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METTLER TOLEDO INTERNATIONAL INC/  
Form 8-K  
February 09, 2005

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): February 3, 2005

METTLER-TOLEDO INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

|                             |                          |                                      |
|-----------------------------|--------------------------|--------------------------------------|
| Delaware                    | File No. 001-13595       | 13-3668641                           |
| (State of<br>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 February 3, 2005, Mr. Caldwell announced to the company that he intends to retire at the end of his current term and will not be running for reelection in 2005.

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

On February 3, 2005, the Board of Directors voted to amend the by-laws to decrease the number of Directors on its Board of Directors from nine to eight. This by-law change is effective upon the annual stockholders' meeting of 2005. The further amended by-laws are filed as Exhibit 3.2 to this Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| Exhibit No. | Description |
|-------------|-------------|
| -----       | -----       |

|     |   |
|-----|---|
| 3.2 | Amended By-Laws of the Company, effective upon the 2005 annual shareholders' meeting. |
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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 thereunto duly authorized.

METTLER-TOLEDO INTERNATIONAL INC.

Dated: February 9, 2005

By: /s/ William P. Donnelly

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William P. Donnelly

Chief Financial Officer