

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 12, 2018**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As disclosed in Item 5.07 below, on January 12, 2018, Northern Technologies International Corporation (“NTIC”) held its Annual Meeting of Stockholders (the “2018 Annual Meeting”). At the 2018 Annual Meeting, NTIC’s stockholders approved an amendment to NTIC’s Restated Certificate of Incorporation to amend Article IV thereof to increase NTIC’s authorized shares of common stock, \$0.02 par value, from 10,000,000 to 15,000,000.

The foregoing summary of the amendment to NTIC’s Restated Certificate of Incorporation is qualified in its entirety by reference to the text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this current report on Form 8-K.

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

On January 12, 2018, NTIC held an Annual Meeting of Stockholders. The final results of NTIC’s stockholder vote at the 2018 Annual Meeting on each proposal brought before NTIC’s stockholders were as follows:

| | <u>For</u> | <u>Against/Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---|------------|-------------------------|----------------|-------------------------|
| Proposal One— Election of directors, each to serve for a term of one year | | | | |
| Barbara D. Colwell | 2,331,650 | 22,668 | - | 754,110 |
| Soo-Keong Koh | 2,339,350 | 14,968 | - | 754,110 |
| Sunggyu Lee, Ph.D. | 2,337,350 | 16,968 | - | 754,110 |
| G. Patrick Lynch | 2,337,350 | 14,968 | - | 754,110 |
| Ramani Narayan, Ph.D. | 2,337,350 | 14,968 | - | 754,110 |
| Richard J. Nigon | 2,337,350 | 14,968 | - | 754,110 |
| Konstantin von Falkenhausen | 2,337,150 | 17,168 | - | 754,110 |
| | <u>For</u> | <u>Against/Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
| Proposal Two—Approval, on an advisory basis, of the compensation of NTIC’s named executive officers, as disclosed in NTIC’s proxy statement | 2,288,432 | 31,810 | 34,076 | 754,110 |

| | <u>For</u> | <u>Against/Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---|------------|-------------------------|----------------|-------------------------|
| Proposal Three —Ratification of the selection of Baker Tilly Virchow Krause, LLP as NTIC’s independent registered public accounting firm for the fiscal year ending August 31, 2018 | 3,079,289 | 28,249 | 890 | 0 |
| | <u>For</u> | <u>Against/Withheld</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
| Proposal Four— Approval of an amendment to NTIC’s Restated Certificate of Incorporation to increase authorized shares of common stock from 10,000,000 to 15,000,000 | 2,895,127 | 92,318 | 120,983 | 0 |

With respect to Proposal One, each of the director nominees was elected by NTIC’s stockholders by the required vote. Each of Proposal Two, Proposal Three and Proposal Four were approved by NTIC’s stockholders by the required vote.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| <u>3.1</u> | <u>Certificate of Amendment to the Restated Certificate of Incorporation of Northern Technologies International Corporation dated January 16, 2018 (filed herewith)</u> |

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:

A handwritten signature in black ink, appearing to read 'M. C. Wolsfeld', written over a horizontal line.

Matthew C. Wolsfeld
Chief Financial Officer and Corporate Secretary

Dated: January 16, 2018

**CERTIFICATE OF AMENDMENT TO
RESTATED CERTIFICATE OF INCORPORATION
OF
NORTHERN TECHNOLOGIES INTERNATIONAL CORPORATION**

Northern Technologies International Corporation (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The present name of the corporation is Northern Technologies International Corporation and the date of filing the original Certificate of Incorporation of the corporation with the Secretary of State of the State of Delaware was October 12, 1977 under the name Northern Instruments Corporation.

SECOND: This Certificate of Amendment to Restated Certificate of Incorporation was duly adopted by the Board of Directors and the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

THIRD: The text of the first paragraph to Article IV of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE IV.

The Corporation shall have the authority to issue Fifteen Million Ten Thousand (15,010,000) shares of stock divided into Fifteen Million (15,000,000) shares of Two Cent (\$.02) par value common stock and Ten Thousand (10,000) shares of no par value preferred stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Restated Certificate of Incorporation to be executed this 16th day of January, 2018, in its name and on its behalf by its Chief Financial Officer and Corporate Secretary pursuant to Section 103 of the General Corporation Law of the State of Delaware.

**NORTHERN TECHNOLOGIES
INTERNATIONAL CORPORATION**

/s/ Matthew Wolsfeld

Matthew C. Wolsfeld
Chief Financial Officer and Corporate Secretary
