

METTLER TOLEDO INTERNATIONAL INC/

Form DEF 14A

March 13, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12
METTLER-TOLEDO INTERNATIONAL INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No Fee Required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Mettler-Toledo International Inc.

**Im Langacher
8606 Greifensee
Switzerland**

**1900 Polaris Parkway
Columbus, Ohio 43240
USA**

March 16, 2009

Dear Fellow Shareholder:

You are cordially invited to attend the 2009 Annual Meeting of Shareholders of Mettler-Toledo International Inc. to be held on Thursday, April 30, 2009, at 8:00 a.m. at the offices of Fried, Frank, Harris, Shriver & Jacobson LLP on 375 Park Avenue (between 52nd and 53rd Streets), 36th Floor, New York, New York.

The Secretary's notice of the meeting and the proxy statement which appear on the following pages describe the matters to be acted upon at the meeting.

This year the U.S. Securities and Exchange Commission requires all companies to provide proxy materials over the Internet. To comply with the new regulation, we have distributed a Notice of Internet Availability of Proxy Materials to some shareholders instead of delivering paper copies of the proxy materials. The Notice sent provides information about accessing the proxy materials online and describes the voting methods available to all shareholders.

Shareholders receiving the notice will also have the opportunity to request a paper copy of the proxy materials through the instructions provided. Any shareholders that do not receive the notice will receive a paper copy of all proxy materials through the mail. To change the way you receive proxy statements in the future please make a request in the appropriate space on the proxy card.

We hope you will be able to attend the meeting. In any event, please sign and return your proxy as soon as possible so that your vote will be counted. You may also vote over the Internet by following the instructions on your proxy card.

Sincerely yours,

Robert F. Sperry
Chairman of the Board

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Mettler-Toledo International Inc.

Notice to Shareholders of Annual Meeting

- Time:** 8:00 a.m. on Thursday, April 30, 2009
- Place:** Fried, Frank, Harris, Shriver & Jacobson LLP, 375 Park Avenue (between 52nd and 53rd Streets), 36th Floor New York, New York
- Items of Business:**
1. To elect eight directors
 2. To ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm
 3. To transact any other business properly brought before the meeting
- Who Can Vote:** You can vote if you were a shareholder of record on March 2, 2009
- Annual Report:** A copy of our 2008 Annual Report is enclosed
- Date of Mailing:** On or about March 16, 2009

By order of the Board of Directors

James T. Bellerjeau
General Counsel and Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON APRIL 30, 2009: This proxy statement and our 2008 Annual Report are available at www.mt.com under About Us / Investor Relations / Annual Reports and Proxy Statements (<http://phx.corporate-ir.net/phoenix.zhtml?c=116541&p=irol-reportsannual>).

Whether or not you plan to attend this annual meeting, please complete the enclosed proxy card and promptly return it in the accompanying envelope. You may also vote over the Internet at <http://proxyonline.mt.com>.

This proxy statement is furnished in connection with the solicitation of proxies by Mettler-Toledo International Inc. on behalf of the Board of Directors for the 2009 Annual Meeting of Shareholders.

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ABOUT THE MEETING AND VOTING

Purpose of the Annual Meeting

The purpose of the annual meeting is to provide Mettler-Toledo International Inc. shareholders with an opportunity to vote on the proposals and any other business properly brought before the meeting.

Shareholders Entitled to Vote

Each share of common stock outstanding as of the close of business on March 2, 2009 (the record date), is entitled to one vote at the annual meeting on each matter properly brought before the meeting. As of the record date, 33,648,343 shares of common stock were outstanding.

Proposals to be Voted on and the Board's Voting Recommendations

The following proposals will be voted on at the meeting. The board recommends that you vote your shares as indicated below. The board has not received proper notice of, and is not aware of, any additional business to be transacted at the meeting other than as indicated below.

Proposals

The Board's Recommendation

- | | |
|---|------------------|
| 1. The election of eight directors for one-year terms | FOR each nominee |
| 2. The ratification of the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm | FOR |

How to Vote

BY PROXY You may vote your shares by proxy. If you vote your shares by proxy, you are legally designating another person to vote the stock you own in accordance with your desired vote. To vote by proxy, complete, sign and return the enclosed proxy card by mail to the address stated on your proxy card. You may also vote over the Internet at <http://proxyonline.mt.com>.

IN PERSON You may vote your shares by attending the meeting and voting your shares in person. The meeting is being held at the offices of Fried, Frank, Harris, Shriver & Jacobson LLP, the address of which is indicated in the foregoing Notice to Shareholders.

Even if you plan to attend the meeting, we encourage you to vote your shares by proxy. This will enable us to receive votes in advance of the meeting to ensure that a quorum (defined below) is present for the meeting.

Changing Your Vote

If you vote by proxy and subsequently decide to change your vote, you may revoke your proxy at any time before the polls close at the meeting. However, you may only do this by signing another proxy with a later date, completing a written notice of revocation and returning it to the address on the proxy card before the meeting; or voting in person at

the meeting.

Votes Needed to Hold the Meeting

A quorum needs to be present at the meeting in order to hold the meeting. A quorum is a majority of the company's outstanding shares of common stock as of the record date. Your shares are counted as present at the meeting if you attend the meeting and vote in person; vote by Internet; or properly return a proxy card by mail. Abstentions and broker non-votes shall also be counted in determining whether a quorum is present.

Effect of not Providing Voting Instructions

If your shares are held in the name of a brokerage firm and you have not provided your broker with voting instructions, the brokerage firm may vote your shares under certain circumstances. New York Stock Exchange rules

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ABOUT THE MEETING AND VOTING

allow brokers to vote your shares without your instructions only on routine matters, such as the election of directors and ratification of the appointment of auditors (broker non-votes). On non-routine matters, such as those that change the rights of your shares, the brokerage firm may not vote your shares unless they receive voting instructions from you.

If you hold your shares directly in your own name, they will not be voted if you do not provide a proxy or vote the shares yourself. Proxies that are signed and returned but do not contain instructions will be voted FOR the items of business described in the proxy.

How to Vote on Proposal 1

A majority of shares present at the meeting and entitled to vote must vote FOR the election of each director, provided that if the number of nominees exceeds the number of directors to be elected, directors shall be elected by the affirmative vote of a plurality of the votes cast. Votes cast shall include votes for or against a director. An abstention or broker non-vote shall not count as a vote cast with respect to a director.

How to Vote on Proposal 2

A majority of shares present at the meeting and entitled to vote must vote FOR the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for the proposal to be ratified. A properly executed proxy card marked abstain with respect to this proposal will not be voted. Accordingly, abstentions will have the effect of a vote against this proposal.

For purposes of determining whether the affirmative vote of a majority of the votes cast at the meeting and entitled to vote has been obtained, abstentions will be included in, and broker non-votes will be excluded from, the number of shares present and entitled to vote.

No Dissenters Rights

In the event of certain corporate actions, such as a merger subject to shareholder approval, shareholders have the right to dissent from such action and obtain payment of the fair value of his/her shares. This is referred to as dissenters rights . The proposals in this proxy statement do not give rise to dissenters rights .

Receiving More than One Proxy Card

If you have received more than one proxy card, you have multiple accounts with brokers and/or our transfer agent. Please vote all of these shares. We recommend that you contact your broker and/or our transfer agent to consolidate as many accounts as possible under the same name and address. Our transfer agent is BNY Mellon Shareowner Services and may be reached by phone at +1 (866) 322-7862 or for international holders at +1 (201) 680-6578 and on the web at www.bnymellon.com/shareowner.

Shareholder Questions

At the end of the meeting, shareholders appearing at the meeting may ask questions of general interest.

Vote Tabulation; Voting Results

The company appoints an independent inspector of election, who also tabulates the voting results. The meeting's voting results will be disclosed promptly following the meeting on the company's website and in the company's Form 10-Q filed with the Securities and Exchange Commission shortly following the meeting.

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BOARD OF DIRECTORS GENERAL INFORMATION

Responsibility of the Board of Directors

It is the responsibility of the Board of Directors to establish and monitor the company's internal governance practices and work toward the long-term success of the company. The company has adopted a code of business conduct and ethics, known as the code of conduct. All actions of the company's Board of Directors, executive officers (including the Chief Executive Officer, Chief Financial Officer and Controller) and employees are governed by the company's code of conduct. No waiver of the code of conduct by an executive officer or director was approved by the board in 2008. A copy of the code of conduct is available at www.mt.com under About Us / Investor Relations / Corporate Governance (<http://phx.corporate-ir.net/phoenix.zhtml?c=116541&p=irol-govboard>) and is available in print to any shareholder who requests it. Shareholders may request copies free of charge from Investor Relations, Mettler-Toledo International Inc., 1900 Polaris Parkway, Columbus, OH 43240, USA, telephone +1 614 438 4748.

Corporate Governance Guidelines

The board has established corporate governance guidelines that contribute to the overall operating framework of the board and the company. These guidelines cover topics including director qualifications and the director nomination process, the responsibilities of directors, including with respect to leadership development and management succession, meetings of non-management directors, and director compensation. The guidelines are available on the company's website at www.mt.com under About Us / Investor Relations / Corporate Governance and are available in print to any shareholder who requests them at the address and phone number set forth above.

Composition of the Board

In accordance with the company's by-laws, the board consists of between five and ten directors, with the exact number currently fixed at eight. Each director holds a one-year term until the next annual meeting of shareholders.

The board has three committees:

- (i) the Audit Committee;
- (ii) the Compensation Committee; and
- (iii) the Nominating and Corporate Governance Committee.

Lead Independent Director

The board has established the position of Presiding Director, who oversees executive sessions of the non-management directors and all meetings of directors at which the Chairman is not present. The Presiding Director also coordinates with the Nominating and Corporate Governance Committee relating to director nominations as described in the Nominating and Corporate Governance Committee report below. Mr. Salice is currently serving as the Presiding Director.

Minimum Qualifications for Directors

Members of the Board of Directors must demonstrate integrity, reliability, knowledge of corporate affairs, and an ability to work well together. Diversity in business background, area of expertise, gender and ethnicity are also considered when selecting board nominees. Additional details are contained in the company's corporate governance guidelines available at www.mt.com under About Us / Investor Relations / Corporate Governance .

Independence of the Board

The board uses the following criteria in evaluating independence: (i) independence under the rules of the New York Stock Exchange; and (ii) no relationships with the company (other than as a director or shareholder) or only

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BOARD OF DIRECTORS GENERAL INFORMATION

immaterial relationships. The independence criteria are contained in the corporate governance guidelines available on the company's website at www.mt.com under About Us / Investor Relations / Corporate Governance . The board solicits information from directors as to any relationship the director or his immediate family member has with the company that might affect the director's independence. The board also evaluates directors' independence pursuant to current New York Stock Exchange rules.

In light of these criteria, the board has determined that Messrs. Chu, Contino, Dickson, Geier, Kelly, Maerki, Milne and Salice are independent under the rules of the New York Stock Exchange and either have no relationships with the company (other than as director and shareholder) or have only immaterial relationships with the company. Mr. Sperry, Chairman of the Board, and Mr. Filliol, President and Chief Executive Officer, are not independent under the rules of the New York Stock Exchange, as they are employees of the company.

The Board of Directors has determined that the following types of relationships are categorically immaterial:

Commercial business relationships where METTLER TOLEDO buys from or sells to companies where directors serve as employees, or where their immediate family members serve as executive officers, and where the annual purchases or sales are less than the greater of \$1 million or 2% of either company's consolidated gross revenues.

Meeting of Non-Management Directors

The board schedules regular executive sessions for its non-management members, typically as part of each board meeting. The Presiding Director acts as chairman of these meetings.

Director Attendance at Board Meetings and the Annual Meeting

The board expects that its members will attend all meetings of the board. The Board of Directors met six times in 2008. Each director attended at least 75% of all board and committee meetings of which the director is a member.

The company expects that all directors will attend the annual meeting of shareholders. All directors attended the 2008 annual meeting of shareholders.

Policy Limiting Director Service on Other Public Company Boards; Director Resignation

The board has adopted a policy that directors may not serve on more than six public company boards. The board also has a policy that directors will offer their resignation upon a change in professional position or in circumstances that might affect a director's ability to serve on the board. In such circumstances, the Nominating and Corporate Governance Committee takes the lead on determining the appropriate course of action.

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Non-employee directors are compensated by an annual cash retainer, committee member fees, and per meeting fees for board and committee meetings attended. The board and its committees sometimes forego per meeting fees at their discretion, for example for shorter or telephonic meetings. Board members may also receive a \$750 meeting fee for performing interviews of board candidates. Members of the Board of Directors receive reimbursement for traveling costs and other out-of-pocket expenses incurred in attending board and committee meetings. Each director also receives an annual stock option grant and a grant of restricted stock units. The following provides an overview of the elements of 2008 director compensation:

Annual cash retainer	\$ 40,000
Fee per board meeting attended	\$ 1,000
Fee per committee meeting attended	\$ 750
Annual grant of stock options (4,700 options in 2008) approximate value	\$ 100,000
Annual grant of restricted stock units (300 units in 2008) approximate value	\$ 20,000
Committee member fees:	
Audit	\$ 10,000
Compensation	\$ 5,000
Nominating and Corporate Governance	\$ 3,000
Committee Chair fees (in addition to member fees):	
Audit	\$ 10,000
Compensation	\$ 5,000
Nominating and Corporate Governance	\$ 3,000

The actual amounts paid to each non-employee director with respect to 2008 are set out in the following table.

2008 Director Compensation

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Option Awards(1)	All Other Compensation	Total
Wah-Hui Chu	\$ 58,000	\$ 8,679	\$ 40,765	\$ 0	\$ 107,444
Francis A. Contino	68,000	9,603	52,685	0	130,288
John T. Dickson(2)	59,750	9,603	56,464	0	125,817
Philip H. Geier(2)	53,000	9,603	56,464	0	119,067
Michael A. Kelly(3)	23,000	600	2,638	0	26,238
Hans Ulrich Maerki	63,000	9,603	56,504	0	129,107
George M. Milne	58,000	9,603	56,464	0	124,067
Thomas P. Salice	73,500	9,603	56,464	0	139,567

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BOARD OF DIRECTORS GENERAL INFORMATION

(1) Represents the compensation cost recognized by the company in 2008 pursuant to FAS 123R relating to restricted stock unit awards and option awards, respectively. The valuation assumptions associated with such awards are discussed in Note 11 to the company's financial statements included in the Form 10-K for the fiscal year ending December 31, 2008. At December 31, 2008, each director held unvested restricted stock units and stock options (vested and unvested) with respect to the following number of shares:

	Restricted Stock Units	Stock Options
Wah-Hui Chu	620	10,700
Francis A. Contino	660	16,700
John T. Dickson	660	29,700
Philip H. Geier	660	25,700
Michael A. Kelly	300	4,700
Hans Ulrich Maerki	660	22,700
George M. Milne	660	29,700
Thomas P. Salice	660	29,700

(2) Messrs. Dickson and Geier are retiring from the board in April 2009.

(3) Mr. Kelly joined the board in July 2008.

Contacting the Board of Directors

Interested parties, including shareholders, may contact the Board of Directors, the Presiding Director individually or the non-management directors as a group via:

EMAIL PresidingDirector@mt.com.

REGULAR MAIL Mettler-Toledo International Inc., Im Langacher, 8606 Greifensee, Switzerland, Attention: Presiding Director.

All communications will be reviewed by the Presiding Director.

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The Board of Directors has three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee has the authority to engage advisors or consultants as it deems appropriate to carry out its responsibilities. The membership and meetings of the committees are described in the following table.

Name	Audit(1)	Compensation(2)	Nominating & Corporate Governance
Wah-Hui Chu(3)			X
Francis A. Contino	X		
Michael A. Kelly(3)		X	
Hans Ulrich Maerki(3)	X	X	X
George M. Milne			X
Thomas P. Salice	X	X	
Total meetings in 2008	4	4	6

- (1) Mr. Contino and Mr. Salice are both considered financial experts as determined by the Board of Directors pursuant to the relevant SEC definition, and both are independent. No Audit Committee member serves on more than two other public company audit committees. Our Chief Financial Officer, Chairman, Chief Executive Officer and General Counsel attend Audit Committee meetings at the request of the Audit Committee and give reports to and answer inquiries from the Audit Committee.
- (2) No member of the Compensation Committee was at any time during 2008 an officer or employee of the company or any of its subsidiaries, and no interlocks exist with respect to Compensation Committee members.
- (3) Each of Mr. Chu's service on the Nominating & Corporate Governance Committee, Mr. Kelly's service on the Compensation Committee and Mr. Maerki's service on the Audit Committee began in February 2009.

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BOARD OF DIRECTORS OPERATION

Committee Charters

Each committee of the Board of Directors has a written charter, setting forth the responsibilities of the committee in detail. The charters are reviewed annually and updated to comply with relevant regulations. The committee charters can be found on the company's website at www.mt.com under About Us / Investor Relations / Corporate Governance and are available free of charge in print to any shareholder who requests them. The primary functions of the committees are as follows:

Audit	Compensation	Nominating & Corporate Governance
Oversees the accounting and financial reporting process of the company	Discharges the responsibilities of the company's Board of Directors relating to compensation of the company's executives	Identifies, screens and recommends qualified candidates to serve as directors of the company
Assists with board oversight of the integrity of the company's financial statements, and the sufficiency of the independent registered public accounting firm's review of the company's financial statements	Reviews and monitors compensation arrangements so that the company continues to retain, attract and motivate quality employees	Advises the board on the structure and membership of committees of the board
Assists with board oversight of the performance of the company's internal audit function and independent registered public accounting firm, and the accounting firm's qualifications and independence	Reviews an annual report on executive compensation for inclusion in the company's proxy statement	Develops and recommends to the board corporate governance guidelines applicable to the company
Assists with board oversight of the company's compliance with legal and regulatory requirements	Reviews the Compensation Discussion and Analysis included in the company's proxy statement	

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AUDIT COMMITTEE REPORT

The Audit Committee assists the board in overseeing the accounting and financial reporting processes of the company. The Audit Committee operates pursuant to a written charter, a copy of which can be found on the company's website at www.mt.com under About Us / Investor Relations / Corporate Governance . The committee is responsible for overseeing the accounting and financial reporting processes of the company and audits of the financial statements of the company. In discharging its oversight role, the Audit Committee discussed the audited financial statements contained in the 2008 annual report separately with the company's independent registered public accounting firm and the company's management and reviewed the company's internal controls and financial reporting.

The company's independent registered public accounting firm, PricewaterhouseCoopers LLP (PwC), is responsible for auditing the company's consolidated financial statements as well as the company's internal control over financial reporting. PwC issues opinions as to (1) whether the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the company and its subsidiaries in accordance with accounting principles generally accepted in the United States of America and (2) whether the company maintained, in all material respects, effective control over financial reporting.

Audited Financial Statements

In reviewing the company's audited financial statements with the independent registered public accounting firm, the Audit Committee discussed with PwC the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended and adopted by the Public Company Accounting Oversight Board, and other matters including, without limitation:

PwC's responsibilities under generally accepted auditing standards, including the nature and scope of their audits;

the written disclosures and confirming letter from PwC regarding their independence required under the Independence Standards Board Standard No. 1;

significant accounting policies, such as revenue recognition, goodwill and other intangible assets, and income taxes;

management judgments and accounting estimates;

any material weaknesses or significant deficiencies in internal controls over financial reporting; and

the extent of any significant accounting adjustments.

In reviewing the company's audited financial statements with the company's management, the Audit Committee discussed the same topics listed above with management, including, without limitation, the process used by management in formulating accounting estimates and the reasonableness of those estimates.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the board approved, that the audited financial statements be included in the company's Annual Report on Form 10-K for the year ended December 31, 2008.

Independent Registered Public Accounting Firm Fees

	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2008	\$ 3,124,000	\$ 60,000	\$ 264,000	\$ 0
2007	\$ 2,807,000	\$ 21,000	\$ 243,000	\$ 0

Audit Fees Represents fees for the audit of the annual financial statements, including the Sarbanes-Oxley § 404 attestation opinion, and review of financial statements included in quarterly reports on Form 10-Q.

Audit-Related Fees The audit-related fees in 2008 relate to due diligence work in connection with acquisition transactions, accounting consultations related to financial accounting and reporting standards and audits

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AUDIT COMMITTEE REPORT

of certain of the company's employee benefit plans. The audit-related fees in 2007 relate to due diligence work in connection with acquisition transactions and audits of certain of the company's employee benefit plans.