

MIDDLEBY CORP  
Form 8-K  
February 28, 2008

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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 27, 2008**

**THE MIDDLEBY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

|  |                             |   |
|--|-----------------------------|---|
| <b>Delaware</b>                                      | <b>1-9973</b>               | <b>36-3352497</b>                       |
| (State or Other Jurisdiction<br>of Incorporation)    | (Commission<br>File Number) | (IRS Employer<br>Identification<br>No.) |
| <b>1400 Toastmaster Drive, Elgin, Illinois</b>       | <b>60120</b>                |   |
| (Address of Principal Executive Offices)             | (Zip Code)                  |   |
| <b>(847) 741-3300</b>                                |                             |   |
| (Registrant's telephone number, including area code) |                             |   |

**N/A**

(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))

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**Item 2.02 Results of Operations and Financial Condition.**

On February 27, 2008, The Middleby Corporation (the "Company") issued a press release announcing its financial results for the quarter ended December 28, 2007. A copy of that press release is furnished as Exhibit 99.1 and incorporated herein by reference.

The information furnished pursuant to Item 2.02 of this Current Report on Form 8-K (including the exhibit hereto) shall not be considered "filed" under the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, unless the Company expressly sets forth in such future filing that such information is to be considered "filed" or incorporated by reference therein.

**Item 9.01 Financial Statements and Exhibits.**

(c) **Exhibits.**

**Exhibit No. Description**

Exhibit 99.1 The Middleby Corporation press release dated February 27, 2008

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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.

THE MIDDLEBY  
CORPORATION

Date: February 27, 2008 By: /s/ Timothy J. FitzGerald

Timothy J. FitzGerald

Vice President and

Chief Financial Officer

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**Exhibit Index**

**Exhibit No.      Description**

Exhibit 99.1      The Middleby Corporation press release dated February 27, 2008