

METTLER TOLEDO INTERNATIONAL INC/
Form DEFA14A
April 21, 2015

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

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

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):

No Fee Required.

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

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Dear {xxxx}

Attached is our 2015 proxy statement which was mailed several weeks ago. I wanted to send a copy since we are seeking approval to amend our by-laws to adopt Delaware as the exclusive forum for certain legal disputes. Although they acknowledge the rationale for Delaware exclusive forum by-laws, the proxy advisors do not recommend a vote in favor of adopting them unless a company has *already been harmed* by shareholder litigation. We strongly disagree with their conclusion that the problem should be addressed only after it occurs. We wanted to address this topic directly with you as we feel strongly that the passage of this resolution is important to our company and beneficial for shareholders.

Pages 17 and 18 of the proxy outline the proposal in detail, but here are a couple of summary points:

This proposal helps us avoid inefficient and expensive litigation by ensuring multiple claims on the same subject are consolidated to one competent jurisdiction. We believe this can reduce our exposure to nuisance law suits.

While our company does not have a history of such disputes, we do not want to wait for harm to occur before acting. We believe it is important to be proactive in protecting the company and its value for shareholders.

Please do not hesitate to contact me if you have questions or need additional information.

Mary T. Finnegan

Mettler-Toledo International, Inc.

Treasurer / Investor Relations