

METTLER TOLEDO INTERNATIONAL INC/  
Form 8-K  
May 08, 2012

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): May 3, 2012

Mettler-Toledo International Inc.

(Exact name of registrant as specified in its charter)

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

1900 Polaris Parkway

Columbus, OH

and

43240 and 8606

Im Langacher, P.O. Box MT-100

CH Greifensee, Switzerland

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 1-614-438-4511 and +41-44-944-22-11

(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))
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## Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of Mettler-Toledo International Inc. (the "Company") was held on May 3, 2012. As of the record date of March 5, 2012 there were 31,572,734 shares of common stock entitled to vote at the meeting. The holders of 29,947,813 shares were represented in person or in proxy at the meeting, constituting a quorum. The matters submitted for a vote at the meeting and the related results were as follows:

## Proposal 1 - The election of nine directors for one-year terms

| Name                 | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|------------------|
| Robert F. Spoerry    | 27,829,006 | 1,040,634     | 24,860      | 1,053,313        |
| Wah-Hui Chu          | 28,286,217 | 582,369       | 25,914      | 1,053,313        |
| Francis A. Contino   | 28,282,871 | 585,845       | 25,784      | 1,053,313        |
| Olivier A. Filliol   | 28,178,819 | 689,900       | 25,781      | 1,053,313        |
| Michael A. Kelly     | 28,282,498 | 585,232       | 26,770      | 1,053,313        |
| Martin D. Madaus     | 28,282,117 | 585,329       | 27,054      | 1,053,313        |
| Hans Ulrich Maerki   | 28,281,284 | 587,379       | 25,837      | 1,053,313        |
| George M. Milne, Jr. | 28,158,075 | 710,946       | 25,479      | 1,053,313        |
| Thomas P. Salice     | 28,159,829 | 709,003       | 25,668      | 1,053,313        |

## Proposal 2 - The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 29,565,932 | 218,323       | 163,558     | 0                |

## Proposal 3 - Advisory vote to approve executive compensation

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 26,636,486 | 621,105       | 1,636,909   | 1,053,313        |

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.

Dated: May 8, 2012

METTLER-TOLEDO INTERNATIONAL INC.

By: /s/ James T. Bellerjeau

James T. Bellerjeau

General Counsel