheet @ August 31, 2015



NTIC Income Statement



	('000,000)	Aug 31, 2015	Aug 31, 2014
NET SALES:			
ZERUST® INDUSTRIAL		\$21.3	\$18.9
ZERUST® JOINT VENTURE		2.8	3.2
ZERUST® OIL & GAS		1.9	1.7
NATUR-TEC®		<u>4.3</u>	<u>3.0</u>
TOTAL NET SALES		30.3	26.8
COST OF GOODS SOLD		<u>20.6</u>	<u>17.8</u>
GROSS PROFIT		9.8	9.0
EQUITY IN INCOME OF JOINT VENTURES		5.9	5.9
FEES FOR SERVICES PROVIDED TO JOINT VENTURES		<u>5.7</u>	<u>8.2</u>
JOINT VENTURE OPERATIONS		11.7	14.1
OPERATING EXPENSES (SG&A, JV AND R&D)		<u>(18.3)</u>	<u>(16.4)</u>
INCOME BEFORE INCOME TAX EXPENSE		3.2	6.7
INCOME TAX EXPENSE		<u>(0.6)</u>	<u>(1.1)</u>
NET INCOME		2.5	5.5
NON CONTROLLING INTEREST		<u>0.7</u>	<u>1.4</u>
NET INCOME ATTRIBUTABLE TO NTIC		\$1.8	\$4.1

- Expected NET SALES of between \$34 - \$37 Million in FY 2016
- Expected NET INCOME of between \$2.0 - \$3.2 Million in FY 2016
- JV's are equity consolidated on the JOINT VENTURE OPERATIONS section of our Income Statement
- 65-75% of EQUITY IN INCOME is traditionally repatriated as a dividend the following year



NTIC Solutions



**Leveraging expertise and
a global presence into growth.**



Corrosion Inhibiting Products

- Profitable and growing global core business
- Inventor of base technology
- 35+ years of success



Advanced Corrosion Protection

- Proven to protect oil and gas infrastructure
- Leverages core competence
- Exceptionally large market potential



Advanced Bioplastics

- Compostable
- Biobased
- Application specific formulations
- Finished goods



Inventors and First-to-Market



Zerust® Vapor Corrosion Inhibiting (VCI) Plastic Packaging

- Proven Safe and Effective for 35+ Years
- Zerust® helps manufacturers of metal components reduce costs while increasing process yields.
- Substantially all major global automotive suppliers use Zerust®



Global Research Labs



Protects Valuable Assets



Turn-key Solutions



Trusted Corrosion Solutions



Revenue Model:	Product sales and service contracts
Distribution:	Direct Sales and/or via Joint ventures and 3 rd party distributors
Growth:	Expansion of non-automotive segments with core Zerust® products and services <ul style="list-style-type: none">• Military• Electrical/electronics• Marine• Agriculture
Value Proposition:	<ul style="list-style-type: none">• Zero-rust on metal products during shipment and storage.• Monetary savings up to 20% from reduced rework and product scrap.• Cost effective, and environmentally responsible corrosion protection services.

Global Market Leaders

- Onsite global direct sales and technical support
- Full range of products and services



Packaging

- Plastic
- Bioplastic
- Paper

Liquids

- Coatings
- Cleaners
- Surface-Preparation

Powders

- Capsules
- Diffusers
- Void Fill



Key Industries



AUTOMOTIVE	MINING/ HEAVY EQUIP.	AGRICULTURAL EQUIP.
Growing continuously since 2009.	Currently in decline that is expected to continue until 2017	Currently in decline that is expected to continue until 2017

Zerust Industrial has continued to see significant sales opportunities in all 3 sectors!

ICT5150-OPS

Outdoor Preservation Shrink



3 YEARS OF OUTDOOR PROTECTION!





Zerust® Axxanol Spray-G



Sprayable Grease with 12 months of exceptional outdoor corrosion protection.





Zerust® Axxawash™ NW-10



Deactivates ionic contaminants to prevent rust after cleaning.



Zerust[®] Axxavis[™] HST-10



Protects against ferrous flash corrosion during hydrostatic testing.



ZERUST GLOBALLY



Euro Exchange Rate Impact



Fx Impact Analysis 2015 v 2016

USD per 1 EUR

11 Jan 2014 00:00 UTC - 11 Jan 2016 19:10 UTC
 EUR/USD close: 1.08830 low: 1.04954 high: 1.39306



Impact of Fx on Equity Income	
Equity Q1 2015 v Q1 2016	\$ 150,201
Equity Q2 2014 v Q2 2015	
Equity Q3 2014 v Q2 2015	
Equity Q4 2014 v Q2 2015	
Total YTD Fx Equity Income Impact	\$ 150,201
Germany - EXCOR	
FY 2015	\$ 238,321
FY 2016	\$ 229,785
Difference	\$ 8,536
	x 3
Estimated YTD Fx Royalty Income Impact	\$ 25,608
TOTAL Fx IMPACT YTD	\$ 175,809
12 Month EPS Impact	\$ 0.04



ZERUST IN CHINA



Essential Chinese Characters



- **天津** = “Tianjin”
- **洁乐特** = phonetic approximation of “Zerust”
- **防锈技术** = “Corrosion Prevention Technologies”
- **有限公司** = “Limited Liability Company”
- **上海** = “Shanghai”
- **分公司** = “Subsidiary”



Chinese Joint Venture



1. 天津洁乐特防锈技术有限公司

Tianjin Zerust Corrosion Prevention Technologies LLC

– 1999 – Formation of Tianjin Zerust joint venture

- Ownership

- 50% NTI ASEAN

- 50% 蒙涛 = Meng Tao

2. 天津洁乐特防锈技术有限公司上海分公司

Tianjin Zerust Corrosion Prev. Tech. LLC Shanghai Sub.

– 2003 – Formation of Tianjin Zerust (Shanghai Subsidiary)

- Ownership

- 100% Tianjin Zerust



Investigation Discovered a 3rd Chinese “Zerust” Company



1. 天津洁乐特防锈技术有限公司

Tianjin Zerust Corrosion Prevention Technologies LLC

2. 天津洁乐特防锈技术有限公司上海分公司

Tianjin Zerust Corrosion Prev. Tech. LLC Shanghai

3. 上海洁乐特防锈包装技术有限公司

Shanghai Zerust Corrosion Prev. Packaging Tech. LLC



About Shanghai Zerust



Date of Establishment:
26/9/2005

企业法人
营业执照

注册号 3101012012258
成立日期 二〇〇五年九月二十六日

证照编号04000003200509270006
企业代码0400000320050927000652

登记机关 有效期至 2015年09月25日
二〇〇五年 九月 二十日

名称 上海洁乐特防锈包装技术有限公司
住所 冠生园路227号
法定代表人 徐卉
注册资本 人民币壹佰万元
企业类型 有限责任公司(国内合资)
经营范围 防锈包装材料加工及销售, 货物与技术进出口业务, 防锈专业领域内的技术咨询、技术服务、计算机软件开发、研制, 食品添加剂、仪器仪表、汽车配件、五金交电、文化体育用品的销售。(涉及行政许可的, 凭许可证经营)

营业期限 自 二〇〇五年九月二十六日
至 二〇一五年九月二十五日

Company Name:
Shanghai Zerust
Corrosion Prev.
Packaging Tech. LLC

Name of Legal Representative:
"Xu Hui"
a.k.a.
Mrs. Meng Tao



Shanghai Zerust Tax Filings



- According to Chinese government tax filings, Shanghai Zerust reported revenues in excess of US\$3 million (RMB18.8 million) in 2010.

利润表

编制单位:上海洁乐特防锈包装技术有限公司
2010年 12月
会企02表
单位:元

项 目	行数	本月数	本年累计数
一、主营业务收入	1	4,625,122.34	18,810,713.29
减: 主营业务成本	4	1,534,565.07	10,726,627.29
主营业务税金及附加	5	59,266.56	76,758.16
二、主营业务利润(亏损以“-”号填列)	10	3,031,290.71	8,007,327.84
加: 其他业务利润(亏损以“-”号填列)	11		



Tianjin Zerust Termination



- All attempts at a peaceful dissolution failed.
- Consequently, NTIC:
 1. Launched NTIC Shanghai Co., Ltd.
 2. Filed civil lawsuits for damages in Chinese court.
 3. Reported Meng Tao and Xu Hui to the authorities for tax evasion.
 4. Reported Tianjin Zerust to the Ministry of Trade and Commerce for trademark infringement.
 5. Filed criminal charges for embezzlement.



北美防锈技术（上海）有限公司





NTIC SHANGHAI CO., LTD.





NTIC SHANGHAI HQ





OIL & GAS



Finding Success in Oil and Gas

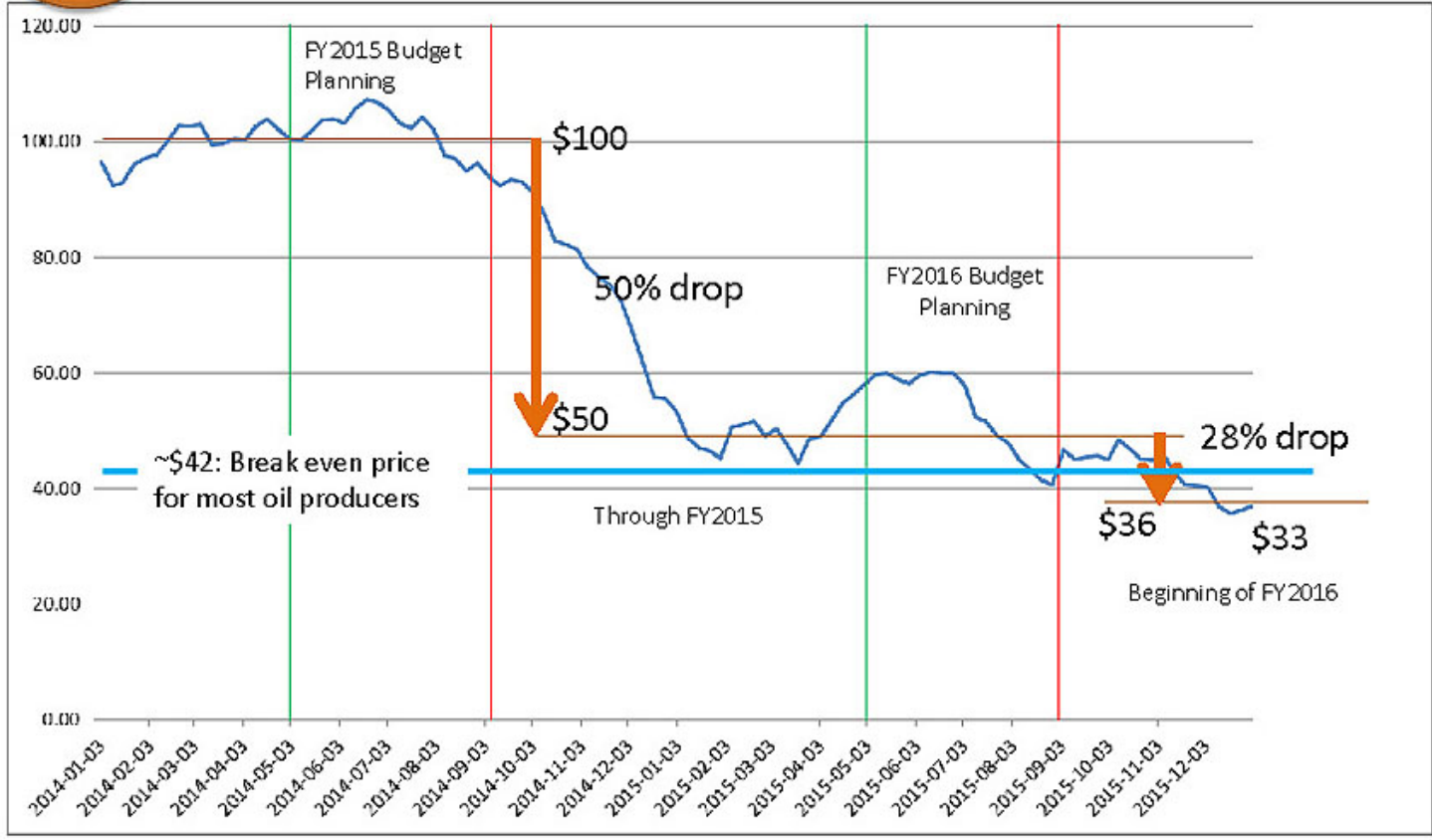
Revenue Model:	<ul style="list-style-type: none">• Product sales and service contracts• Emphasis on consumables for repeat business
Distribution:	<ul style="list-style-type: none">• Direct sales and/or via joint ventures and 3rd party distributors
Target Markets:	<ul style="list-style-type: none">• Oil refineries, off-shore production platforms, tank farm operators, oil pipelines, oil terminals and retail gas stations.
Value Proposition:	<ul style="list-style-type: none">• Minimizes maintenance downtime• Extends infrastructure service life• Reduces risk of environmental pollution due to leaks caused by corrosion• Unique solutions that provide highly cost effective alternatives to current practices

- Building a strong track record of successful solution implementations at marquee clients around the world
- Working with regulators to secure approvals for unique Zerust solutions
- Ongoing R&D to develop high value corrosion inhibitor solutions
- Continued focus on the strategic, long term, value of this industry sector



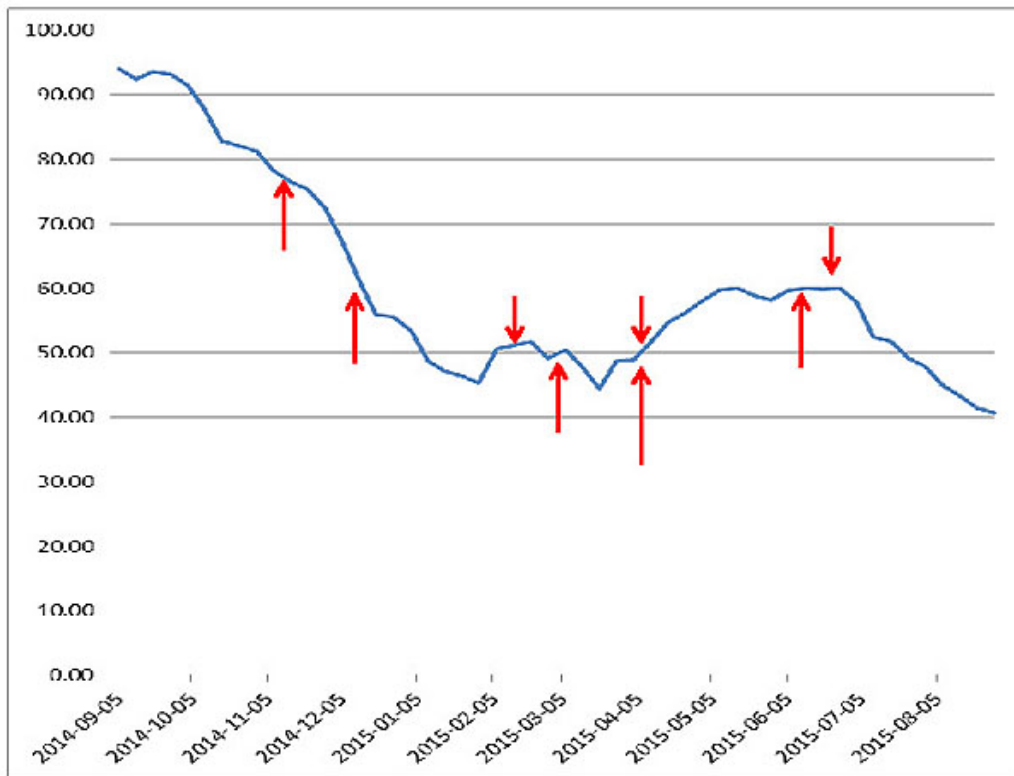


Crude Oil Prices Driving Conservative Client Behavior



Sources: US Energy Information Administration; Deutsch Bank and IMF Data

Chasing a Moving Target in FY2015 & FY 2016

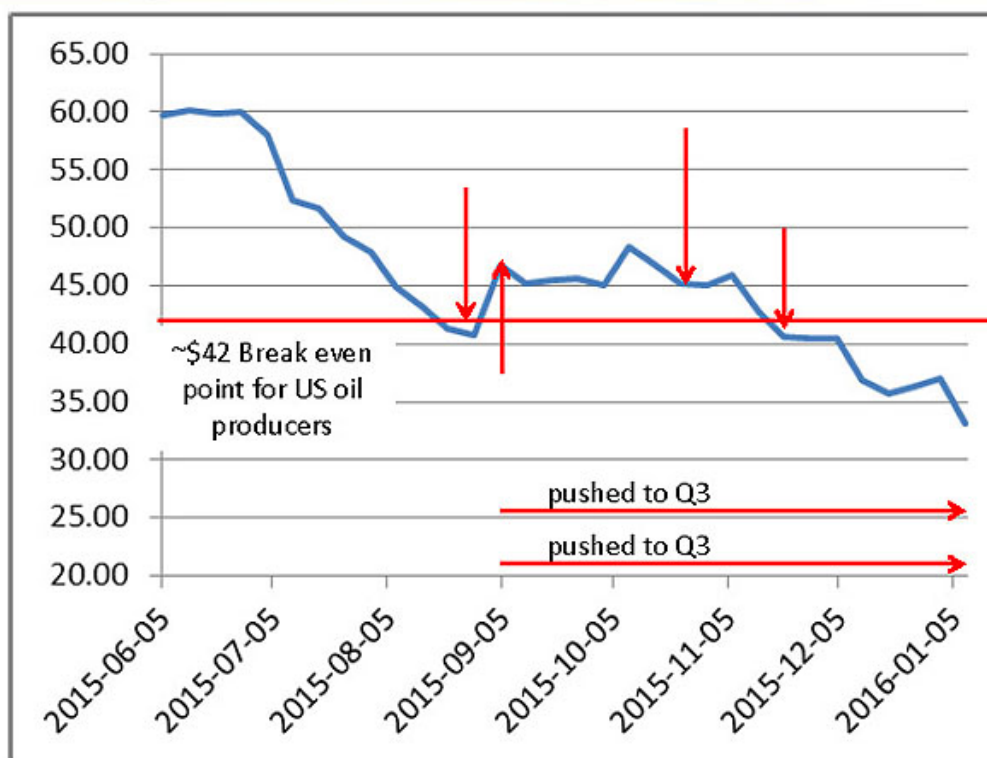


Despite oil price drops key client projects were implemented by Zerust

Oil continued to drop over the past 7 months



- Just as oil prices appeared to stabilize entering FY2016, the market dropped another 30%
- This has brought oil to a level considered 'below break even' for most oil producers
- Clients are back into a period of additional uncertainty and 'cost avoidance'



While oil prices levels are important – clients are looking for prices to stabilize to then set priorities. There will always be a need for corrosion protection – especially on assets being taking out of service to weather the oil price drops.



NATUR-TEC

Meeting the Demand for Compostable and Biobased Plastics



Global production and distribution of a full line of resin compounds and finished products

- Meet or exceed global bio-plastic standards
- Double-digit growth year over year
- Ready to meet demand created by green legislation, and carbon-footprint reduction initiatives



Customized Resins



Waste Management Solutions



Branded Packaging Solutions



Natur-Tec® Core Strengths



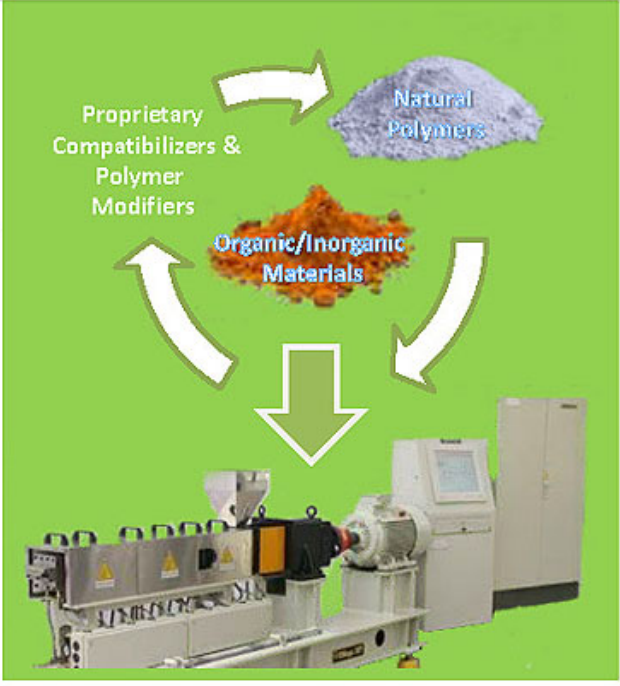
Compostable bioplastic resins are expensive, difficult to process, and suffer from performance limitations

Natur-Tec takes commercially available compostable bioplastic resins and mechanically and chemically improves their performance using a patented process

Natur-Tec makes finished products easier to manufacture, less expensive, and with improved performance properties



NatureWorks



Selected Users of Natur-Tec

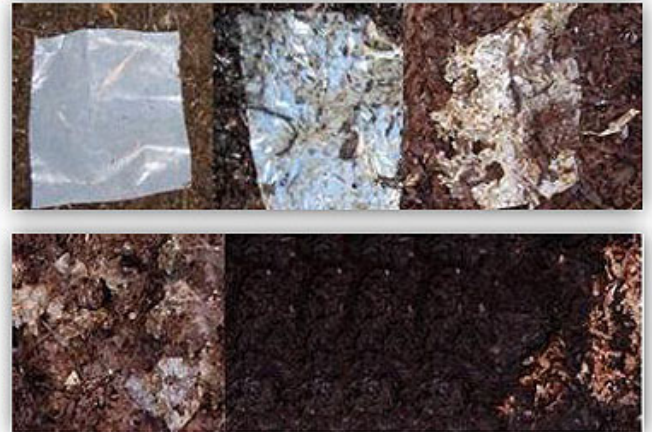
A collection of logos for major companies that use Natur-Tec products. The logos are arranged in two columns. The left column includes Amazon, CAT, and Levi's. The right column includes Tesla, Airbnb, and John Deere.



Making Business Green



Revenue Model:	Sales of finished products and customized resin compounds
Distribution:	Direct Sales and/or via Joint ventures and 3 rd party distributors
Target Markets:	Consumer and industrial packaging, consumer goods, foodservice
Value Proposition:	<ul style="list-style-type: none">• Broad product portfolio provides one-stop bioplastic solutions.• Proprietary IP and know-how enables development of customized engineered solutions.



Composting Natur-Tec® Film over 120 days

Increased federal and local regulations mandating reduction of, and diversion of Organic & Food Waste away from landfills

- Food waste accounts for 31% (133 Billion lbs.) of overall U.S. food supply
- Food waste is single largest component of disposed U.S. municipal solid waste, and accounts for a significant portion of U.S. methane emissions
- In September 2015, USDA and EPA set target of 50% reduction by 2030



BICYCLE NATIONWIDE SURVEY

RESIDENTIAL FOOD WASTE COLLECTION IN THE U.S.

The number of communities in the U.S. with residential food waste collection service has grown by more than 50 percent since 2009.

Bicycle Report



Use of Compostable Products drives participation in Zero-Waste initiatives!

VERMONT COFFEE COMPANY™

◆ COFFEE ROASTED FOR FRIENDS® ◆

- Diverting coffee grounds waste away from landfill to composting
- Vermont Coffee Company chose Natur-Bag™ compostable can liners:
 - ✓ “Right-sized” liners reduced up-front adoption cost
 - ✓ Superior strength – held up to 50 pounds of hot and wet coffee grounds without any leaks
 - ✓ Naturally breathable film dissipated odors and kept the collection bins clean
- Natur-Bag™ liners helped Vermont Coffee Company to streamline their waste disposal process, and save on labor and cleaning costs



Richmond International Raceway : A Tale of Two Races



Natur-Tec

Toyota Care 250 NASCAR XFINITY Series & Toyota Owners 400 NASCAR Sprint Cup Series

Natur-Bag™ Compostable Liners used at the TORQUE Club, Dogwood Suites, Press Box and Media Center

11 tons of organics diverted from landfill

- 1,359 meals donated
- 5.4 tons of food scraps diverted to composting

Total greenhouse gas reduction:
17 METRIC TONS



EQUIVALENT TO DRIVING 40,476 MILES IN A PASSENGER CAR



natural organic process enterprises



Branded Apparel Packaging: Sustainable Fashion

Natur-Tec®



Natur-Tec® working closely with Levi Strauss® (India), developed an award-winning line of sustainable packaging for branded apparel



- Asia is the manufacturing hub for all major global Apparel Brands
- Natur-Tec® is building competency in providing environmentally sustainable packaging solutions to the branded apparel industry



Contact Us



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Ticker Symbol: NTIC (NASDAQ)

