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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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**Date of Report (Date of earliest event reported):  
July 29, 2005**

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**NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**1-11038**  
(Commission File Number)

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

**6680 N. Highway 49**  
**Lino Lakes, MN**  
(Address of Principal Executive Offices)

**55014**  
(Zip Code)

**(651) 784-1250**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(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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## Section 5 – Corporate Governance and Management

### Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

- (b) Philip M. Lynch resigned as Chief Executive Officer and Chairman of the Board of Northern Technologies International Corporation (“NTIC”) on July 29, 2005. Mr. Lynch had served in these positions since 1979. Although Mr. Lynch has resigned as a voting member of NTIC’s Board of Directors, he will remain as Chairman Emeritus of the Board of Directors and consult on special projects. The Board of Directors thanks Mr. Lynch for his many years of service to NTIC.

Mehmet A. Gencer resigned as President and Chief Operating Officer of NTIC on July 29, 2005. Dr. Gencer will remain an independent consultant to NTIC. The Board of Directors also thanks Mr. Gencer for his service to NTIC and looks forward to working with Dr. Gencer in his new role as an independent consultant.

- (c) G. Patrick Lynch was elected as President of NTIC by NTIC’s Board of Directors on July 29, 2005. He previously served as President of North American Operations of NTIC, a position he had held since May 2004. From May 2000 to May 2004, he served as President and Co-Chief Executive Officer, Vice President of Strategic Planning and Corporate Secretary of NTIC. Prior to joining NTIC, Mr. G. Patrick Lynch held positions in sales management for Fuji Electric Co., Ltd in Tokyo, Japan, and programming project management for BMW AG in Munich, Germany. Mr. G. Patrick Lynch received an M.B.A. degree from the University of Michigan Business School in Ann Arbor, Michigan. He is the son of Mr. Philip M. Lynch.

Mr. G. Patrick Lynch is also an officer, director and shareholder of Inter Alia Holding Company, a financial and management consulting firm which beneficially owns 25.1% of NTIC’s outstanding common stock. Mr. Philip M. Lynch is also an officer, director and shareholder of Inter Alia. Inter Alia and NTIC are parties to a manufacturer’s representative agreement pursuant to which Inter Alia is paid commissions on the net proceeds of sales of NTIC’s products. Inter Alia earned commissions of approximately \$88,558 for the nine months ended May 31, 2005 and approximately \$99,239, \$51,882 and \$66,420 for the fiscal years ended August 31, 2004, 2003 and 2002, respectively.

Pierre Chenu, a current director of NTIC, was elected by NTIC’s Board of Directors on July 29, 2005 as Interim Chairman of the Board.

- (d) The Board of Directors of NTIC elected Jean-Guy Joseph Coulombe and Vera Kallmeyer as new directors of NTIC on July 29, 2005. Both Mr. Coulombe and Ms. Kallmeyer were also appointed to serve on the Strategic Planning Committee of the Board of Directors. Other Board committee memberships have not been determined at this time. There is no arrangement or understanding between either Mr. Coulombe or Ms. Kallmeyer and any other persons pursuant to which Mr. Coulombe or Ms. Kallmeyer was selected as a director. Neither Mr. Coulombe nor Ms. Kallmeyer has a direct or indirect material interest in any existing or currently proposed transaction to which NTIC is or may become a party.

Mr. Jean-Guy Joseph Coulombe currently serves as President of Metso Minerals Company. Mr. Coulombe previously served in an engineering capacity at Outokumpu Technology from 2002 to 2004. From 1989 to 2002, Mr. Coulombe was in the equipment manufacturing division of Sandvik Mining & Construction Company.

Ms. Kallmeyer currently serves as Managing Partner of Equity4Health LLC, a financial and investment management and consulting firm she founded in 2002. Ms. Kallmeyer also serves as a Consulting Professor at Stanford School of Medicine, Department of Neurosurgery, where she teaches classes in entrepreneurship and company formation. From 1998 to 2002, Ms. Kallmeyer served as Managing Partner of Veritas Venture Partners LLC, a financial and investment management and consulting firm. From 1994 to 1998, she served as Chief Financial Officer and Vice President of Corporate Development of Aviron Inc., a NASDAQ listed biopharmaceutical company that was subsequently acquired by MedImmune, Inc.

## **Section 7 – Regulation FD**

### **Item 7.01 Regulation FD Disclosure.**

A press release issued by NTIC on August 2, 2005, announcing the management changes described under Item 5.02 above is furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(c) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued August 2, 2005

**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:

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**Matthew C. Wolsfeld**  
*Chief Financial Officer*

Dated: August 2, 2005

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

FORM 8-K

Exhibit Index

Exhibit No.	Description	Method of Filing
99.1	Press Release issued August 2, 2005	Furnished herewith

Northern Technologies International Corporation  
6680 N. Highway 49  
Lino Lakes, MN 55014  
www.ntic.com

**FOR IMMEDIATE RELEASE**

**NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION ANNOUNCES CHANGES TO ITS MANAGEMENT TEAM AND BOARD OF DIRECTORS**

LINO LAKES, Minnesota, August 1, 2005 - Northern Technologies International Corporation (AMEX: NTI) announced today that the Board of Directors unanimously appointed Mr. G. Patrick Lynch to the position of President and Chief Operating Officer of the Company. Mr. G. Patrick Lynch previously served as President of North American Operations for NTI, a position he had held since May 2004. Mr. Patrick Lynch has been serving NTI since 1995 in successive management functions. Prior to joining NTI, Mr. G. Patrick Lynch held positions with Fuji Electric Co., Ltd in Tokyo, Japan, and BMW AG in Munich, Germany. Mr. G. Patrick Lynch received an M.B.A. degree from the University of Michigan Business School in Ann Arbor, Michigan.

NTI also announced that Mr. G. Patrick Lynch's predecessor, Mr. Mehmet A. Gencer, has entered into an agreement with the Company to serve as an independent advisor in order to bring certain new technologies to fruition.

NTI also announced that Mr. Philip M. Lynch has withdrawn as Chairman of the Board of Directors and Chief Executive Officer of the company, effective as of July 29, 2005. Mr. Philip M. Lynch will retain the title of Chairman Emeritus, and will continue to serve the company in the development of special projects.

NTI also announced the election of Mr. Pierre Chenu, a current Director of the company, as non-executive Chairman of the Board. Mr. Chenu previously served as Vice President, Worldwide Operations, Flat Glass Activities within the Asahi-Glaverbel Glass Group. Mr. Chenu holds a Master's Degree in Engineering, with a specialty in metallurgy, from the University of Liege (Belgium) and an M.B.A. from Harvard University.

NTI also announced the election and appointment of Mr. Jean-Guy Joseph Coulombe and Ms. Vera Kallmeyer to the company's Board of Directors. Mr. Coulombe is President of Metso Minerals Company. Mr. Coulombe previously served in an engineering capacity at Outokumpu Technology from 2002 to 2004. From 1989 to 2002, Mr. Coulombe was in the equipment manufacturing division of Sandvik Mining & Construction Company.

Ms. Kallmeyer currently serves as Managing Partner of Equity4Health LLC, a financial and investment management and consulting firm she founded in 2002. Ms. Kallmeyer also serves as a Consulting Professor at Stanford School of Medicine, Department of Neurosurgery, where she teaches classes in entrepreneurship and company formation. From 1998 to 2002, Ms. Kallmeyer served as Managing Partner of Veritas Venture Partners LLC, a financial and investment management and consulting firm. From 1994 to 1998, she served as Chief Financial Officer and Vice President of Corporate Development of Aviron Inc., a NASDAQ listed biopharmaceutical company that was subsequently acquired by MedImmune, Inc.

## **About Northern Technologies International Corporation**

NTIC offers expert technical service in corrosion management and products that prevent corrosion. The products and services primarily include proprietary volatile corrosion inhibiting products and packaging, sold under the brand name ZERUST®. NTIC produces ZERUST® products for avionics, automotive, electronics, electrical, mechanical, and military applications. Additionally, NTI offers direct on-site technical support on rust and corrosion issues in 46 countries, and operates a marketing, distribution, and technical network through 29 joint ventures worldwide.

*This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The statements regarding Northern Technologies International Corporation contained in this release that are not historical in nature, particularly those that utilize terminology such as “may,” “will,” “should,” “likely,” “expects,” “anticipates,” “estimates,” “believes” or “plans,” or comparable terminology, are forward-looking statements based on current expectations and assumptions, and entail various risks and uncertainties that could cause actual results to differ materially from those expressed in such forward-looking statements. Important factors known to Northern Technologies International Corporation that could cause such material differences are identified and discussed from time to time in Northern Technologies International Corporation’s filings with the Securities and Exchange Commission, including those factors which are discussed in Northern Technologies International Corporation’s Annual Report on Form 10-KSB for the fiscal year ended August 31, 2004, which factors are incorporated herein by reference. Northern Technologies International Corporation undertakes no obligation to correct or update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any future disclosure Northern Technologies International Corporation makes on related subjects in future reports to the SEC.*

For more information, please contact:

Matthew Wolsfeld, CFO, Northern Technologies International Corporation, (651) 784-1250