

METTLER TOLEDO INTERNATIONAL INC/  
Form 8-K  
June 25, 2009

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): June 25, 2009

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

Delaware  
(State of incorporation)

File No.  
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

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(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: +41-1-944-2211 and 1-614-438-4511

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 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a  
2.03. Registrant.

On June 25, 2009, Mettler-Toledo International Inc. (the “Company”) issued and sold, in a private placement, \$100 million aggregate principal amount of its 6.30% Series 2009-A Senior Notes due June 25, 2015 (the “Senior Notes”) under a Note Purchase Agreement among the Company and the accredited institutional investors named therein (the “Agreement”).

The Senior Notes bear interest at a fixed rate of 6.30% and mature on June 25, 2015. Interest is payable semi-annually on June 25 and December 25 of each year, beginning on December 25, 2009. The Company may at any time prepay the Senior Notes, in whole or in part, at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest plus a “make-whole” prepayment premium. In the event of a change in control (as defined in the Agreement) of the Company, the Company may be required to offer to prepay the Senior Notes at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest.

The Agreement contains customary affirmative and negative covenants for agreements of this type including, among others, limitations on the Company and its subsidiaries with respect to incurrence of liens and priority indebtedness, disposition of assets, mergers, and transactions with affiliates. The Agreement also requires the Company to maintain a consolidated interest coverage ratio of more than 3.5 to 1.0 and a consolidated leverage ratio of less than 3.5 to 1.0. The Agreement contains customary events of default with customary grace periods, as applicable.

The Senior Notes are senior unsecured obligations of the Company. The Company may use the proceeds from the sale of the Senior Notes to refinance existing indebtedness and for other general corporate purposes.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, which is filed as Exhibit 4.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

4.1 Note Purchase Agreement dated as of June 25, 2009 by and among Mettler-Toledo International Inc. and Connecticut General Life Insurance Company, The Lincoln National Life Insurance Company, Lincoln Life & Annuity Company of New York, Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company, MassMutual Asia Limited, American Investors Life Insurance Company, Aviva Life and Annuity Company, Bankers Life and Casualty Company, Conseco Life Insurance Company, Conseco Health Insurance Company and Colonial Penn Life Insurance Company.

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: June 25, 2009

By:

/s/ James T. Bellerjeau  
James T. Bellerjeau  
General Counsel

Exhibit Index

Exhibit No.	Description
4.1	Note Purchase Agreement dated as of June 25, 2009 by and among Mettler-Toledo International Inc. and Connecticut General Life Insurance Company, The Lincoln National Life Insurance Company, Lincoln Life & Annuity Company of New York, Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company, MassMutual Asia Limited, American Investors Life Insurance Company, Aviva Life and Annuity Company, Bankers Life and Casualty Company, Consec Life Insurance Company, Consec Health Insurance Company and Colonial Penn Life Insurance Company.