

METTLER TOLEDO INTERNATIONAL INC/
Form 8-K
May 09, 2011

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 4, 2011

Mettler-Toledo International Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State incorporation)

001-13595
(Commission File Number)

13-3668641
(IRS Employer
Identification No.)

Im Langacher, P.O. Box MT-100
CH-8606, Greifensee, Switzerland
and
1900 Polaris Parkway
Columbus, OH 43240

(Address of principal executive offices) (zip code)
Registrant's telephone number, including area code: +41-1-944-2211 and 1-614-438-4511

Not applicable

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 5.07. 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 4, 2011. As of the record date of March 1, 2011 there were 32,243,125 shares of common stock entitled to vote at the meeting. The holders of 29,927,349 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 | 27,859,498 | 694,537 | 1,163 | 1,372,151 |
| Wah-Hui Chu | 27,777,394 | 776,314 | 1,490 | 1,372,151 |
| Francis A. Contino | 28,224,486 | 328,716 | 1,996 | 1,372,151 |
| Olivier A. Filliol | 28,175,266 | 378,769 | 1,163 | 1,372,151 |
| Michael A. Kelly | 28,179,273 | 374,074 | 1,851 | 1,372,151 |
| Martin D. Madaus | 28,223,434 | 329,898 | 1,866 | 1,372,151 |
| Hans Ulrich Maerki | 28,178,316 | 374,515 | 2,367 | 1,372,151 |
| George M. Milne, Jr. | 28,160,318 | 393,237 | 1,643 | 1,372,151 |
| Thomas P. Salice | 28,116,685 | 436,968 | 1,545 | 1,372,151 |

Proposal 2 – The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm

| Votes | | Broker | |
|------------|---------|-------------|-----------|
| Votes For | Against | Abstentions | Non-Votes |
| 29,745,632 | 176,148 | 5,569 | 0 |

Proposal 3 – Approval of the POBS Plus Incentive System for Group Management

| Votes | | Broker | |
|------------|---------|-------------|-----------|
| Votes For | Against | Abstentions | Non-Votes |
| 27,739,391 | 519,234 | 296,573 | 1,372,151 |

Proposal 4 – Advisory vote on Executive Compensation

| Votes | | Broker | |
|------------|---------|-------------|-----------|
| Votes For | Against | Abstentions | Non-Votes |
| 27,765,960 | 484,721 | 304,517 | 1,372,151 |

Proposal 5 – Advisory vote on Frequency of Vote on Executive Compensation

| | | 1 Year | Broker | |
|------------|---------|-------------|-----------|-----------|
| 3 Years | 2 Years | Abstentions | Non-Votes | |
| 10,898,968 | 155,568 | 17,194,069 | 306,593 | 1,372,151 |

In accordance with the results of the advisory vote on the frequency of shareholder votes on executive compensation, the Board of Directors of the Company has adopted a policy to hold an annual advisory vote on executive compensation.

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.

Date: May 9, 2011

By: /s/ James T. Bellerjeau

James T. Bellerjeau
General Counsel