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METTLER TOLEDO INTERNATIONAL INC/  
Form 8-K  
September 10, 2004

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): September 10, 2004

METTLER-TOLEDO INTERNATIONAL INC.  
(Exact name of registrant as specified in its charter)

|                          |                          |                                      |
|--------------------------|--------------------------|--------------------------------------|
| Delaware                 | File No. 001-13595       | 13-3668641                           |
| (State of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

Im Langacher, P.O. Box MT-100  
CH-8606, Greifensee, Switzerland

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(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: +41-1-944-2211

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 5.02. DEPARTURE OF DIRECTORS OF PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On September 10, 2004, the Board of Directors of Mettler-Toledo International Inc. (the "Company") announced the appointment of Mr. Francis A. Contino to the Company's Board of Directors and the Audit Committee

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effective October 1, 2004. A copy of the press release announcing the appointment is filed as Exhibit 99.1 to this Form 8-K.

Item 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

Effective October 1, 2004, the Company is amending its By-Laws to increase the number of Directors on its Board of Directors from eight to nine. The amended By-Laws are filed as Exhibit 3.2 to this Form 8-K.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

3.2 Amended By-Laws of the Company, effective October 1, 2004.

99.1 Press release, dated September 10, 2004, issued by Mettler-Toledo International Inc.

EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>-----                                                                 |
|----------------------|--------------------------------------------------------------------------------------|
| 3.2                  | Amended By-Laws of the Company, effective October 1, 2004.                           |
| 99.1                 | Press release, dated September 10, 2004, issued by Mettler-Toledo International Inc. |

SIGNATURES

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.

METTLER-TOLEDO INTERNATIONAL INC.

Dated: September 10, 2004

By: /s/ William P. Donnelly

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William P. Donnelly  
Chief Financial Officer