
**UNITED STATES
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 (Date of earliest event reported): July 27, 2017

Mettler-Toledo International Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

File No. 001-13595

(Commission File Number)

13-3668641

(IRS Employer Identification No.)

1900 Polaris Parkway

Columbus, OH

and

Im Langacher, P.O. Box MT-100

CH Greifensee, Switzerland

(Address of principal executive offices)

43240 and 8606

(Zip Code)

Registrant's telephone number, including area code: 1-614-438-4511 and +41-44-944-22-11

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13 (a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

The following information is furnished pursuant to Item 2.02, “Results of Operations and Financial Condition.” The information furnished in this Form 8-K and the Exhibit attached hereto shall not be treated as filed for purposes of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

On July 27, 2017 Mettler-Toledo International Inc. (“Mettler-Toledo”) issued a press release (the “Release”) setting forth its financial results for the three months and six months ended June 30, 2017. A copy of the Release is furnished hereto as Exhibit 99.1 to this report.

Non-GAAP Financial Measures

Mettler-Toledo supplements its U.S. GAAP results with non-GAAP financial measures. The principal non-GAAP financial measures Mettler-Toledo uses are Adjusted Earnings per Share, Adjusted Operating Income, Free Cash Flow and Local Currency Sales Growth.

Adjusted Earnings per Share

Mettler-Toledo defines Adjusted Earnings per Share as diluted earnings per common share excluding certain non-recurring discrete tax items, amortization of purchased intangible assets, net of tax, restructuring charges, net of tax and certain other one-time charges, net of tax. The most directly comparable U.S. GAAP financial measure is diluted earnings per common share.

Mettler-Toledo believes that Adjusted Earnings per Share is important supplemental information for investors. Mettler-Toledo uses this measure because it excludes certain non-recurring discrete tax items, amortization of purchased intangibles, net of tax, restructuring charges, net of tax and certain other one-time charges, net of tax, which management believes are not directly related to current and ongoing operations thereby providing investors with information that helps to compare ongoing operating performance.

Adjusted Earnings per Share is used in addition to and in conjunction with results presented in accordance with U.S. GAAP. Adjusted Earnings per Share is not intended to represent diluted earnings per common share under U.S. GAAP and should not be considered as an alternative to diluted earnings per common share as an indicator of Mettler-Toledo’s performance because of the following limitations.

Limitations of Mettler-Toledo’s non-GAAP measure, Adjusted Earnings per Share

Mettler-Toledo’s non-GAAP measure, Adjusted Earnings per Share, has certain material limitations as follows:

It does not include certain non-recurring discrete tax items, amortization expense of purchased intangibles, net of tax, restructuring charges, net of tax and certain other one-time charges, net of tax. Because non-recurring discrete tax items, amortization of purchased intangibles, restructuring charges and certain other one-time charges are components of diluted earnings per share under U.S. GAAP, any measure that excludes non-recurring discrete tax items, amortization of purchased intangibles, restructuring charges and certain other one-time charges, has material limitations.

Adjusted Operating Income

Mettler-Toledo defines Adjusted Operating Income as gross profit less research and development and selling, general and administrative expenses before amortization, interest, restructuring charges and other charges (income), net and taxes. The most directly comparable U.S. GAAP financial measure is earnings before taxes.

Mettler-Toledo believes that Adjusted Operating Income is important supplemental information for investors. Adjusted Operating Income is used internally as the principal profit measurement by its segments in their reporting to management. Mettler-Toledo uses this measure because it excludes amortization, interest, restructuring charges and other charges (income), net and taxes, which are not allocated to the segments.

On a consolidated basis, Mettler-Toledo also believes Adjusted Operating Income is an important supplemental method of measuring profitability. It is used internally by senior management for measuring profitability and setting performance targets for managers, and has historically been used as one of the means of publicly providing guidance on possible future results. Mettler-Toledo also believes that Adjusted Operating Income is an important performance measure because it provides a measure of comparability to other companies with different capital or legal structures, which accordingly may be subject to disparate interest rates and effective tax rates, and to companies which may incur different amortization expenses or impairment charges related to intangible assets.

Adjusted Operating Income is used in addition to and in conjunction with results presented in accordance with U.S. GAAP. Adjusted Operating Income is not intended to represent operating income under U.S. GAAP and should not be considered as an alternative to earnings before taxes as an indicator of Mettler-Toledo's performance because of the following limitations.

Limitations of Mettler-Toledo's non-GAAP measure, Adjusted Operating Income

Mettler-Toledo's non-GAAP measure, Adjusted Operating Income, has certain material limitations as follows:

- It does not include interest expense. Because Mettler-Toledo has borrowed money to finance some of its operations, interest is a necessary and ongoing part of its costs and has assisted Mettler-Toledo in generating revenue. Therefore any measure that excludes interest expense has material limitations.
- It excludes amortization expense. Because this item is recurring, any measure that excludes amortization expense has material limitations.
- It excludes other charges (income), net. Because other charges (income), net is a component of operating income under U.S. GAAP, any measure that excludes other charges (income), net, has material limitations.
- It excludes restructuring charges. Because restructuring charges are a component of operating income under U.S. GAAP, any measure that excludes restructuring charges, has material limitations.

Free Cash Flow

Mettler-Toledo defines Free Cash Flow as net cash provided by operating activities including proceeds from the sale of property, plant and equipment, less capital expenditures, and before restructuring payments. The most directly comparable U.S. GAAP financial measure is net cash provided by operating activities.

Mettler-Toledo believes Free Cash Flow is important supplemental information for investors. It is used internally by senior management for measuring operating cash flow generation and setting performance targets for managers, and has historically been used as one of the means of providing guidance on possible future cash flows.

Free Cash Flow is used in addition to and in conjunction with results presented in accordance with U.S. GAAP. Free Cash Flow is not intended to represent net cash provided by operating activities recorded under U.S. GAAP and should not be considered as an alternative to net cash provided by operating activities as an indicator of Mettler-Toledo's performance because of the following limitations.

Limitations of Mettler-Toledo's non-GAAP measure, Free Cash Flow

Mettler-Toledo's non-GAAP measure, Free Cash Flow, has certain material limitations as follows:

- It includes proceeds from the sale of property, plant and equipment and purchases of property, plant and equipment, which are not considered to be components of net cash provided by operating activities under U.S. GAAP. Therefore any measure that includes proceeds from the sale of property, plant and equipment and purchases of property, plant and equipment has material limitations.
- It excludes restructuring payments, which is considered to be a component of net cash provided by operating activities under U.S. GAAP. Therefore any measure that excludes these items has material limitations.

Local Currency Sales Growth

Mettler-Toledo defines Local Currency Sales Growth as sales growth excluding the effect of currency exchange rate fluctuations that result from translating activity outside of the United States into U.S. dollars. The most directly comparable U.S. GAAP financial measure is U.S. dollar sales growth.

Mettler-Toledo believes that Local Currency Sales Growth is important supplemental information for investors. Mettler-Toledo believes local currency information provides a helpful assessment of business performance and a useful measure of results between periods.

Local Currency Sales Growth is used in addition to and in conjunction with results presented in accordance with U.S. GAAP. Local Currency Sales Growth is not intended to represent U.S. dollar sales growth under U.S. GAAP and should not be considered as an alternative to U.S. dollar sales growth as an indicator of Mettler-Toledo's performance because of the following limitations.

Limitations of Mettler-Toledo's non-GAAP measure, Local Currency Sales Growth

Mettler-Toledo's non-GAAP measure, Local Currency Sales Growth, has certain material limitations as follows:

It does not include the effect of currency exchange rate fluctuations that result from translating activity outside of the United States into U.S. dollars. Because the effect of changes in foreign currency exchange rates is a component of U.S. dollar sales growth under U.S. GAAP, any measure that excludes the effect of changes in foreign currency exchange rates, has material limitations.

Adjusted Earnings per Share, Adjusted Operating Income, Free Cash Flow and Local Currency Sales Growth should not be relied upon to the exclusion of U.S. GAAP financial measures, but reflect additional measures of comparability and means of viewing aspects of Mettler-Toledo's operations that, when viewed together with its U.S. GAAP results and the accompanying reconciliations to net earnings, net cash provided by operating activities and diluted earnings per share, provide a more complete understanding of factors and trends affecting its business.

Because Adjusted Earnings per Share, Adjusted Operating Income, Free Cash Flow and Local Currency Sales Growth are not standardized, it may not be possible to compare with other companies' non-GAAP financial measures having the same or similar names. We strongly encourage investors to review our financial statements and publicly filed reports in their entirety and not to rely on any single financial measure.

The Release provides a reconciliation of Adjusted Earnings per Share, Adjusted Operating Income and Free Cash Flow to the most comparable financial measures recorded under U.S. GAAP. The Release also presents Local Currency Sales Growth in conjunction with its most comparable financial measure recorded under U.S. GAAP.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press release, dated July 27, 2017 issued by Mettler-Toledo International Inc.

SIGNATURES

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 hereunto duly authorized.

Dated: July 27, 2017

METTLER-TOLEDO INTERNATIONAL INC.

By: /s/ Shawn P. Vadala

Shawn P. Vadala

Chief Financial Officer

**METTLER-TOLEDO INTERNATIONAL INC. REPORTS
SECOND QUARTER 2017 RESULTS**

**-- Very Strong Sales Growth --
-- Further Margin Expansion and Excellent EPS Growth --**

COLUMBUS, Ohio, USA - July 27, 2017 - Mettler-Toledo International Inc. (NYSE: MTD) today announced second quarter results for 2017. Provided below are the highlights:

- Sales in local currency increased 10% in the quarter compared with the prior year. Reported sales increased 7% as currency reduced sales growth by 3% in the quarter.
- Net earnings per diluted share as reported (EPS) were \$3.84, compared with \$2.93 in the prior-year period. Adjusted EPS was \$3.92, an increase of 22% over the prior-year amount of \$3.22. Adjusted EPS is a non-GAAP measure and we have included a reconciliation to EPS on the last page of the attached schedules.

Second Quarter Results

Olivier Filliol, President and Chief Executive Officer, stated, "Sales growth in the quarter was very strong with excellent growth in Asia/Rest of World and the Americas. We continue to benefit from our productivity and margin initiatives which contributed to further margin expansion and excellent growth in EPS."

EPS in the quarter was \$3.84, compared with the prior-year amount of \$2.93. Adjusted EPS was \$3.92, an increase of 22% over the prior-year amount of \$3.22.

Sales were \$653.7 million, a 10% increase in local currency sales, compared with \$608.3 million in the prior-year quarter. Reported sales increased 7% as currency reduced sales growth by 3% in the quarter. As compared to the prior year, local currency sales increased 10% in the Americas, 4% in Europe and 15% in Asia / Rest of World. Adjusted operating income amounted to \$148.5 million, a 15% increase from the prior-year amount of \$129.1 million. Adjusted operating income is a non-GAAP measure, and a reconciliation to earnings before taxes is provided in the attached schedules.

Six Month Results

EPS for the six months was \$7.32, compared with the prior-year amount of \$5.32. Adjusted EPS was \$7.25, an increase of 28% over the prior-year amount of \$5.68.

Sales were \$1.248 billion, a 11% increase in local currency sales, compared with \$1.148 billion in the prior-year period. Reported sales increased 9%, as currency reduced sales growth by 2% in the period. As compared to the prior year, local currency sales increased 12% in the Americas, 8% in Europe and 12% in Asia/Rest of World. Adjusted operating income amounted to \$275.9 million, a 19% increase from the prior-year period amount of \$231.1 million. Adjusted operating income is a non-GAAP measure, and a reconciliation to earnings before taxes is provided in the attached schedules.

Outlook

The Company said that based on its assessment of market conditions today, management anticipates local currency sales growth in 2017 will be approximately 8%. This sales growth is expected to result in Adjusted EPS in the range of \$17.25 to \$17.35, an increase of 17%. This compares to previous guidance of Adjusted EPS in the range of \$16.95 to \$17.15.

For the third quarter 2017, local currency sales growth is expected to be approximately 5% and Adjusted EPS in the range of \$4.25 to \$4.30, an increase of 9% to 11%.

While the Company has provided an outlook for Adjusted EPS, it has not provided an outlook for EPS as it would require an estimate of non-recurring items, which are not yet known. The Company noted in making its outlook that economic uncertainty remains in certain regions of the world and market conditions are subject to change.

Conclusion

Filliol concluded, "Our operating results for the last several quarters have been excellent. Our Field Turbo investments, Spinnaker sales and marketing initiatives and new product launches are yielding tangible results and we continue to further our margin and productivity initiatives. We will face more challenging comparisons for the remainder of the year but with continued strong execution, we believe we can continue to gain share and deliver a strong performance in 2017."

Other Matters

The Company will host a conference call to discuss its quarterly results today (Thursday, July 27) at 4:30 p.m. Eastern Time. To hear a live webcast or replay of the call, visit the investor relations page on the Company's website at www.mt.com/investors. The presentation referenced in the conference call will be located on the website prior to the call.

METTLER TOLEDO (NYSE: MTD) is a leading global supplier of precision instruments and services. We have strong leadership positions in all businesses and believe we hold global number-one market positions in most of them. We are recognized as an innovation leader and our solutions are critical in key R&D, quality control, and manufacturing processes for customers in a wide range of industries including life sciences, food, and chemicals. Our sales and service network is one of the most extensive in the industry. Our products are sold in more than 140 countries and we have a direct presence in approximately 40 countries. With proven growth strategies and a focus on execution, we have achieved a long-term track record of strong financial performance. For more information, please visit www.mt.com.

Statements in this press release which are not historical facts constitute "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. These statements involve known and unknown risks, uncertainties and other factors that may cause our or our businesses' actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by any forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "potential" or "continue" or the negative of those terms or other comparable terminology. For a discussion of these risks and uncertainties, please see the discussion on forward-looking statements in our current report on Form 8-K to which this release has been furnished as an exhibit. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed under the captions "Factors affecting our future operating results" and in the "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of our annual report on Form 10-K for the most recently completed fiscal year, which describe risks and factors that could cause results to differ materially from those projected in those forward-looking statements.

METTLER-TOLEDO INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(amounts in thousands except share data)
(unaudited)

	Three months ended June 30, 2017	% of sales	Three months ended June 30, 2016	% of sales
Net sales	\$ 653,656 (a)	100.0	\$ 608,286	100.0
Cost of sales	278,739	42.6	260,710	42.9
Gross profit	374,917	57.4	347,576	57.1
Research and development	32,854	5.0	30,701	5.0
Selling, general and administrative	193,517	29.6	187,798	30.9
Amortization	10,249	1.6	8,655	1.4
Interest expense	8,171	1.3	6,872	1.1
Restructuring charges	4,023	0.6	2,205	0.4
Other charges (income), net	(744)	(0.1)	8,173	1.3
Earnings before taxes	126,847	19.4	103,172	17.0
Provision for taxes	25,267	3.9	23,584	3.9
Net earnings	\$ 101,580	15.5	\$ 79,588	13.1

Basic earnings per common share:

Net earnings	\$ 3.94	\$ 2.99
Weighted average number of common shares	25,751,374	26,631,015

Diluted earnings per common share:

Net earnings	\$ 3.84	\$ 2.93
Weighted average number of common and common equivalent shares	26,439,529	27,143,284

Note:

(a) Local currency sales increased 10% as compared to the same period in 2016.

RECONCILIATION OF EARNINGS BEFORE TAXES TO ADJUSTED OPERATING INCOME

	Three months ended June 30, 2017	% of sales	Three months ended June 30, 2016	% of sales
Earnings before taxes	\$ 126,847		\$ 103,172	
Amortization	10,249		8,655	
Interest expense	8,171		6,872	
Restructuring charges	4,023		2,205	
Other charges (income), net	(744)		8,173 (c)	
Adjusted operating income	\$ 148,546 (b)	22.7	\$ 129,077	21.2

Note:

(b) Adjusted operating income increased 15% as compared to the same period in 2016.

(c) Other charges (income), net included a one-time non-cash pension settlement charge of \$8.2 million relate to a lump sum settlement to former employees of our U.S. pension plan for the three months ended June 30, 2016.

METTLER-TOLEDO INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(amounts in thousands except share data)
(unaudited)

	Six months ended June 30, 2017	% of sales	Six months ended June 30, 2016	% of sales
Net sales	\$ 1,248,223 (a)	100.0	\$ 1,147,960	100.0
Cost of sales	530,406	42.5	500,477	43.6
Gross profit	717,817	57.5	647,483	56.4
Research and development	64,246	5.1	59,674	5.2
Selling, general and administrative	377,689	30.3	356,719	31.1
Amortization	20,294	1.6	17,079	1.5
Interest expense	15,912	1.3	13,452	1.2
Restructuring charges	5,455	0.4	3,085	0.2
Other charges (income), net	(6,474)	(0.5)	7,889	0.7
Earnings before taxes	240,695	19.3	189,585	16.5
Provision for taxes	46,649	3.8	44,323	3.8
Net earnings	\$ 194,046	15.5	\$ 145,262	12.7

Basic earnings per common share:

Net earnings	\$ 7.51	\$ 5.42
Weighted average number of common shares	25,841,243	26,781,154

Diluted earnings per common share:

Net earnings	\$ 7.32	\$ 5.32
Weighted average number of common and common equivalent shares	26,514,311	27,283,012

Note:

- (a) Local currency sales increased 11% as compared to the same period in 2016.

RECONCILIATION OF EARNINGS BEFORE TAXES TO ADJUSTED OPERATING INCOME

	Six months ended June 30, 2017	% of sales	Six months ended June 30, 2016	% of sales
Earnings before taxes	\$ 240,695		\$ 189,585	
Amortization	20,294		17,079	
Interest expense	15,912		13,452	
Restructuring charges	5,455		3,085	
Other charges (income), net	(6,474) (b)		7,889 (d)	
Adjusted operating income	\$ 275,882 (c)	22.1	\$ 231,090	20.1

Note:

- (b) Other charges (income), net included a one-time gain of \$3.4 million for the six months ended June 30, 2017 relating to the sale of a facility in Switzerland in connection with our initiative to consolidate certain Swiss operations into a new facility.
- (c) Adjusted operating income increased 19% as compared to the same period in 2016.
- (d) Other charges (income), net included a one-time non-cash pension settlement charge of \$8.2 million relate to a lump sum settlement to former employees of our U.S. pension plan for the six months ended June 30, 2016.

METTLER-TOLEDO INTERNATIONAL INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(amounts in thousands)
(unaudited)

	June 30, 2017	December 31, 2016
Cash and cash equivalents	\$ 146,334	\$ 158,674
Accounts receivable, net	448,098	454,988
Inventories	253,734	222,047
Other current assets and prepaid expenses	65,587	61,075
Total current assets	913,753	896,784
Property, plant and equipment, net	600,900	563,707
Goodwill and other intangible assets, net	647,891	643,433
Other non-current assets	85,406	62,853
Total assets	\$ 2,247,950	\$ 2,166,777
Short-term borrowings and maturities of long-term debt	\$ 21,608	\$ 18,974
Trade accounts payable	143,607	146,593
Accrued and other current liabilities	423,594	421,948
Total current liabilities	588,809	587,515
Long-term debt	947,781	875,056
Other non-current liabilities	249,441	269,263
Total liabilities	1,786,031	1,731,834
Shareholders' equity	461,919	434,943
Total liabilities and shareholders' equity	\$ 2,247,950	\$ 2,166,777

METTLER-TOLEDO INTERNATIONAL INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands)
(unaudited)

	Three months ended		Six months ended	
	June 30		June 30	
	2017	2016	2017	2016
Cash flow from operating activities:				
Net earnings	\$ 101,580	\$ 79,588	\$ 194,046	\$ 145,262
Adjustments to reconcile net earnings to net cash provided by operating activities:				
Depreciation	7,953	7,994	15,919	16,116
Amortization	10,249	8,655	20,294	17,079
Deferred tax benefit	(2,264)	(5,548)	(3,840)	(8,852)
Other	4,211	3,569	8,023	7,148
Gain on facility sale	—	—	(3,394)	—
Non-cash pension settlement charge	—	8,189	—	8,189
Increase (decrease) in cash resulting from changes in operating assets and liabilities	16,049	18,425	(25,671)	(22,565)
Net cash provided by operating activities	<u>137,778</u>	<u>120,872</u>	<u>205,377</u>	<u>162,377</u>
Cash flows from investing activities:				
Proceeds from sale of property, plant and equipment (a)	206	83	10,209	218
Purchase of property, plant and equipment	(27,514)	(14,510)	(48,529)	(28,858)
Acquisitions	(697)	-	(697)	(4,329)
Net hedging settlements on intercompany loans	(1,345)	(1,053)	(1,033)	1,075
Net cash used in investing activities	<u>(29,350)</u>	<u>(15,480)</u>	<u>(40,050)</u>	<u>(31,894)</u>
Cash flows from financing activities:				
Proceeds from borrowings	200,189	163,147	672,921	392,560
Repayments of borrowings	(205,281)	(145,217)	(615,162)	(269,684)
Proceeds from exercise of stock options	8,734	8,056	16,935	13,965
Repurchases of common stock	(124,952)	(124,997)	(249,949)	(249,997)
Other financing activities	(7,205)	(555)	(7,205)	(680)
Net cash used in financing activities	<u>(128,515)</u>	<u>(99,566)</u>	<u>(182,460)</u>	<u>(113,836)</u>
Effect of exchange rate changes on cash and cash equivalents	1,528	(1,775)	4,793	(888)
Net increase (decrease) in cash and cash equivalents	(18,559)	4,051	(12,340)	15,579
Cash and cash equivalents:				
Beginning of period	164,893	110,595	158,674	98,887
End of period	<u>\$ 146,334</u>	<u>\$ 114,646</u>	<u>\$ 146,334</u>	<u>\$ 114,646</u>

RECONCILIATION OF NET CASH PROVIDED BY OPERATING ACTIVITIES TO FREE CASH FLOW

Net cash provided by operating activities	\$ 137,778	\$ 120,872	\$ 205,377	\$ 162,377
Payments in respect of restructuring activities	2,748	2,461	5,326	4,302
Proceeds from sale of property, plant and equipment	206	83	10,209	218
Purchase of property, plant and equipment	<u>(27,514)</u>	<u>(14,510)</u>	<u>(48,529)</u>	<u>(28,858)</u>
Free cash flow	<u>\$ 113,218</u>	<u>\$ 108,906</u>	<u>\$ 172,383</u>	<u>\$ 138,039</u>

Notes:

(a) Proceeds from sale of property, plant and equipment included \$9.9 million relating to the sale of a facility in Switzerland in connection with our initiative to consolidate certain Swiss operations into a new facility for the six months ended June 30, 2017.

METTLER-TOLEDO INTERNATIONAL INC.
OTHER OPERATING STATISTICS

SALES GROWTH BY DESTINATION
(unaudited)

	Europe	Americas	Asia/RoW	Total
U.S. Dollar Sales Growth (Decrease)				
Three Months Ended June 30, 2017	1%	9%	13%	7%
Six Months Ended June 30, 2017	4%	11%	10%	9%
Local Currency Sales Growth (Decrease)				
Three Months Ended June 30, 2017	4%	10%	15%	10%
Six Months Ended June 30, 2017	8%	12%	12%	11%

RECONCILIATION OF DILUTED EPS AS REPORTED TO ADJUSTED DILUTED EPS
(unaudited)

	Three months ended			Six months ended		
	June 30			June 30		
	2017	2016	% Growth	2017	2016	% Growth
EPS as reported, diluted	\$ 3.84	\$ 2.93	31%	\$ 7.32	\$ 5.32	38%
Restructuring charges, net of tax	0.12 (a)	0.06 (a)		0.16 (a)	0.09 (a)	
Purchased intangible amortization, net of tax	0.06 (b)	0.04 (b)		0.11 (b)	0.08 (b)	
Income tax expense	(0.10) (c)	—		(0.24) (c)	—	
Gain on facility sale	— (d)	—		(0.10) (d)	—	
Non-cash pension settlement charge, net of tax	—	0.19 (e)		—	0.19 (e)	
Adjusted EPS, diluted	<u>\$ 3.92</u>	<u>\$ 3.22</u>	22%	<u>\$ 7.25</u>	<u>\$ 5.68</u>	28%

- Notes:
- (a) Represents the EPS impact of restructuring charges of \$4.0 million (\$3.1 million after tax) and \$2.2 million (\$1.7 million after tax) for the three months ended June 30, 2017 and 2016, and \$5.5 million (\$4.3 million after tax) and \$3.1 million (\$2.3 million after tax) for the six months ended June 30, 2017 and 2016, respectively, which primarily include employee related costs.
 - (b) Represents the EPS impact of purchased intangibles amortization, net of tax, of \$1.5 million and \$1.0 million for the three month periods ended June 30, 2017 and 2016, and \$3.0 million and \$2.1 million for the six months ended June 30, 2017 and 2016, respectively.
 - (c) Represents the EPS impact of the difference between our reported tax rate of 20% and 19% during the three and six months ending June 30, 2017 and our estimated annual income tax rate of 22% pertaining to excess tax benefits associated with stock option exercises.
 - (d) Represents the EPS impact of a one-time gain of \$3.4 million (\$2.7 million after tax) for the six months ended June 30, 2017 relating to the sale of a facility in Switzerland in connection with our initiative to consolidate certain Swiss operations into a new facility.
 - (e) Represents the EPS impact of a one-time non-cash pension settlement charge of \$8.2 million (\$5.1 million after tax) related to a lump sum settlement to former employees of our U.S. pension plan for the three and six months ended June 30, 2016.