



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

On August 8, 2012, The Middleby Corporation (the "Company") issued a press release announcing its financial results for the second quarter ended June 30, 2012. 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**

| <b>Exhibit No.</b> | <b>Description</b> |
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| Exhibit 99.1 | The Middleby Corporation press release dated August 8, 2012. |
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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: August 8, 2012      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 August 8, 2012.