

**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): **October 31, 2008**

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))

Item 7.01. Regulation FD Disclosure

Beginning on October 31, 2008, representatives of Northern Technologies International Corporation ("NTIC") intend to distribute an informational presentation to interested persons and to make presentations at investor conferences and in other forums, which presentations may include the information contained in Exhibit 99.1 attached to this Current Report on Form 8-K. 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. 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 2008 until NTIC's annual audited financial statements are available.

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, 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 that is required to be disclosed solely by reason of Regulation FD.

The Investor Presentation contained in Exhibit 99.1 is also available on our website in Pdf format (<http://ir.ntic.com/>).

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Information Which May Be Disclosed by Northern Technologies International Corporation in Presentations (furnished herewith)

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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: October 31, 2008

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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	Information Which May Be Disclosed by Northern Technologies International Corporation in Presentations	Furnished herewith

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Environmentally Beneficial Materials Science.

NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

INVESTOR PRESENTATION
NOVEMBER 2008



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 can be identified by words such as "expect," "anticipate," "estimate," "will," "would," or words of similar meaning 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: our dependence on the success of NTIC's joint ventures and technical fees and dividend distributions that NTIC receives from them; NTIC's relationships with its joint ventures and its ability to maintain those relationships; risks associated with its international operations; exposure to fluctuations in foreign currency exchange rates; the current financial crises affecting the U.S. and worldwide banking system and financial markets; the contraction of the U.S. and worldwide economies, including in particular the U.S. automotive industry; the level of growth in NTIC's markets; fluctuations in the cost and availability of raw materials, including resins and other commodities; NTIC's investments in research and development efforts; acceptance of existing and new products; increased competition; the success of NTIC's emerging new businesses; NTIC's relationships with its distributors; 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; the costs and effects of outstanding litigation; unforeseen product quality or other problems in the development, production and usage of new and existing products; loss of or changes in executive management or key employees; ability of management to manage around unplanned events; 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 operating and financial results is described in NTIC's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-KSB and subsequent quarterly reports on Form 10-QSB. 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.

Non-GAAP Financial Measures

In addition to financial measures prepared in accordance with U.S. generally accepted accounting principles (GAAP), NTIC uses certain non-GAAP financial measures. In this presentation, NTIC uses the non-GAAP financial measure, net income, excluding the one-time gain on sale of assets during the first nine months of fiscal 2007. NTIC uses non-GAAP financial measures as supplemental measures of performance and believe these measures provide useful information to investors in evaluating its operations, period over period. However, non-GAAP financial measures have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of NTIC's results as reported under GAAP. In addition, investors should note that any non-GAAP financial measures NTIC uses may not be the same non-GAAP financial measures, and may not be calculated in the same manner, as that of other companies. NTIC has posted a reconciliation of its non-GAAP net income, as adjusted, to the most directly comparable GAAP financial measure, net loss, on its website.

Industry Information

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

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Introduction to NTIC



- Environmentally-beneficial, materials-science-based products and technologies company
 - Rust inhibiting plastic packaging and storage systems for industrial supply chains
 - Corrosion protection for oil & gas storage and transport
 - Advanced bio-degradable and bio-based plastics
 - Plastic waste to fuel conversion systems
- \$89 million total worldwide affiliate sales and \$0.57 earnings per share, basic for the nine months ended May 31, 2008
- Track record of growth and profitability
 - + 21% 4 year CAGR* in total worldwide affiliate sales
 - + 39% 4 year CAGR* in earnings per share, basic
- Global distribution through 29 joint ventures
- Opportunities to accelerate future growth across each business line



*Fiscal year ending 8/31/03 through 8/31/07 – FY 2008 results to be released in November 2008

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Environmental Innovation



Leveraging core materials science expertise and established global distribution across three new business opportunities

A Profitable and Growing Core Business



Rust Inhibiting Plastic Packaging

Vapor Corrosion Inhibiting (VCI) technology replaces heavy greases, oils and hazardous solvents



Advanced Bio-Plastics
Bio-degradable and/or bio-based plastics for commercial packaging, industrial and consumer applications



Enhanced Corrosion Protection
Extension of ZERUST brand and VCI technology to oil, gas and chemical storage applications



Plastic Waste to Fuel Conversion
Plastic waste is converted to a mixture of gasoline, diesel and heavy fractions

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Global Distribution



- Our extensive global distribution network enables us to introduce new products and technologies to local and regional markets worldwide
- North American sales made through direct sales people, distributors and VARs
- International sales made through 29 joint ventures
 - NTIC provides product, technology and technical support
 - JV partners provide sales and customer support personnel, access to local markets and knowledge of local regulations and business practices

Direct North American sales personnel and 29 corporate joint ventures provide a local presence in 50 countries around the world



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Environmentally Beneficial Materials Science.





Vapor Corrosion Inhibiting (VCI) Packaging

Extruded plastics include proprietary chemical additive. VCI packaging emits a vapor which condenses on all metal surfaces creating a monomolecular protective film that prevents corrosion.

- Dominant player in the automotive industry
 - Used by every major manufacturer to protect parts inventory in shipment and storage
- Global reach
 - Only VCI company to provide corrosion protection management systems for customers in every major industrialized country
- Customer benefits
 - Significant monetary savings from reduced rework and customer rejects
 - Elevates quality of manufacturing process and supply chain

ZERUST®PROTECTED



WITHOUT ZERUST®



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Economics and Competition



Business Model Summary

Revenue Model:	Product sales and contract services
Joint Ventures:	Technical and support fees and distributions
Distribution:	Direct Sales and Mfg Reps
Target Markets:	Automotive, industrial and military parts Shipment/storage protection
Value Proposition:	Consistent no-rust outcomes on product storage and shipments Monetary savings from reduced rework and product returns Premium products and services at premium pricing New business opportunities: bio-plastics, oil and gas corrosion protection and plastic waste to fuel conversion

Competitive Environment

Competitors:	Numerous small, regional VCI product companies Non-VCI protection solutions including: - Oil Dipping - Vacuum Packaging
Differentiation:	World's largest VCI provider Only VCI company with corrosion management services Only VCI company with on-site, global support infrastructure Significant cost and environmental benefits relative to non-VCI alternatives

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- Introduce new products and expand sales and distribution
- Leverage reputation as corrosion management experts to introduce process related corrosion management services
 - Process design, implementation and monitoring
 - No rust warranty
- Further penetrate non-automotive verticals with core Zerust products and services
 - Military
 - Electrical/electronics
 - Marine
 - Consumer

Industrial supply chains have evolved from blocks to miles and from days to months making corrosion management vitally important



Zerust Oil & Gas Opportunity



Enhanced Corrosion Protection

Patented solutions that extend the ZERUST brand and VCI technology to protect oil, gas and chemical storage tanks, pipelines and other critical infrastructure from corrosion

- Industry characterized by highly corrosive processes with significant environmental risks from corrosion failures
- Operational units being currently tested in Brazil, Malaysia, Thailand and the UAE

Corrosion costs the global oil and gas industry an estimated \$127 billion annually *



WITHOUT ZERUST®

WITH ZERUST® FLANGE SAVERS™



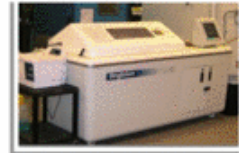
* Extrapolation of NACE Cost of Corrosion study 1998



Growth Strategy



- Focus on multiple client opportunities in the Americas, the Middle East and SE Asia
- Build on NTIC's R&D capabilities to boost credibility:
 - Additional R&D being conducted, with clients around the world, to bring new products and solutions to the market
 - Unique laboratory facilities and field application expertise
- Develop new partnerships with companies with oil & gas expertise/solutions to accelerate market penetration





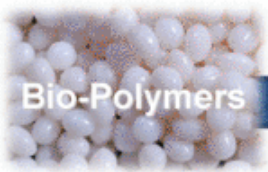
Advanced Bio-Plastics



Base Resins
Are Weak and Difficult
to Process

Natur-Tec™

Finished Products
Are Stronger, Easier to
Produce and Cheaper





Broad Product Portfolio



- Natur-Tec™ products:
 - Allow customers to reduce their carbon footprint
 - Provide superior performance at competitive prices
 - Meet industry standard for biodegradability ASTM D6400
 - Made from renewable content as per ASTM D6866
- Uniquely broad product portfolio
 - **Flexible Film** – trash bags, agricultural film, etc.
 - **Injection Molded** – disposable cutlery, engineering plastics
 - **Foam** – cushioning material, insulation packaging
 - **Extrusion Coating** – retail, consumer packaging
 - **Engineered Composite Materials**
- Representative customers
 - Major State University - Supply compostable cutlery for campus dining facilities
 - Major Discount Retailer - Working with retailer to define sustainable packaging mandates for suppliers



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Economics and Competition



Business Model Summary

- Revenue Model: Finished products and resin sales
- Distribution: Direct sales to end-users and distributors
- Target Markets: Consumer and industrial packaging
Consumer goods
Food services

Competitive Environment

- Competitors:
- Novamount**
 - High brand awareness, well funded
 - High cost with performance limitations
 - Heritage Plastics**
 - Trash bag manufacturer w/ strong US distribution
 - US only/ film products only
 - Cereplast**
 - Strong injection molded products
 - Limited to PLA blends
 - FKUR**
 - PLA and polyester blends
 - High cost/ Europe only
- Differentiation:
- Ease of processing** - end products manufactured with traditional equipment
 - Lower cost** than competing bio-plastics
 - Competitive performance** to traditional plastics
 - Portfolio of resin compounds tailored to a wide variety of end-use applications

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Estimated \$1.9 billion market for bio-plastic resins projected to grow to \$30 billion by 2015

Key drivers of market growth

- Increased environmental awareness at consumer and corporate level
- Increased petroleum prices reducing the cost disparity vs. traditional plastics
- Improved technical properties and product functionality
- Major corporations promoting environmental awareness and mandating sustainability standards from vendors

Selected companies driving market adoption in the U.S.

WAL★MART



Nestlé

**WHOLE
FOODS
MARKET**



invent



TOYOTA



**STARBUCKS
COFFEE**



**TIMBERLAND®
OUTDOOR PERFORMANCE**



- Sales and Marketing
 - Translate initial sales into long-term commitments from opinion-leading customers and distribution partners
 - Leverage broad product portfolio, including joint development projects, to provide “One-Stop Bioplastics Packaging Solutions” to global customers
 - Increase brand awareness through active promotion and advertising
- Technology and Development
 - Experienced team led by Professor Ramani Narayan, a leading bio-plastics expert at Michigan State University.
 - Extend technology leadership to continue delivering superior performance at competitive costs to alternative bio-plastics
- Manufacturing
 - NTIC’s resin compounding plant in India is fully operational
 - Maintain cost advantage through low-cost manufacturing and strategic sourcing agreements

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Polymer Energy Overview

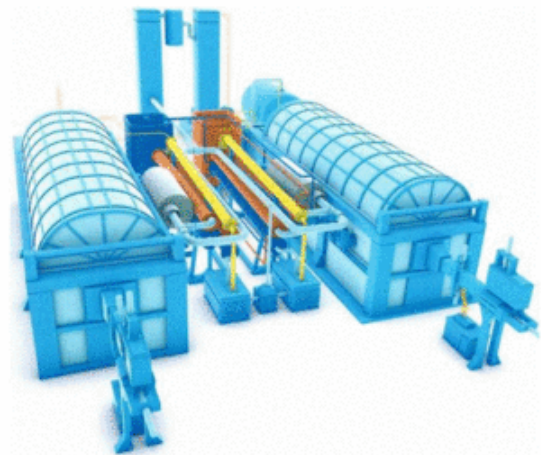


Plastic Waste to Fuel

Catalytic pyrolysis process converts plastics (primarily polyolefins) into crude oil resulting in an economically viable and environmentally responsible alternative to current methods of recycling and disposal of plastic waste

- Polymer Energy LLC, a joint venture with T-Technology in which NTIC has a 62.5% ownership interest and which has exclusive rights to sell the technology outside of Europe
- Commercially proven: 10 units operating in Europe deployed by T-Technology
- Each module can process 2,100 tons of plastic waste annually into approximately 11,500 barrels of oil
- 2 units in assembly in Asia

NTIC Polymer Energy Machine



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Economics and Competition



Business Model Summary

- Revenue Model:** Upfront machine sales and installation
Ongoing catalyst sales and technical support
- Distribution:** Direct sales through Polymer Energy joint venture
- Target Markets:** Developing country manufacturers and waste management entities
United States is not a target market due to high labor rates and extensive environmental regulation

Competitive Environment

- Competitors:** Ozmotech PTY Ltd.
– Operating units in Australia
– More expensive on a per ton basis
Unique Plastic Waste Mgmt/ Asian Electronics LTD.
– Pilot plant in Nagpur, India
– No commercially viable installation
Plas2Fuel
– Currently in R&D mode
– No commercially viable installation
- Differentiation:** Internationally recognized and commercially proven technology with operational experience by NTIC's joint venture partner of more than 2 years



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Market Opportunity



High Crude Oil Prices



High oil prices drive interest in alternative energy sources and waste to energy projects

Increasing Demand for Fuel/Energy



Increased demand for petroleum from fast growing, emerging economies, such as China and India

Plastic Waste



Use of disposable plastic packaging leads to plastic waste generation and subsequent waste management issues



- Positive market response with customer inquiries from around the world
 - First units currently being tested in India and Thailand
- NTIC's JV network may provide market reach and local connections
- NTIC's manufacturing base in Chennai, India provides seamless service to global customers by:
 - Leveraging the manufacturing expertise of NTIC's Indian JV partner
 - Tapping into low cost but highly-skilled engineering resources for ongoing R&D and technical support



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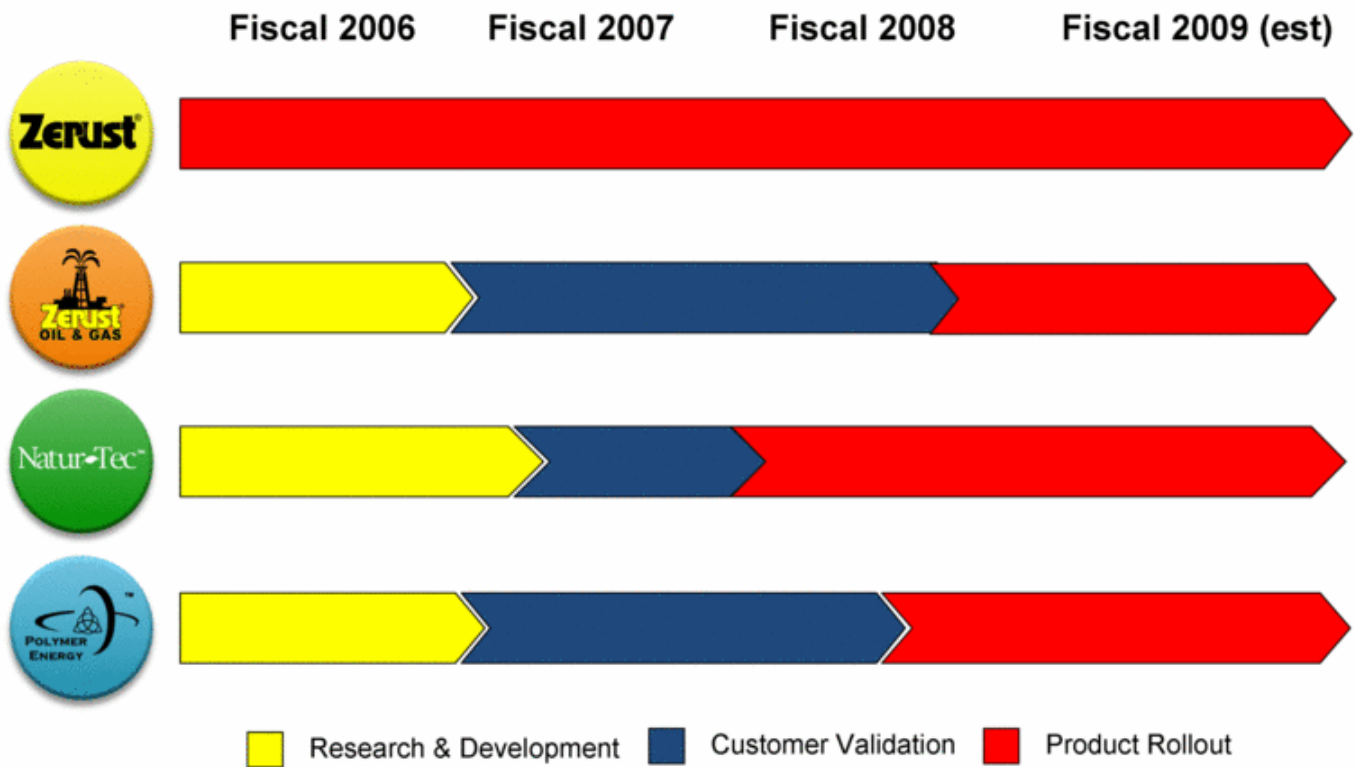
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Corporate Overview

Corporate Summary



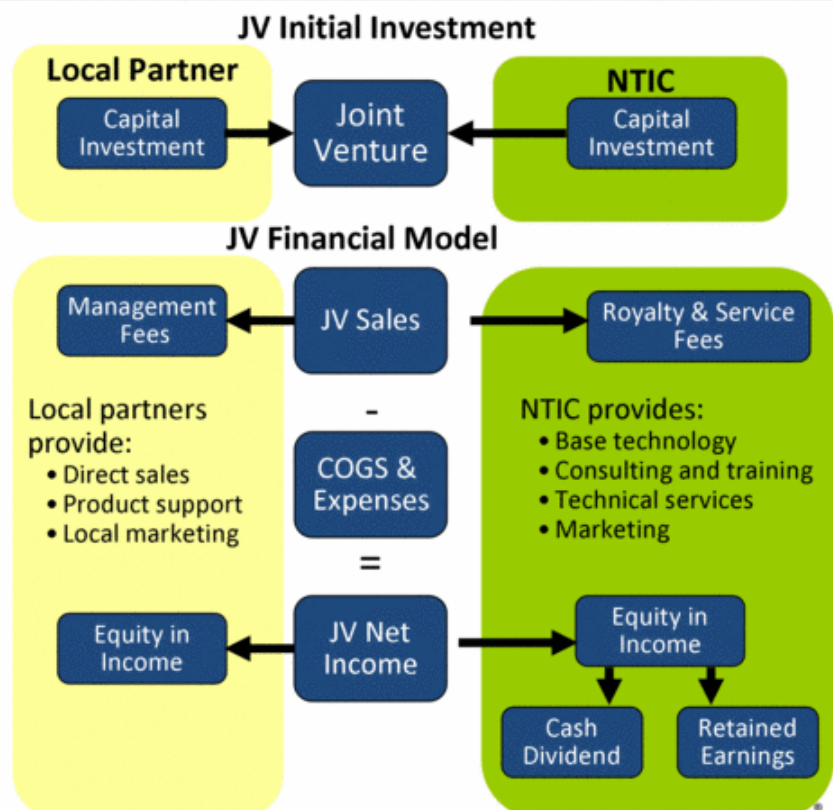
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Joint Venture Economics



- 29 joint ventures - in most cases 50% owned by NTIC
 - NTIC receives technical and support fee income on JV sales and equity income on JV net income
- GAAP equity method of accounting on financial statements
 - Equity in income reported on GAAP income statement
 - Gross JV sales disclosed in financials notes and MD&A
- Direct expenses to support JVs are relatively fixed, representing leverage on incremental JV sales



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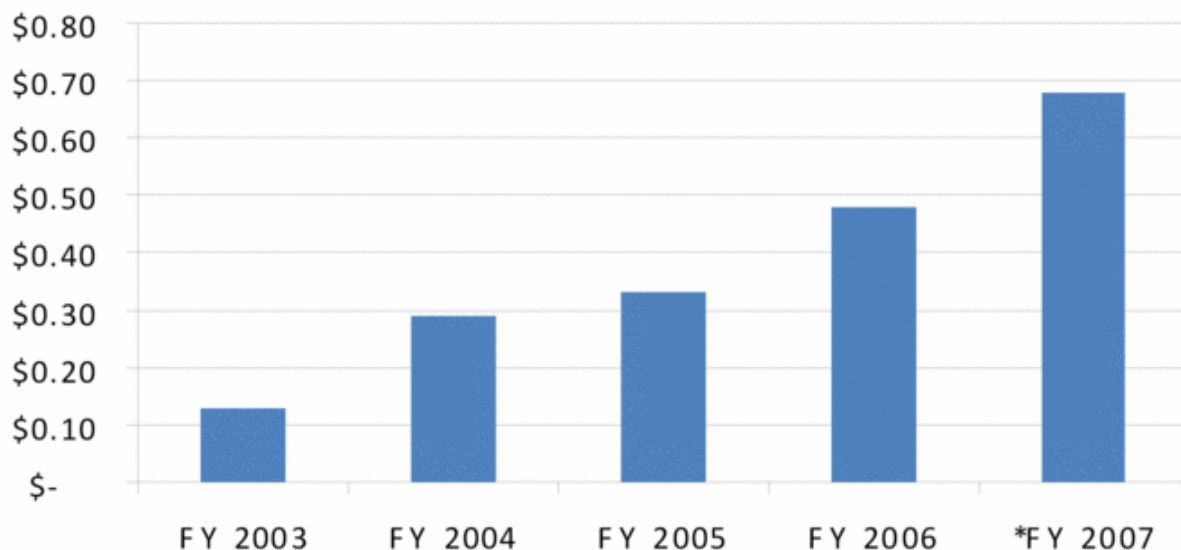
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Financial Overview

NTIC Financial Results



Earnings Per Share



* FY 2007 EPS is a non-GAAP financial measure and is adjusted downward to subtract the \$724,000 gain on sale of building. See NTIC's corporate website for a reconciliation to NTIC's GAAP EPS.

** FY 2008 results are expected to be released in November 2008

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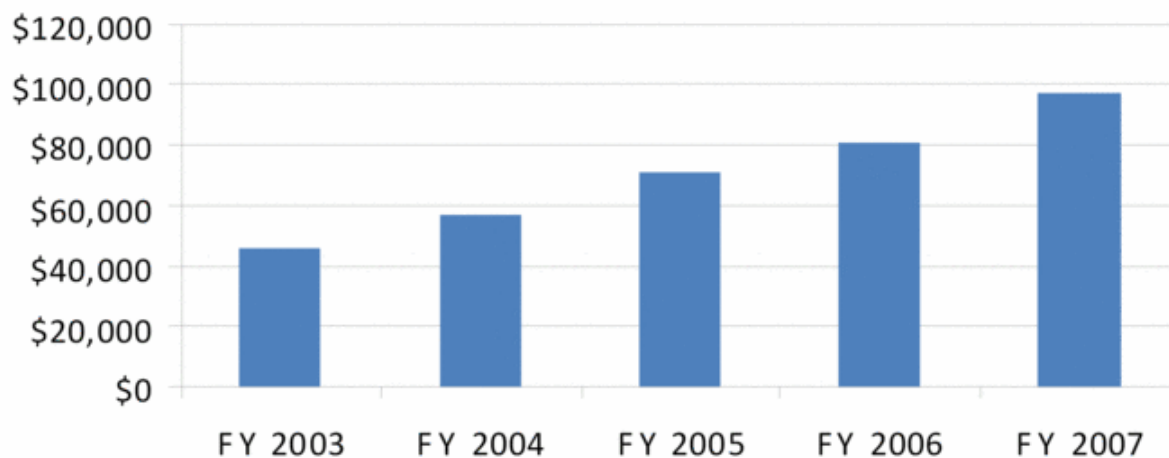
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NTIC Financial Results



Worldwide Sales (millions)



Worldwide sales represent the sales of NTIC consolidated with all sales through NTIC's joint ventures, of which NTIC owns an ownership interest of between 25% and 50%.

The functional currency of each international corporate joint venture is the applicable local currency. The translation of the applicable foreign currencies into U.S. dollars is performed using average monthly exchange rates.

** FY 2008 results will be released in November 2008

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Growth Opportunity



A profitable and growing core business
with three new business opportunities



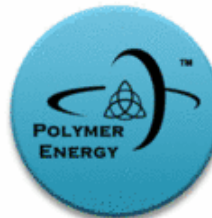
Advanced Bio- Plastics

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Contact Information



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Ticker Symbol: NTIC (NASDAQ Global Market)

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