
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):
February 25, 2008

MATTHEWS INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania	0-9115	25-0644320
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Two NorthShore Center, Pittsburgh, PA
(Address of principal executive offices)

15212-5851
(Zip Code)

Registrant's telephone number, including area code:

(412) 442-8200

Item 1.01 Entry into a Material Definitive Agreement

On February 25, 2008, Matthews International Corporation (“Matthews”) signed a definitive agreement for the purchase of a 78% ownership interest in Saueressig GmbH & Co. KG (“Saueressig”). Saueressig, headquartered in Vreden, Germany is a leading European provider of pre-press services and gravure printing forms. Saueressig has manufacturing operations in Germany, Poland, England and Jordan, and sells its products and services principally within Europe. The acquisition is designed to expand Matthews’ products and services in the global graphics imaging market.

The purchase price for Matthews to acquire the 78% ownership interest will be approximately €76 million (U.S.\$110 million) on a cash-free, debt-free basis. Kilian Saueressig, President of Saueressig, will maintain a 22% interest in Saueressig following the transaction. Saueressig reported revenues of approximately €90 million (U.S.\$130 million) in calendar 2007 and has approximately 900 employees.

The transaction, which is subject to regulatory approval in Germany, is expected to close during Matthews’ 2008 third fiscal quarter.

A copy of the press release announcing the acquisition is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release, dated February 25, 2008, issued by Matthews International Corporation.

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.

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

By Steven F. Nicola

Steven F. Nicola
Chief Financial Officer,
Secretary and Treasurer

February 26, 2008

February 25, 2008

Nicola
Secretary & Treasurer
8262

Steven F.
CFO,
412:442-

**MATTHEWS INTERNATIONAL CORPORATION
SIGNS DEFINITIVE AGREEMENT FOR THE PURCHASE OF A MAJORITY INTEREST IN SAUERESSIG
GMBH & CO. KG**

PITTSBURGH, PA, February 25, 2008 -- Matthews International Corporation (NASDAQ NMS: MATW) today announced that the Company has signed a definitive agreement for the purchase of a 78% ownership interest in Saueressig GmbH & Co. KG ("Saueressig"). Saueressig is a leading European provider of pre-press services and gravure printing forms. Saueressig is headquartered in Vreden, Germany and has manufacturing operations in Germany, Poland, England and Jordan. Its products and services are sold principally within Europe. The acquisition is designed to expand Matthews' products and services in the global graphics imaging market.

Joseph C. Bartolacci, President and Chief Executive Officer of Matthews, stated, "The combination of our existing Graphics businesses and Saueressig will increase our international presence and provide a framework for continued growth in the global graphics industry."

Franz J. Schwarz, Matthews' President, Graphics Europe, stated, "Saueressig is a highly respected company in the European graphics market and enjoys an outstanding reputation with its customers. In addition, Saueressig brings new capabilities to Matthews, particularly in gravure printing technology, which will result in a broader product offering to our customers."

Kilian Saueressig, President of Saueressig, stated, "We are excited about the opportunity to become part of the Matthews' group. Matthews has an excellent reputation in Europe and I expect the combination of our businesses will provide a good platform for growth in current and new global markets." Mr. Saueressig will maintain a 22% ownership interest in Saueressig following the transaction.

The purchase price for Matthews to acquire a 78% ownership interest in Saueressig will be approximately €76 million (U.S.\$110 million) on a cash-free, debt-free basis. Other terms of the acquisition were not immediately disclosed. Saueressig reported sales of approximately €90 million (U.S.\$130 million) in calendar 2007 and has approximately 900 employees.

The transaction, which is subject to regulatory approval in Germany, is expected to close during Matthews' 2008 third fiscal quarter.

Matthews International Corporation, headquartered in Pittsburgh, Pennsylvania, is a designer, manufacturer and marketer principally of memorialization products and brand solutions. Memorialization products consist primarily of bronze memorials and other memorialization products, caskets and cremation equipment for the cemetery and funeral home industries. Brand solutions include graphics imaging products and services, marking products, and merchandising solutions. The Company's products and services include cast bronze memorials and other memorialization products; caskets; cast and etched architectural products; cremation equipment and cremation-related products; mausoleums; brand management; printing plates, pre-press services and imaging services for the primary packaging and corrugated industries; marking and coding equipment and consumables, and industrial automation products for identifying, tracking and conveying various consumer and industrial products, components and packaging containers; and merchandising display systems and marketing and design services.
