

METTLER TOLEDO INTERNATIONAL INC/
Form DEFR14A
March 24, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant R

Filed by a Party other than the Registrant £

Check the appropriate box:

| | | |
|----------------------------|----------------------------|---|
| <input type="checkbox"/> £ | <input type="checkbox"/> R | Preliminary Proxy Statement |
| <input type="checkbox"/> £ | <input type="checkbox"/> R | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> £ | <input type="checkbox"/> R | Definitive Proxy Statement |
| <input type="checkbox"/> £ | <input type="checkbox"/> R | Definitive Additional Materials |
| <input type="checkbox"/> £ | <input type="checkbox"/> R | Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12 |

METTLER-TOLEDO INTERNATIONAL INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No Fee Required.

£ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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Explanatory Note Regarding Correction to Share Ownership Table in**Definitive Proxy Statement Filed March 17, 2014**

The sole purpose of this revision to the definitive proxy statement of Mettler-Toledo International Inc. filed March 17, 2014 (the “Proxy Statement”) is to correct an error in the presentation of the share ownership of Directors and Executive Officers on page 31 of the Proxy Statement.

The table in the “Share Ownership” section of the Proxy Statement, as it relates to Directors and Executive Officers, shows shares subject to *all* outstanding stock options. It should have shown such shares that are subject to stock options *exercisable* within 60 days of the record date, as described in footnote 2. As a result the table overstates each figure in the “Indirect Number,” “Total,” and “Percent” columns.

The table below displays the correct figures. The “Indirect Number” column displays the shares subject to stock options that are *exercisable* within 60 days of the record date for each individual and the “Total” and “Percent” columns reflect this change. No other changes are being made to the Proxy Statement.

| | Direct Number | Indirect(2) | Total | Percent |
|---|------------------|-------------|-----------|---------|
| Directors: | | | | |
| Robert F. Spoerry (3) | 370,190 | 227,243 | 597,433 | 2.0% |
| Wah-Hui Chu | 2,467 | 18,248 | 20,715 | * |
| Francis A. Contino (4) | 4,762 | 12,248 | 17,010 | * |
| Olivier A. Filliol | 16,279 | 468,818 | 485,097 | 1.6% |
| Michael A. Kelly | 1,067 | 12,248 | 13,315 | * |
| Martin D. Madaus | 1,867 | 7,548 | 9,415 | * |
| Hans Ulrich Maerki | 6,500 | 24,248 | 30,748 | * |
| George M. Milne | 4,667 | 24,248 | 28,915 | * |
| Thomas P. Salice (5) | 148,999 | 21,248 | 170,247 | * |
| Named Executive Officers: | | | | |
| Thomas Caratsch | 770 | 39,779 | 40,549 | * |
| William P. Donnelly (6) | 49,931 | 230,888 | 280,819 | * |
| Marc de la Guéronnière | 7,450 | 59,992 | 67,442 | * |
| Simon Kirk | 436 | 1,284 | 1,720 | * |
| All Directors and Executive Officers as a Group (17 persons): | 633,579 | 1,192,723 | 1,826,302 | 6.2% |

* The percentage of shares of common stock beneficially owned does not exceed one percent of the outstanding shares.

(1)

Calculations of percentage of beneficial ownership are based on 29,314,337 shares of common stock outstanding on March 10, 2014. Information regarding 5% shareholders is based solely on Schedule 13Gs filed by the holders. For the directors and officers, the calculations assume the exercise by each individual of all options for the purchase of common stock held by such individual that are exercisable within 60 days of the date hereof.

(2) Represents shares subject to stock options that are exercisable within 60 days.

Includes 346,826 shares held by Mr. Spoerry's children (with respect to which Mr. Spoerry retains a life interest,

(3) including full voting and dispositive control) and 17,777 shares held by Mr. Spoerry's spouse. Mr. Spoerry disclaims beneficial ownership for the shares held by his children and wife.

(4) Includes 4,163 shares held by Mr. Contino's family trust (with respect to which Mr. Contino retains beneficial ownership).

(5) Includes 20,311 shares held by a charitable trust and over which Mr. Salice shares voting and investment power with his spouse as trustees, and 80,000 shares owned by a limited liability company in which Mr. Salice has voting and investment power. Mr. Salice disclaims beneficial ownership of the shares held by the charitable trust and the limited liability company except to the extent of his pecuniary interests therein.

(6) Includes 3,478 shares held by Mr. Donnelly's children. Mr. Donnelly disclaims beneficial ownership for the shares held by his children.