

MIDDLEBY CORP  
Form 8-K  
September 19, 2011

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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): September 16, 2011

THE MIDDLEBY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Delaware                                          | 1-9973                   | 36-3352497                           |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer Identification<br>No.) |

|                                          |            |
|------------------------------------------|------------|
| 1400 Toastmaster Drive, Elgin, Illinois  | 60120      |
| (Address of Principal Executive Offices) | (Zip Code) |

(847) 741-3300  
(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))



Item 8.01 Other Events.

On September 16, 2011, The Middleby Corporation (the “Company”) entered into a written trading plan under Rule 10b5-1 under the Securities Exchange Act of 1934 (the “Plan”) with a broker to facilitate the purchase of its common stock. Adopting a trading plan in accordance with the guidelines of Rule 10b5-1 allows a company to repurchase its shares at times when it might otherwise be prevented from doing so due to self-imposed blackout periods or pursuant to insider trading laws.

The shares to be repurchased under the Plan would be part of the Company’s previously announced share repurchase program. The timing and extent of the repurchases are subject to SEC regulations as well as certain price, market volume and timing constraints specified in the Plan. The Company may terminate the Plan and may enter into similar arrangements in the future. The Plan does not require that any shares be purchased, and there can be no assurance that any shares will be purchased under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MIDDLEBY CORPORATION

Dated: September 19, 2011

By: /s/ Timothy J. FitzGerald  
Timothy J. FitzGerald  
Vice President and Chief Financial Officer