

METTLER TOLEDO INTERNATIONAL INC/
Form 10-Q/A
May 12, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR
THE QUARTERLY PERIOD ENDED MARCH 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR
THE TRANSITION PERIOD FROM _____ TO

Commission File Number 1-13595

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 No.)

Im Langacher, P.O. Box MT-100
CH 8606 Greifensee, Switzerland

(Address of principal executive offices)
(Zip Code)

+41-1-944-22-11

(Registrant's telephone number, including area code)

not applicable

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

The Registrant had 44,277,211 shares of Common Stock outstanding at March 31, 2004.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12 b-2 of the Exchange Act).

Yes No

**METTLER-TOLEDO INTERNATIONAL INC.
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EXPLANATORY NOTE

The Company is filing this Report on Form 10-Q/A to amend its Report on Form 10-Q for the quarterly period ended March 31, 2004. The amendment consists of the addition of the disclosure in Item 1 of Part I. No other changes have been made to the original Form 10-Q filed on May 10, 2004.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

The Company's independent auditors, PricewaterhouseCoopers AG, have not completed their review of the interim financial statements incorporated into this Form 10-Q/A.

The Company has received allegations from an employee. Based on the nature of the allegations and management's initial review, the Company believes the allegations are unfounded and, in any event, would not impact the Company's financial statements. However, as a matter of good corporate governance, the Company's Audit Committee decided to conduct an independent investigation of the allegations.

As a result, the Company has been advised by PricewaterhouseCoopers AG that professional standards will not allow them to complete their review of the interim financial statements until a review of the allegations has been concluded.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits
 - 31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002
 - 31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002
 - 32 Certification Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002

SIGNATURE

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 thereto duly authorized.

Mettler-Toledo
International Inc.

Date: May 11, 2004

By: /s/ Dennis W. Braun

Dennis W. Braun
Group Vice President and
Chief Financial Officer