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METTLER TOLEDO INTERNATIONAL INC/  
Form 8-K  
November 06, 2006

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): November 2, 2006

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 November 6, 2006 Mettler-Toledo International Inc. (the "Company") announced the appointment of Mr. Wah-Hui Chu to the Company's Board of Directors and Audit Committee effective January 1, 2007. A copy of the press release announcing the appointment is filed as Exhibit 99.1 to this

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

On November 2, 2006, the Board of Directors approved amendments to the Company's By-Laws to be effective January 1, 2007. The amendments set a range for the size of the board of between five and ten members, and provide for a single inspector of election. Prior to this amendment, the By-Laws provided for a fixed number of directors. The amended By-Laws are filed as Exhibit 3.2 to this Form 8-K and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

- 3.2 Amended By-Laws of the Company, effective January 1, 2007.
- 99.1 Press release, dated November 6, 2006, 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: November 6, 2006

By: /s/ William P. Donnelly

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William P. Donnelly  
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
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