

METTLER TOLEDO INTERNATIONAL INC/
Form 11-K
June 26, 2009
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001- 13595

- A. Full title of the plan and the address of the plan, if
different from that of the issuer named below:
METTLER-TOLEDO, INC.

DEFINED CONTRIBUTION RETIREMENT SAVINGS PLAN

1900 POLARIS PARKWAY

COLUMBUS, OH 43240-4035

- B. Name of issuer of the securities held pursuant to the plan and
the address of its principal executive office:
METTLER-TOLEDO INTERNATIONAL INC.

IM LANGACHER

P.O. BOX MT-100

CH8606 GREIFENSEE, SWITZERLAND

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Mettler-Toledo, Inc. Defined Contribution Retirement

Savings Plan

Financial Statements and Supplemental Schedule

December 31, 2008 and 2007

with Report of Independent Registered Public Accounting Firm

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METTLER-TOLEDO, INC.

DEFINED CONTRIBUTION RETIREMENT SAVINGS PLAN

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Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of

Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits (modified cash basis) of Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan (the Plan) as of December 31, 2008 and 2007 and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2, the accompanying financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the years then ended, on a basis of accounting described in Note 2.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets held at end of year (modified cash basis) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Clark, Schaefer, Hackett & Co.

Columbus, Ohio

June 23, 2009

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Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan

Statements of Net Assets Available for Benefits (Modified Cash Basis)

As of December 31, 2008 and 2007

| | 2008 | 2007 |
|---|---------------|---------------|
| Assets | | |
| Investments (Note 2) | \$ 12,320,723 | \$ 16,022,019 |
| Loans to participants | 113,936 | 133,136 |
| Net assets available for benefits at fair value | 12,434,659 | 16,155,155 |
| Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts | 20,741 | (8,555) |
| Net assets available for benefits | \$ 12,455,400 | \$ 16,146,600 |

See accompanying notes to financial statements.

Table of Contents**Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan****Statements of Changes in Net Assets Available for Benefits (Modified Cash Basis)****For the Years Ended December 31, 2008 and 2007**

| | 2008 | 2007 |
|--|---------------|---------------|
| Investment activity | | |
| Dividends and interest | \$ 579,035 | \$ 911,906 |
| Net (depreciation) appreciation in fair value of investments | (5,446,631) | 82,482 |
| | (4,867,596) | 994,388 |
| Contributions | | |
| Employer | 400,738 | 358,450 |
| Participants' deferrals | 1,508,773 | 1,575,172 |
| Participants' rollovers | | 18,920 |
| | 1,909,511 | 1,952,542 |
| Deductions | | |
| Benefits paid to participants or beneficiaries | 691,156 | 1,741,725 |
| Administrative expense | 41,959 | 25,097 |
| | 733,115 | 1,766,822 |
| Net (decrease) increase in net assets | (3,691,200) | 1,180,108 |
| Net assets available for benefits, beginning of year | 16,146,600 | 14,966,492 |
| Net assets available for benefits, end of year | \$ 12,455,400 | \$ 16,146,600 |

See accompanying notes to financial statements.

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Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Mettler-Toledo, Inc. Defined Contribution Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

Effective January 1, 2003, Mettler-Toledo, Inc. (the Company) adopted the Plan as a continuation of the Mettler-Toledo, Inc. Enhanced Retirement Savings Plan.

The Plan is a qualified defined contribution plan covering eligible employees of adopting units (wholly-owned subsidiaries) of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Employees become eligible to participate in the Plan on the first day of the calendar month following the date the employee meets the eligibility requirements, as defined.

Contributions

Each year, participants may contribute up to 50% of pretax annual compensation, as defined by the Plan. The Company contributes matching contributions ranging from 0% to 50% of each participant's contribution that does not exceed 6% of compensation, based upon the applicable unit. Certain units may also contribute a discretionary contribution annually.

Participants who reach age 50 may elect to make catch-up contributions.

Forfeitures may be used by the Company to reduce future contributions and/or to pay reasonable Plan expenses.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and plan earnings, and is charged with an allocation of certain administrative expenses. Allocations are based on participant earnings or account balances, as defined. An annual loan maintenance fee is deducted from the respective accounts of those participants with outstanding loans. The investment fund's net investment earnings and changes in fair value are allocated to each participant's account on a daily basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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Vesting

Participants are immediately vested in their contributions plus actual earnings. Vesting in the Company's matching portion of their accounts plus actual earnings is based on years of continuous service. A participant is 100% vested after three years of credited service, as defined. Vesting in the discretionary portion of their accounts plus actual earnings is based on years of continuous service. A participant is 100% vested after five years of credited service, as defined. Certain units continue to vest under the original vesting provisions. Participants are 100% vested upon retirement, Plan termination, disability or death.

Investment Options

Upon enrollment in the Plan, a participant can direct employee and employer contributions in 5% increments among the various investment options offered through Vanguard Fiduciary Trust Company (VFTC), the plan trustee. A participant may transfer amounts between investment options as of any business day.

Payment of Benefits

A participant's vested account will be distributed upon retirement, termination, disability or death. Distributions are made in lump-sum or equal annual installments not to exceed the employee's life expectancy. Upon death, the remaining balance shall be distributed in a lump sum within five years. Forfeitures, if any, are used to reduce Company contributions or pay Plan expenses. Participants may make a withdrawal due to hardship. Such withdrawals are subject to approval by the Pension Committee and must meet the criteria for hardship under Section 401(k) of the Internal Revenue Code (IRC).

2. Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Plan.

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. The difference between the modified cash basis and accounting principles generally accepted in the United States of America is that contributions and interest and dividend income are recognized when received.

Investment Valuation and Income Recognition

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plan* (the FSP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because

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contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust. As required by the FSP, the statements of net assets available for benefits present the fair value of the investment in the common collective trust as well as the adjustment of the investment in the common collective trust from fair value to contract value relating to the investment contracts. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Under the terms of a trust agreement between the Company and VFTC, the trustee invests trust assets at the direction of the plan participants. The trustee has reported to the Company the trust fund investments and the trust transactions at both cost and fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The Plan's interest in the units of the Retirement Savings Trust, a common collective trust, is based on information reported by VFTC using audited financial statements of the collective trust at the end of 2008 and 2007. The Company stock fund is valued at its year-end unit closing price (comprised of year-end market price plus uninvested cash position). Loans to participants are stated at unpaid principal, which approximates fair value. Realized and unrealized gains and losses are reflected as net appreciation (depreciation) in fair value of investments in the statement of changes in net assets available for benefits.

Interest charged to participants for participant loans is reviewed annually by the Plan administrator and is to be comparable to commercial lending rates on bank loans secured by certificates of deposit in the area at the time the loan is made. Loans may not exceed the lesser of 50% of a participant's vested account balance or \$50,000. The repayment period may not exceed five years. Each loan is secured by the remaining balance in the participant's account.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recognized when received. Capital gain distributions are included in dividend income.

Contributions

Participant and Company contributions are recognized when received by the trustee.

Payment of Benefits

Benefits are recognized when paid.

Forfeitures

The portion of a participant's account which is forfeited due to termination of employment for reasons other than retirement, disability or death is used to reduce the Company's future contributions or pay Plan expenses. Forfeited nonvested accounts totaled \$11,855 and \$16,302 at December 31, 2008 and 2007, respectively. Forfeited nonvested accounts of \$41,542 and \$24,298 were used to pay Plan expenses during the years ended December 31, 2008 and 2007, respectively.

Table of Contents**Administrative Expenses**

Fees for portfolio management of VFTC funds are paid directly from fund earnings. Recordkeeping fees are paid by the Company. Audit fees are either paid by the Company or from the forfeiture account. Should the Company elect not to pay all or part of such expenses, the trustee then pays these expenses from the Plan assets.

Use of Estimates

The preparation of the Plan's financial statements in conformity with a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America, requires the plan administrator to make certain estimates and assumptions that affect the reported amounts of net assets available for benefits and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of changes in net assets available for benefits during the reporting period. Actual results could differ significantly from those estimates.

Risk and Uncertainties

The Plan provides various investment options in any combination of stocks, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

3. Investments

The following investments represent 5% or more of net assets available for benefits at December 31, 2008 and 2007:

| | 2008 | 2007 |
|------------------------------------|------------|--------------|
| Investments at fair value | | |
| Vanguard 500 Index Fund | \$ 907,223 | \$ 1,451,911 |
| Vanguard International Growth Fund | 674,095 | 1,149,078 |
| Vanguard Health Care Fund | 817,166 | 1,024,143 |
| Vanguard LifeStrategy Growth Fund | 672,293 | 869,680 |
| Vanguard Retirement Savings Trust | 1,586,544 | 1,130,691 |

The following represents the (losses) earnings on investments at December 31, 2008 and 2007:

| | 2008 | 2007 |
|--|-----------------------|------------------|
| Net (depreciation) appreciation | | |
| Mutual Funds | \$ (5,291,165) | \$ (17,730) |
| Company Stock Fund | (155,466) | 100,212 |
| Total | \$ (5,446,631) | \$ 82,482 |

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| | 2008 | 2007 |
|-------------------------------|-------------------|-------------------|
| Dividends and interest | | |
| Mutual Funds | \$ 514,045 | \$ 843,801 |
| Common Collective Trust | 59,065 | 61,326 |
| Participant Loans | 5,925 | 6,779 |
| Total | \$ 579,035 | \$ 911,906 |

4. Fair Value Measurements

On January 1, 2008, the Plan adopted the provisions of SFAS No. 157, Fair Value Measurements (SFAS 157), except as it relates to nonfinancial assets, pursuant to FSP 157-2, Effective Date of FASB Statement No. 157 , the provisions of which will be adopted January 1, 2009. SFAS 157 clarifies the requirement to use a fair value measure for recognition and disclosure by establishing a common definition of fair value, a framework for measuring fair value and expanding disclosures about fair value measurements. The adoption of SFAS 157 did not have a material impact on the Plan.

As of December 31, 2008, the Plan has assets with a fair value of \$12.4 million. These assets consist of various mutual funds and a common collective trust as well as a Company stock fund and participant loans. The plan invests in shares of open-ended mutual funds that trade in active markets and produce a daily net asset value, equal to the fair value of the shares at year-end. Units of the common collective trust are valued at net asset value at the end of the year. Company stock is valued at its year-end unit closing price (comprised of year-end market price plus uninvested cash position). Loans to participants are stated at unpaid principal, which approximates fair value. Because participant loans lack an active market, they are considered a level 3 asset.

SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement consists of observable and unobservable inputs that reflect the assumptions that a market participant would use in pricing an asset or liability. SFAS 157 establishes a fair value hierarchy that categorizes these inputs into three levels:

Level 1: Quoted prices in active markets for identical assets and liabilities

Level 2: Observable inputs other than quoted prices in active markets for identical assets and liabilities

Level 3: Unobservable inputs

The following table presents for each of these hierarchy levels, the Plan assets that are measured at fair value on a recurring basis at December 31, 2008:

| | Total | Level 1 | Level 2 | Level 3 |
|-------------------------|----------------------|----------------------|---------------------|-------------------|
| Assets: | | | | |
| Company Stock Fund | \$ 227,523 | \$ 227,523 | \$ | \$ |
| Mutual Funds | 10,506,656 | 10,506,656 | | |
| Common Collective Trust | 1,586,544 | | 1,586,544 | |
| Participant Loans | 113,936 | | | 113,936 |
| Total | \$ 12,434,659 | \$ 10,734,179 | \$ 1,586,544 | \$ 113,936 |

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The following table presents a summary of changes in the fair value of participant loans for the year ended December 31, 2008:

| | Level 3 Assets |
|--|-----------------------|
| Balance, beginning of year | \$ 133,136 |
| Unrealized gains/(losses) relating to instruments still held at the reporting date | |
| Purchases, sales, issuances and settlements, (net) | (19,200) |
| Balance, end of year | \$ 113,936 |

5. Transactions with Parties-in-Interest

The Plan invests in shares of mutual funds and a common collective trust managed by an affiliate of VFTC. VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Participants may select Company stock as an investment option. The amount held at December 31, 2008 and 2007 totaled \$227,523 and \$343,090, respectively. The Company's stock depreciated \$155,466 in 2008 and appreciated \$100,212 in 2007.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will immediately become 100% vested in their accounts.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 5, 2005, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. An application for Determination Letter was filed with IRS on December 12, 2008.

8. Withdrawing Participants

As of December 31, 2008 and 2007, vested benefits amounting to \$12,159 and \$27,182, respectively, were allocated to accounts of terminated participants who had elected to withdraw from the Plan but had not been paid.

Table of Contents**9. Reconciliation of Financial Statements to Schedule H of Form 5500**

The following is a reconciliation of net assets available for benefits per Schedule H of Form 5500 to the financial statements as of December 31, 2008 and 2007:

| | 2008 | 2007 |
|---|----------------------|----------------------|
| Net assets available for benefits per Schedule H of Form 5500 | \$ 12,434,659 | \$ 16,155,155 |
| Adjustment from fair value to contract value for interest in collective trust relating to fully benefit responsive investment contracts | 20,741 | (8,555) |
| Net assets available for benefits per financial statements | \$ 12,455,400 | \$ 16,146,600 |

The following is a reconciliation of net investment activity per Schedule H of Form 5500 to the financial statements for the years ended December 31, 2008 and 2007:

| | 2008 | 2007 |
|--|-----------------------|-------------------|
| Net (loss) gain on sale of assets | \$ (13,845) | \$ 9,932 |
| Interest | 5,925 | 6,779 |
| Unrealized (depreciation) appreciation of assets | (141,621) | 90,280 |
| Net investment gain from common/collective trusts | 29,769 | 80,340 |
| Net investment (loss) gain on registered investment companies | (4,777,120) | 826,071 |
| Net investment activity per Schedule H of Form 5500 | (4,896,892) | 1,013,402 |
| Adjustment from fair value to contract value for interest in collective trust relating to fully benefit responsive investment contracts for the current year | 20,741 | (8,555) |
| Adjustment from fair value to contract value for interest in collective trust relating to fully benefit responsive investment contracts for the prior year | 8,555 | (10,459) |
| Net investment activity per financial statements | \$ (4,867,596) | \$ 994,388 |

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EIN : 34-1538688; PIN: 061

Schedule of Assets (Held at End of Year) (Modified Cash Basis)

Form 5500, Schedule H, Line 4(i)

December 31, 2008

| (a) | (b) | (c) | (d) | (e) |
|-----|--|--|------|------------|
| | Identity of issuer, borrower, lessor, or similar party | Description of investment, including maturity date, rate of interest, collateral, par or maturity value | Cost | Fair value |
| * | Vanguard | 500 Index Fund | ** | \$ 907,223 |
| * | Vanguard | Asset Allocation Fund | ** | 36,937 |
| * | Vanguard | Balanced Index Fund | ** | 5,791 |
| * | Vanguard | Capital Opportunity Fund | ** | 438,805 |
| * | Vanguard | Emerging Markets Stock Index Fund | ** | 21,597 |
| * | Vanguard | Energy Fund | ** | 25,491 |
| * | Vanguard | Equity Income Fund | ** | 341,098 |
| * | Vanguard | European Stock Index Fund | ** | 8,094 |
| * | Vanguard | Explorer Fund | ** | 235,317 |
| * | Vanguard | GNMA Fund | ** | 445,171 |
| * | Vanguard | Growth & Income Fund | ** | 276,855 |
| * | Vanguard | Growth Index Fund | ** | 95,346 |
| * | Vanguard | Health Care Fund | ** | 817,166 |
| * | Vanguard | High-Yield Corporate Fund | ** | 115,730 |
| * | Vanguard | Intermediate Term Investment Grade | ** | 85,881 |
| * | Vanguard | International Growth Fund | ** | 674,095 |
| * | Vanguard | International Value Fund | ** | 183,860 |
| * | Vanguard | LifeStrategy Conservative Growth Fund | ** | 153,295 |
| * | Vanguard | LifeStrategy Growth Fund | ** | 672,293 |
| * | Vanguard | LifeStrategy Income Fund | ** | 72,864 |
| * | Vanguard | LifeStrategy Moderate Growth Fund | ** | 264,882 |
| * | Vanguard | Long Term Investment Grade | ** | 140,118 |
| * | Vanguard | Mid-Cap Index Fund | ** | 286,018 |
| * | Vanguard | Morgan Growth Fund | ** | 185,566 |
| * | Vanguard | Prime Money Market Fund | ** | 40,083 |
| * | Vanguard | PRIMECAP Fund | ** | 410,118 |
| * | Vanguard | REIT Index Fund | ** | 216,962 |
| * | Vanguard | Retirement Savings Trust | ** | 1,586,544 |
| * | Vanguard | Selected Value Fund | ** | 104,986 |
| * | Vanguard | Short Term Federal Fund | ** | 483 |
| * | Vanguard | Small-Cap Index Fund | ** | 559,122 |
| * | Vanguard | Strategic Equity Fund | ** | 180,315 |
| * | Vanguard | Total Bond Market Index Fund | ** | 511,406 |
| * | Vanguard | Total International Stock Index Fund | ** | 277,939 |
| * | Vanguard | Total Stock Market Index Fund | ** | 178,642 |
| * | Vanguard | U.S. Growth Fund | ** | 381,191 |
| * | Vanguard | Value Index Fund | ** | 80,582 |
| * | Vanguard | Wellesley Income Fund | ** | 334,318 |

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| | | | | |
|-------|----------------------|------------------------------------|-----|---------------|
| * | Vanguard | Wellington Fund | ** | 387,432 |
| * | Vanguard | Windsor II Fund | ** | 353,584 |
| * | Mettler-Toledo, Inc. | Mettler-Toledo Stock 3,376 shares | ** | 227,523 |
| * | Participant Loans | Various ranging from 4.1% to 8.25% | -0- | 113,936 |
| Total | | | | \$ 12,434,659 |

* Denotes party-in-interest

** Cost omitted for participant directed investments

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on the Plan's behalf by the undersigned hereunto duly authorized.

Date: June 23, 2009

METTLER-TOLEDO, INC.

**DEFINED CONTRIBUTION RETIREMENT SAVINGS
PLAN**

/s/ SHAWN P. VADALA

Shawn P. Vadala

Plan Administrator

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METTLER-TOLEDO, INC. DEFINED CONTRIBUTION RETIREMENT SAVINGS PLAN

ANNUAL REPORT ON FORM 11-K FOR FISCAL YEAR ENDED DECEMBER 31, 2008

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