

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

---

**NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation or Organization)

**41-0857886**

(I.R.S. Employer  
Identification Number)

**4201 Woodland Road**

**Circle Pines, Minnesota 55014**

**(763)-225-6637**

(Address of Registrant's Principal Executive Office) (Zip Code)

---

**Northern Technologies International Corporation  
2000 Stock Incentive Plan**

(Full title of the plan)

**Matthew C. Wolsfeld**

**Chief Financial Officer and Corporate Secretary**

**Northern Technologies International Corporation**

**4201 Woodland Road**

**Circle Pines, Minnesota 55014**

**(763)-225-6637**

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

**Copies requested to:**

**Amy E. Culbert, Esq.**

**Oppenheimer Wolff & Donnelly LLP**

**45 South Seventh Street, Suite 3300**

**Minneapolis, Minnesota 55402-1509**

**(612) 607-7287**

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

---

## Termination of Registration

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-32596) filed by Northern Technologies International Corporation ("NTIC") with the Securities and Exchange Commission on March 15, 2000 (the "Registration Statement") relating to shares of NTIC's common stock, par value \$0.02 per share (the "Common Stock"), which were to be issued under the Northern Technologies International Corporation 2000 Stock Incentive Plan (the "Plan").

The Plan has been terminated and there are no outstanding awards granted thereunder; therefore, NTIC has terminated all offerings of its Common Stock pursuant to the Registration Statement. In accordance with the undertaking made by NTIC in the Registration Statement, NTIC hereby removes from registration all of its shares of Common Stock registered pursuant to the Registration Statement that remained unsold at the termination of the offering pursuant to the Plan.

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Circle Pines, State of Minnesota, on February 3, 2012.

### NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION

By: /s/ G. Patrick Lynch  
G. Patrick Lynch  
President and Chief Executive Officer  
(principal executive officer)

By: /s/ Matthew C. Wolsfeld  
Matthew C. Wolsfeld, CPA  
Chief Financial Officer and Corporate Secretary  
(principal financial and accounting officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ G. Patrick Lynch</u> G. Patrick Lynch	President and Chief Executive Officer	February 3, 2012
<u>/s/ Matthew C. Wolsfeld</u> Matthew C. Wolsfeld, CPA	Chief Financial Officer and Corporate Secretary	February 3, 2012
<u>/s/ Pierre Chenu</u> Pierre Chenu	Chairman of the Board	February 3, 2012
<u>Soo Keong Koh</u>	Director	February 3, 2012
<u>/s/ Sunggyu Lee</u> Sunggyu Lee, Ph.D.	Director	February 3, 2012
<u>Ramani Narayan, Ph.D.</u>	Director	February 3, 2012
<u>/s/ Richard Nigon</u> Richard J. Nigon	Director	February 3, 2012
<u>/s/ Mark Stone</u> Mark J. Stone	Director	February 3, 2012