

**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 17, 2025**

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	The Nasdaq Stock 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 17, 2025, Northern Technologies International Corporation (the “Company”) held an Annual Meeting of Stockholders (the “2025 Annual Meeting”). As of the close of business on November 19, 2024, the record date for the 2025 Annual Meeting, there were 9,470,507 shares of common stock outstanding and entitled to vote at the 2025 Annual Meeting. Each share of common stock was entitled to one vote. Stockholders holding an aggregate of 7,047,470 shares of common stock entitled to vote at the 2025 Annual Meeting, representing 74.41% 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 2025 Annual Meeting.

At the 2025 Annual Meeting, the Company’s stockholders considered three proposals, each of which is set forth below and described in more detail in the Company’s definitive proxy statement for the 2025 Annual Meeting.

The final results of the stockholder vote at the 2025 Annual Meeting on each proposal brought before the Company’s stockholders were as follows:

Proposal One - The eight director nominees proposed by the Board of Directors were elected to serve as members of the Board of Directors 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	5,781,957	291,231	974,282
Sarah E. Kemp	5,809,046	264,142	974,282
Sunggyu Lee, Ph.D.	5,810,299	262,889	974,282
G. Patrick Lynch	5,812,283	260,905	974,282
Ramani Narayan, Ph.D.	5,810,016	263,172	974,282
Richard J. Nigon	5,552,845	520,343	974,282
Cristina Pinho	5,782,718	290,470	974,282
Konstantin von Falkenhausen	5,771,185	302,003	974,282

Proposal Two - The compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement, was approved, on an advisory basis, by the following final voting results:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
5,664,470	398,613	10,105	974,282

Proposal Three - The ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for the fiscal year ending August 31, 2025 was approved by the following final voting results:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
7,043,084	2,023	2,363	0

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 17, 2025