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MIDDLEBY CORP
Form 8-K
June 09, 2005

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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): June 9, 2005

THE MIDDLEBY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

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

| | |
|---|---------------------|
| 1400 Toastmaster Drive, Elgin, Illinois (Address of Principal Executive Offices) | 60120 (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 1.01 Entry Into A Material Definitive Agreement.

The Middleby Corporation (the "Company") has entered into a letter agreement, dated June 9, 2005 (the "Letter Agreement"), with A. Don Lummus ("Mr. Lummus"), a former member of the Company's board of directors, in connection with the payment of benefits to Mr. Lummus under the Company's Retirement Plan for Independent Directors.

A copy of the Letter Agreement is attached hereto as Exhibit 10.1. The description of the Letter Agreement in this Current Report on Form

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8-K is qualified in its entirety by reference to the complete copy of the agreement attached hereto as an exhibit.

ITEM 9.01. Financial Statements and Exhibits.
(c) Exhibits.

| Exhibit No. | Description |
|--------------|--|
| ----- | ----- |
| Exhibit 10.1 | Letter Agreement, dated June 9, 2005, by and between The Middleby Corporation and A. Don Lummus. |

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

Dated: June 9, 2005

By: /s/ Timothy J. FitzGerald

Timothy J. FitzGerald
Vice President and Chief Financial Officer

| Exhibit No. | Description |
|--------------|--|
| ----- | ----- |
| Exhibit 10.1 | Letter Agreement, dated June 9, 2005, by and between The Middleby Corporation and A. Don Lummus. |