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METTLER TOLEDO INTERNATIONAL INC/
 Form S-8
 February 16, 2001

As filed with the Securities and Exchange Commission on February 16, 2001

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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 International Inc.
 1997 Amended and Restated Stock Option Plan
 (Full title of the plans)

William P. Donnelly,
 Chief Financial Officer
 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)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, par value \$.01 per share	2,500,000 shares	\$48.77344	\$121,933,593.75	\$30,483.40

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- (1) Includes such additional number of shares as may be required in the event of a stock split, stock dividends or similar transaction in accordance with Rule 416(a) of the Securities Act of 1933.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) of the Securities Act of 1933 based upon the average of the high and low prices, as reported by the New York Stock Exchange on February 12, 2001, of the common stock, par value \$.01 per share (the "Common Stock"), of Mettler-Toledo International Inc.

EXPLANATORY NOTE

By a registration statement on Form S-8 filed with the Securities and Exchange Commission on May 14, 1998 (File No. 333-52661), Mettler-Toledo International Inc. (the "Registrant") registered 6,368,445 shares of Common Stock, reserved for issuance upon the exercise of options granted under the Mettler-Toledo International Inc. 1997 Amended and Restated Stock Option Plan (the "Plan").

This registration statement is being filed pursuant to Instruction E to Form S-8 to register 2,500,000 additional shares of Common Stock issuable upon the exercise of options granted under the Plan.

INCORPORATION OF CONTENTS OF
REGISTRATION STATEMENT BY REFERENCE

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this registration statement the contents of the Registrant's registration statement on Form S-8 (File No. 333-52661) and any post-effective amendments thereto.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel

Certain legal matters with respect to the validity of the Common Stock offered hereby have been passed upon for the Registrant by Fried, Frank, Harris, Shriver & Jacobson, London, England. Partners of the firm working on this matter own 1,504 shares of Common Stock.

Item 8. Exhibits

Exhibit No.	Description of Exhibit
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4.1*	Mettler-Toledo International Inc. 1997 Amended and Restated Stock Option Plan (as amended February 3, 2000).
5.1*	Opinion of Fried, Frank, Harris, Shriver & Jacobson as to the validity of the shares of Common Stock covered by this registration statement.
23.1	Consent of Fried, Frank, Harris, Shriver & Jacobson (included in Exhibit 5.1).

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- 23.2* Consent of PricewaterhouseCoopers, Independent Auditors.
- 24.1 Power of Attorney (included on the signature page included in this registration statement).

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on February 8, 2001.

Mettler-Toledo International Inc.

By: /s/ William P. Donnelly

William P. Donnelly
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That each of the undersigned officers and directors of Mettler-Toledo International Inc., a Delaware corporation, hereby constitutes and appoints Robert F. Spoerry, William P. Donnelly and James T. Bellerjeau, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement and any additional registration statements pursuant to Instruction E to Form S-8 and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and hereby ratifies, approves and confirms all that his said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date -----
/s/ Robert F. Spoerry ----- Robert F. Spoerry	Chairman of the Board, President and Chief Executive Officer	February 8, 2001
/s/ William P. Donnelly ----- William P. Donnelly	Chief Financial Officer	February 8, 2001
/s/ Phillip Caldwell ----- Phillip Caldwell	Director	February 8, 2001
/s/ John T. Dickson ----- John T. Dickson	Director	February 8, 2001
/s/ Reginald H. Jones ----- Reginald H. Jones	Director	February 8, 2001
/s/ John D. Macomber ----- John D. Macomber	Director	February 8, 2001
/s/ George M. Milne ----- George M. Milne	Director	February 8, 2001
/s/ Laurence Z.Y. Moh ----- Laurence Z.Y. Moh	Director	February 8, 2001
/s/ Thomas P. Salice ----- Thomas P. Salice	Director	February 8, 2001

Index to Exhibits

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