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METTLER TOLEDO INTERNATIONAL INC/  
Form 8-K  
October 15, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15 (d) of  
the Securities Exchange Act of 1934

Date of Report: October 15, 2001

Mettler-Toledo International Inc.

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(Exact name of registrant as specified in its charter)

Delaware	1-13595	13-3668641
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

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

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(Address of principal executive offices)

Registrant's telephone number, including area code: 41-1-944-22-11

ITEM 5. OTHER MATTERS

On October 14, 2001, Mettler-Toledo International Inc., a Delaware corporation (the "Registrant"), announced that it had entered into a definitive agreement with Rainin Instrument Company, Inc., a Massachusetts corporation, Mr. Kenneth Rainin and Mettler-Toledo, Inc., a wholly owned subsidiary of the Registrant, whereby Mettler-Toledo, Inc. would acquire all of the issued and outstanding membership units of Rainin Instrument Company, LLC, a Delaware limited liability company for a cash purchase price of \$147,892,038 plus 3,388,132 shares of the Registrant's common stock, plus an additional contingent payment, if any, of up to \$60,000,000. Up to half of any additional contingent payment may be paid in shares of

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the Registrant's common stock and the remainder will be paid in cash. The acquisition is subject to certain customary closing conditions including receipt of antitrust and other regulatory approvals.

The press release issued by the Registrant on October 14, 2001 announcing the proposed acquisition is filed as Exhibit 99.1 hereto.

### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

#### A. FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED

At the time this Report on Form 8-K was filed with the Securities and Exchange Commission, it was impracticable to provide the required financial statements of Rainin Instrument Company, LLC. The required historical financial statements will be filed by amendment as soon as practicable in compliance with Item 7(a)(4) of Form 8-K.

#### B. PRO FORMA FINANCIAL INFORMATION

The Unaudited Pro Forma Combined Financial Statements required by this Item are included on pages 3 through 8 of this Form 8-K.

#### METTLER-TOLEDO INTERNATIONAL INC. UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

The Unaudited Pro Forma Combined Financial Statements have been prepared to give effect to the proposed acquisition of Rainin Instrument Company, LLC ("Rainin") by Mettler-Toledo International Inc. ("Mettler-Toledo" or the "Company") as of June 30, 2001 for the balance sheet, and for the beginning of the periods ended June 30, 2001 and December 31, 2000 for the respective statements of operations. The Rainin historical financial information was derived from unaudited financial information provided by the seller.

The pro forma data reflects adjustments directly related to the proposed acquisition, and does not include adjustments that may arise as a consequence of the acquisition. Accordingly, the Unaudited Pro Forma Combined Financial Statements do not purport to be indicative of what the Company's combined financial position or combined results of operations would actually have been had the proposed acquisition been completed on such date or the beginning of the periods indicated or to project the Company's combined results of operations for any future period.

The proposed acquisition has been accounted for under the purchase method of accounting. Under the purchase method of accounting, tangible and intangible assets acquired and liabilities assumed are recorded at their estimated fair values. The Company has accounted for these estimated fair values and related useful lives based primarily on a preliminary valuation by an independent third party which is subject to final valuation adjustments. The excess of the total acquisition purchase price over the net assets acquired is classified as goodwill and is not amortized in accordance with current generally accepted accounting principles.

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METTLER-TOLEDO INTERNATIONAL INC.  
 UNAUDITED PRO FORMA COMBINED BALANCE SHEET  
 AS OF JUNE 30, 2001  
 (IN THOUSANDS, EXCEPT PER SHARE DATA)

	HISTORICAL METTLER-TOLEDO	HISTORICAL RAININ	ASSETS NOT ACQUIRED FROM RAININ (
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 23,212	\$ 4,482	\$
Trade accounts receivable, less allowances	210,031	9,724	
Inventories, net	137,412	12,346	
Other current assets and prepaid expenses	40,636	279	
Total current assets	411,291	26,831	
Property, plant and equipment, net	182,988	8,025	(2,8
Excess of cost over net assets acquired, net	221,023	944	
Identified intangible assets			
Other assets	39,982	8,795	(8,2
Total assets	\$ 855,284	\$ 44,595	\$ (11,0
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Trade accounts payable	\$ 67,898	\$ 1,023	\$
Accrued and other liabilities	111,635	3,355	
Accrued compensation and related items	38,788	-	
Taxes payable	65,618	203	
Short-term borrowings and current maturities of long-term debt	49,930	-	
Total current liabilities	333,869	4,581	
Long term debt	200,493	-	
Non-current deferred taxes	22,939	-	
Other non-current liabilities	96,366	-	
Total liabilities	653,667	4,581	
Shareholders' equity:			
Preferred stock, \$0.01 par value per share; authorized 10,000,000 shares	-	-	
Common stock, \$0.01 par value per share; authorized 125,000,000 shares	400	-	
Additional paid-in capital	303,494	-	
Accumulated deficit	(47,127)	-	
Accumulated other comprehensive loss	(55,150)	-	

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Historical Rainin equity		40,014	(11,0
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Total shareholders' equity	201,617	40,014	(11,0
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Commitments and contingencies			
Total liabilities and shareholders' equity	\$ 855,284	\$ 44,595	\$ (11,0
	=====	=====	=====

The accompanying notes are an integral part of these pro forma combined financial statements.

METTLER-TOLEDO INTERNATIONAL INC.  
 UNAUDITED PRO FORMA COMBINED STATEMENT OF OPERATIONS  
 SIX MONTHS ENDED JUNE 30, 2001  
 (IN THOUSANDS, EXCEPT PER SHARE DATA)

	HISTORICAL METTLER-TOLEDO	HISTORICAL RAININ	PRO FORMA ADJUSTMENTS
Net sales	\$ 544,677	\$ 38,517	\$ (1,248)
Cost of sales	299,518	14,071	(517)
	-----	-----	-----
Gross profit	245,159	24,446	(986)
Research and development	30,310	1,621	-
Selling, general and administrative	144,124	10,347	(125)
			(189)
			200
			250
Amortization	6,237	-	1,537
Interest expense	9,346	-	4,485
Other charges, net	15,297	15	(200)
	-----	-----	-----
Earnings before taxes and minority interest	39,845	12,463	(6,944)
Provision for taxes	18,665	-	2,208
	-----	-----	-----
Net earnings	\$ 21,180	\$ 12,463	\$ (9,152)
	=====	=====	=====
Basic earnings per common share:			
Net earnings	\$ 0.53		
Weighted average number of common shares	39,914,687		3,388,132
Diluted earnings per common share:			
Net earnings	\$ 0.50		
Weighted average number of common shares	42,505,268		3,388,132

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METTLER-TOLEDO INTERNATIONAL INC.  
UNAUDITED PRO FORMA COMBINED STATEMENTS OF OPERATIONS  
YEAR ENDED DECEMBER 31, 2000  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	HISTORICAL METTLER-TOLEDO	HISTORICAL RAININ	PRO FORMA ADJUSTMENTS
Net sales	\$1,095,547	\$ 66,033	\$ (2,417) (f)
Cost of sales	600,185		(34) (e)