

MIDDLEBY CORP  
Form 8-K  
December 31, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 31, 2007

THE MIDDLEBY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

|   |                                    |  |
|---|------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation)                       | 1-9973<br>(Commission File Number) | 36-3352497<br>(IRS Employer<br>Identification No.) |
| 1400 Toastmaster Drive, Elgin, Illinois<br>(Address of Principal Executive Offices) |                                    | 60120<br>(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 7.01 Regulation FD Disclosure.

On December 31, 2007, The Middleby Corporation issued a press release announcing it had completed its acquisition of New Star International Holdings, Inc. A copy of that press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished pursuant to 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.

(d) Exhibits.

| Exhibit | Description |
|---------|-------------|
|---------|-------------|

|         |  |
|---------|--|
| No.     |  |
| Exhibit | Press release dated December 31, 2007 of The Middleby Corporation. |
| 99.1    |  |

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: December 31, 2007

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

Exhibit Index

| Exhibit<br>No. | Description |
|----------------|-------------|
|----------------|-------------|

|      |  |
|------|--|
| 99.1 | Press release dated December 31, 2007 of The Middleby Corporation. |
|------|--|