

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 21, 2022**

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
(IRS Employer
Identification No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.02 per share | NTIC | Nasdaq Global Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On January 21, 2022, NTIC held an Annual Meeting of Stockholders (the “2022 Annual Meeting”). As of the close of business on November 23, 2021, the record date for the 2022 Annual Meeting, there were 9,203,446 shares of common stock outstanding and entitled to vote at the 2022 Annual Meeting. Each share of common stock was entitled to one vote. Stockholders holding an aggregate of 6,323,626 shares of common stock entitled to vote at the 2022 Annual Meeting, representing 68.70% of the outstanding shares of common stock as of the record date, and which constituted a quorum thereof, were present in person or represented by proxy at the 2022 Annual Meeting.

At the 2022 Annual Meeting, NTIC’s stockholders considered three proposals, each of which is set forth below and described in more detail in NTIC’s definitive proxy statement for the 2022 Annual Meeting filed with the SEC on December 6, 2021.

The final results of NTIC’s stockholder vote at the 2022 Annual Meeting on each proposal brought before NTIC’s stockholders were as follows:

Proposal No. 1 - The seven director nominees proposed by the Board were elected to serve as members of the Board until the next annual meeting of stockholders and until their respective successors have been duly elected and qualified by the following final voting results:

| | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------------|------------------|-----------------------|-------------------------|
| Nancy E. Calderon | 4,676,892 | 4,448 | 1,642,286 |
| Sarah E. Kemp | 4,676,492 | 4,848 | 1,642,286 |
| Sunggyu Lee, Ph.D. | 4,676,492 | 4,848 | 1,642,286 |
| G. Patrick Lynch | 4,679,242 | 2,098 | 1,642,286 |
| Ramani Narayan, Ph.D. | 4,676,942 | 4,398 | 1,642,286 |
| Richard J. Nigon | 4,679,242 | 2,098 | 1,642,286 |
| Konstantin von Falkenhausen | 4,675,661 | 5,679 | 1,642,286 |

Proposal No. 2 - The compensation of NTIC’s named executive officers, as disclosed in NTIC’s proxy statement, was approved, on an advisory basis, by the following final voting results:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-------------------------|
| 4,619,085 | 26,975 | 35,280 | 1,642,286 |

Proposal No. 3 - The ratification of the selection of Baker Tilly US, LLP as NTIC’s independent registered public accounting firm for the fiscal year ending August 31, 2022 was approved by the following final voting results:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-------------------------|
| 6,312,843 | 308 | 10,475 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description |
|--------------------|--|
| 104 | The Cover Page from this Current Report on Form 8-K, Formatted as Inline XBRL. |

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: /s/ Matthew C. Wolsfeld
Matthew C. Wolsfeld
Chief Financial Officer and Corporate Secretary

Date: January 21, 2022