

METTLER TOLEDO INTERNATIONAL INC/  
Form 11-K  
June 26, 2014  
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UNITED STATES  
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, 2013, 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, LLC  
ENHANCED RETIREMENT SAVINGS PLAN  
1900 POLARIS PARKWAY  
COLUMBUS, OHIO 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, LLC Enhanced Retirement Savings Plan  
Financial Statements and Supplemental Schedule  
December 31, 2013 and 2012  
with Report of Independent Registered Public Accounting Firm

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ENHANCED RETIREMENT SAVINGS PLAN  
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Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of  
Mettler-Toledo, LLC Enhanced Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits (modified cash basis) of Mettler-Toledo, LLC Enhanced Retirement Savings Plan (the Plan) as of December 31, 2013 and 2012, 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, LLC Enhanced Retirement Savings Plan as of December 31, 2013 and 2012, 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 26, 2014

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Mettler-Toledo, LLC Enhanced Retirement Savings Plan  
 Statements of Net Assets Available for Benefits (Modified Cash Basis)  
 As of December 31, 2013 and 2012

	2013		2012
Assets			
Investments at fair value	\$332,743,295		\$278,543,866
Participant loan receivables	4,592,905		4,783,220
Liabilities			
Due to broker for securities purchased	(100	)	(250 )
Net assets reflecting investments at fair value	337,336,100		283,326,836
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(1,376,792	)	(2,549,710 )
Net assets available for benefits	\$335,959,308		\$280,777,126

See accompanying notes to the financial statements.

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Mettler-Toledo, LLC Enhanced Retirement Savings Plan  
 Statements of Changes in Net Assets Available for Benefits (Modified Cash Basis)  
 For the Years Ended December 31, 2013 and 2012

	2013	2012
Investment Activity		
Dividends and interest	\$7,330,200	\$5,557,588
Net appreciation in fair value of investments	44,011,805	20,452,391
	51,342,005	26,009,979
Participant Loan Receivable Activity		
Interest	154,967	116,892
Contributions		
Employer	8,713,805	7,228,715
Participants' deferrals	13,313,150	11,011,366
Participants' rollovers	1,239,947	671,415
	23,266,902	18,911,496
Asset Transfer In	—	28,385,786
	74,763,874	73,424,153
Deductions		
Benefits paid to participants or beneficiaries	19,542,367	14,824,563
Administrative expenses	39,325	69,101
	19,581,692	14,893,664
Net increase in net assets	55,182,182	58,530,489
Net assets available for benefits, beginning of year	280,777,126	222,246,637
Net assets available for benefits, end of year	\$335,959,308	\$280,777,126

See accompanying notes to the financial statements.

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Mettler-Toledo, LLC Enhanced Retirement Savings Plan  
Notes to the Financial Statements  
For the Years Ended December 31, 2013 and 2012

1. Description of Plan

The following description of the Mettler-Toledo, LLC Enhanced 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

The Plan is a qualified defined contribution plan covering eligible employees of adopting units (wholly-owned subsidiaries) and a safe harbor 401(k)/401(m) plan under IRC 401(k)(12) and 401(m)(11). 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.

Mettler-Toledo, LLC (a wholly-owned subsidiary of Mettler-Toledo International Inc.) is both the Plan Sponsor and Administrator and is responsible for keeping accurate and complete records with regard to the Plan, informing participants of changes or amendments to the Plan, and ensuring that the Plan conforms to applicable laws and regulations. Vanguard Fiduciary Trust Company (VFTC) is the trustee and maintains the Plan assets.

Effective December 31, 2012, the Plan was amended to allow an eligible participant to participate in the Plan on the first day of a payroll period following the date the employee meets eligibility requirements and also to allow a participant to contribute up to 60% of pretax compensation, as defined by the Plan. Prior to the amendment, employees were allowed to contribute up to 50% of pretax compensation, as defined by the Plan.

Contributions

Each year, participants may contribute up to 60% of pretax annual compensation, as defined by the Plan. Participants who reach age 50 may elect to make catch-up contributions. Participants may also contribute rollover contributions representing distributions from other qualified plan. Forfeitures may be used by the Plan Sponsor to reduce future contributions and/or to pay reasonable Plan expenses.

The Plan Sponsor contributes:

Safe Harbor Matching Contributions - 100% of the first 3% of each participant's deferred compensation and 50% of the next 3% of each participant's deferred compensation. All participants who make pre-tax contributions are eligible for the matching contributions. There is no match for the participants' catch-up contributions.

Discretionary Contributions - Employees become eligible on the first day of the month following the one-year anniversary of employment. Participants must be employed on the last day of the Plan year to receive this discretionary contribution, with the exceptions of death, retirement, disability, or authorized leave.

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Mettler-Toledo, LLC Enhanced Retirement Savings Plan

Notes to the Financial Statements

For the Years Ended December 31, 2013 and 2012

**Special Contributions** - The amount was determined by a participant's eligible pay as of December 31, 2001, the number of years of service until the participant's normal retirement, as defined by the Plan, the number of years the participant worked with the Plan Sponsor and the level of the participant's benefits in the Mettler Toledo Retirement Plan. Employees became eligible if they were at least 45 years old and achieved 15 years of service with the Plan Sponsor as of December 31, 2001.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of the Plan Sponsor'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 funds' 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.

**Vesting**

Effective July 1, 2002, some units became immediately vested in the Plan. All other units continue to vest under the original vesting provisions. Participants are immediately vested in the Plan Sponsor's Safe Harbor Matching Contributions. Vesting in the Plan Sponsor's Discretionary Contributions and Special Contributions plus actual earnings thereon is based on whether the participant is employed at the end of the plan year.

**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 VFTC, or into a Vanguard Brokerage Option Account (VBO). The VBO is a self-directed program that allows participants to invest their account balances in mutual funds that are outside the current plan options. A participant may elect to transfer amounts between investment options as of any business day. Certain investment options offered within the VFTC may not be directly transferred to a VBO for a period of 90 days.

**Company Stock Fund**

The Plan invests in an employer stock fund consisting of Mettler-Toledo International Inc. Common Stock (Company Stock). The fund may also hold cash or cash equivalents as necessary to satisfy obligations of the fund.

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Mettler-Toledo, LLC Enhanced Retirement Savings Plan

Notes to the Financial Statements

For the Years Ended December 31, 2013 and 2012

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 the Plan Sponsor's contributions or pay Plan expenses. Participants may make a withdrawal during employment due to hardship as well as other allowable situations defined in the Plan document. Hardship 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).

Plan Mergers

Effective December 31, 2012, the Rainin Instrument Retirement Plan was merged into the Plan and participants became 100% vested in their accounts. In connection with the merger, all of the Rainin Instrument Retirement Plan assets in the amount of \$28,385,786, representing the account balances for all participants, were transferred into the Plan (see Note 9).

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 (U.S. GAAP). 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 and administrative expenses are recognized when paid.

Investment Valuation and Income Recognition

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 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. 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 Plan Sponsor and VFTC, the trustee invests trust assets at the direction of the plan participants. The trustee has reported to the Plan Sponsor 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



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Mettler-Toledo, LLC Enhanced Retirement Savings Plan

Notes to the Financial Statements

For the Years Ended December 31, 2013 and 2012

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 2013 and 2012. The Company stock fund is valued at its year-end unit closing price (comprised of year-end market price plus uninvested cash position). Realized and unrealized gains and losses are reflected as net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

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.

Participant Loan Receivables

Participant loan receivables are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recognized when received. 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. A loan is considered delinquent after 60 days of not receiving a payment. The Plan reviews delinquent loans on a quarterly basis. As of December 31, 2013 and 2012, no loans were considered delinquent.

Contributions

Participant and Plan Sponsor 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 Plan Sponsor's future contributions or pay Plan expenses. No forfeitures were used to pay Plan expenses in 2013 and \$32,252 of forfeitures were used in 2012. At December 31, 2013 and 2012, forfeited nonvested accounts totaled \$231 and \$6,221, respectively. Forfeitures of \$41,698 were used to pay employer contributions in 2013. No forfeitures were used to pay employer contributions in 2012.

Administrative Expenses

Fees for portfolio management of VFTC funds are paid directly from fund earnings. Recordkeeping fees are paid by the Plan Sponsor. Fees related to the administration of participant loan receivables are charged directly to the participant's account. Audit fees are either paid by the Plan Sponsor or from the forfeiture account. Should the Plan Sponsor elect not to pay all or part of such expenses, the trustee then pays these expenses from the Plan assets. Expenses are recognized when paid.



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Mettler-Toledo, LLC Enhanced Retirement Savings Plan

Notes to the Financial Statements

For the Years Ended December 31, 2013 and 2012

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 statements of net assets available for benefits.

3. Investments

The following investments represent 5% or more of net assets available for benefits at December 31, 2013 and 2012:

	2013	2012	
Investments at fair value			Partner
			Partner
			OrbiMed
			Advisors LLC
Eric A. Bittelman	Chief Financial Officer and Chief Compliance Officer	CFO/CCO OrbiMed Advisors LLC	

## Schedule II

The name and present principal occupation of each of the executive officers and directors of OrbiMed Capital GP II LLC are set forth below. Unless otherwise noted, each of these persons are United States citizens and have as their business address 767 Third Avenue, New York, NY 10017.

Name	Position with Reporting Person	Principal Occupation
Samuel D. Isaly	Managing Partner	Partner OrbiMed Capital GP II LLC
Michael Sheffery	Partner	Partner OrbiMed Capital GP II LLC
Carl L. Gordon	Partner	Partner OrbiMed Capital GP II LLC
Sven Borho German and Swedish Citizen	Partner	Partner OrbiMed Capital GP II LLC
Jonathan T. Silverstein	Partner	Partner OrbiMed Capital GP II LLC
W. Carter Neild	Partner	Partner OrbiMed Capital GP II LLC
Eric A. Bittelman	Chief Financial Officer and Chief Compliance Officer	CFO/CCO OrbiMed Capital GP II LLC

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EXHIBIT INDEX

Exhibit	Description	Page No.
A.	Joint Filing Agreement among OrbiMed Advisors LLC, OrbiMed Capital GP II LLC and Samuel D. Isaly	A-1

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