

METTLER TOLEDO INTERNATIONAL INC/
Form POS AM
December 30, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 30, 2002

REGISTRATION NO. 333-31636

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

METTLER-TOLEDO INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation or
organization)

13-3668641
(I.R.S. Employer
Identification Number)

IM LANGACHER, P.O. BOX MT-100
CH 8606 GREIFENSEE
SWITZERLAND

(Address of Principal Executive Offices)

METTLER-TOLEDO, INC. ENHANCED RETIREMENT SAVINGS PLAN
(Full title of the plan)

DENNIS BRAUN
METTLER-TOLEDO INTERNATIONAL INC.
IM LANGACHER, P.O. BOX MT-100
CH 8606 GREIFENSEE
SWITZERLAND
011 411 944 2211

(Name, address, and telephone number of agent for service)

EXPLANATORY NOTE

Mettler-Toledo International Inc. (the "Registrant") previously filed a registration statement on Form S-8 (the "Prior Registration Statement") with the Securities and Exchange Commission (SEC File No. 333-31636) in connection with the registration of shares of common stock of Mettler-Toledo International Inc., par value \$.01 per share, to be offered under the Mettler Toledo Retirement Savings Plan (the "Plan"), and an indeterminate amount of interests to be offered pursuant to the Plan. The Plan was amended and restated by the Registrant effective July 1, 2002,

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except as otherwise provided therein, and the name of the Plan was changed to the Mettler-Toledo, Inc. Enhanced Retirement Savings Plan. The purpose of this Post-Effective Amendment No. 1 to Form S-8 is to file as an exhibit to the Prior Registration Statement a copy of the Mettler-Toledo, Inc. Enhanced Retirement Savings Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Item 8 is hereby amended to include the Mettler-Toledo, Inc. Enhanced Retirement Savings Plan as Exhibit 4.5.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Greifensee, Switzerland, on December 30, 2002.

Mettler-Toledo International Inc.

By: /s/ Dennis Braun

Dennis Braun
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Robert F. Spoerry* ----- Robert F. Spoerry	Chairman of the Board, President and Chief Executive Officer	December 30, 2002
/s/ Dennis Braun ----- Dennis Braun	Chief Financial Officer	December 30, 2002
/s/ Phillip Caldwell* ----- Phillip Caldwell	Director	December 30, 2002
/s/ ----- John T. Dickson	Director	December __, 2002
/s/ -----	Director	December __, 2002

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Philip H. Geier

/s/ Reginal H. Jones* Director December 30, 2002

Reginal H. Jones

/s/ Director December __, 2002

Hans Ulrich Maerki

/s/ John D. Macomber* Director December 30, 2002

John D. Macomber

/s/ George M. Milne* Director December 30, 2002

George M. Milne

/s/ Thomas P. Salice* Director December 30, 2002

Thomas P. Salice

*By /s/ James T. Bellerjeau

James T. Bellerjeau
Attorney-in-Fact

PLAN SIGNATURE

Pursuant to the requirements of the Securities Act, the administrator of the Mettler-Toledo, Inc. Enhanced Retirement Savings Plan has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on this 30th day of December, 2002.

METTLER-TOLEDO, INC. ENHANCED RETIREMENT SAVINGS PLAN

By /s/ Timothy J. Marker

Timothy J. Marker
Vice President, Human Resources

Index to Exhibits

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
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4.1	Specimen Form of the Registrant's Common Stock Certificate (filed as Exhibit 4.3 to the Registrant's Registration Statement, as amended (File No. 333-35597), on Form S-1 and incorporated by reference herein).
4.2	Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Annual

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Report on Form 10-K for the Fiscal Year Ending December 31, 1997 and incorporated by reference herein).

- 4.3 Amended By-Laws of the Registrant (filed as Exhibit 3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ending June 30, 2002 and incorporated by reference herein).
- 4.4* Mettler Toledo Retirement Savings Plan.
- 4.5** Mettler-Toledo, Inc. Enhanced Retirement Savings Plan.
- 23.1** Consent of PricewaterhouseCoopers AG.

* filed with the Prior Registration Statement

** filed herewith