

**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): January 12, 2024**

**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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Trading Symbol(s)</b>	<b>Name of Each Exchange on Which Registered</b>
Common Stock	MIDD	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

On January 12, 2024, the Board of Directors (the “Board”) of The Middleby Corporation (the “Company”) increased the size of the Board from seven (7) to nine (9) directors and appointed Tejas P. Shah and Steven R. Scherger as directors of the Company to fill the vacancies so created. As of the date of this Current Report on Form 8-K, the Board has not determined Mr. Shah’s and Mr. Scherger’s Board committee assignments. In accordance with Instruction 2 to Item 5.02 of Form 8-K, the Company intends to file an amendment to this Current Report on Form 8-K if and when such information is available.

Each of Mr. Shah and Mr. Scherger will participate in the compensation arrangements for nonemployee members of the Board described in the Definitive Proxy Statement of the Company filed with the Securities and Exchange Commission on March 31, 2023, which currently consists of an annual cash retainer and an annual grant of restricted stock units.

There are no arrangements or understandings between Mr. Shah or Mr. Scherger and any other person pursuant to which Mr. Shah and Mr. Scherger were selected as directors. Mr. Shah and Mr. Scherger are not participants in any related party transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On January 16, 2024, the Company issued a press release regarding the appointment of Mr. Shah and Mr. Scherger. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated January 16, 2024, issued by The Middleby Corporation.</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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: January 16, 2024

By: /s/ Bryan E. Mittelman

Bryan E. Mittelman  
Chief Financial Officer



1400 Toastmaster Drive, Elgin, Illinois 60120 • (847) 741-3300 [www.middleby.com](http://www.middleby.com)

### **Middleby Appoints Stephen Scherger and Tejas Shah to its Board of Directors**

Elgin, Ill., January 16, 2024 – The Middleby Corporation (NASDAQ: MIDD) today announced the expansion of its Board of Directors with the appointment of Stephen Scherger and Tejas Shah.

Mr. Scherger is Chief Financial Officer of Graphic Packaging Holding Company with extensive business expertise in audit, acquisitions, distribution, and capital strategies. Mr. Shah is Global Chief Information Officer of Fluence Energy and brings a deep knowledge of cybersecurity and IoT to the Middleby Board along with proven success in implementing business-to-business and business-to-consumer strategies.

“Steve and Tejas bring deep experience to the Middleby Board, expanding our proficiencies in risk management, cybersecurity, innovation, acquisitions and ESG matters,” said Tim FitzGerald, Middleby CEO. “Adding their perspectives to the Middleby Board will greatly enhance our ability to strategically grow and expand our business. With the deep and diverse expertise Steve and Tejas bring to Middleby, I am confident they will make an immediate contribution to our future success.”

“As Middleby expands globally, our strategic long-term objectives include growing through the internal development of innovation for our customers and adding new technologies through acquisitions. The experience Steve and Tejas bring to our Board will support us in these and other ongoing strategic endeavors,” Mr. FitzGerald continued.

Stephen Scherger is CFO of Graphic Packaging Holding Company, a position he has held since 2015. Under his leadership in this role the company has grown from \$4 to \$10 billion in revenues driven by above market organic growth and 20 completed acquisitions. His knowledge of global consumer packaging, including packaging of food for shared customers in the retail and restaurant industries, will be highly beneficial to Middleby. Prior to joining Graphic Packaging in 2012, Mr. Scherger spent 26 years in business and finance leadership positions with MeadWestvaco Corporation. He holds a B.S. in Business Administration with a concentration in Accounting from Bowling Green State University and has an MBA in Finance from the University of Cincinnati.

Tejas Shah is currently the Global CIO of Fluence Energy, Inc. where he is responsible for leading digital transformation, cybersecurity, and global corporate engineering. Before Fluence Energy he successfully launched new solutions into the marketplace, which broadened his experience in supply chain, finance, engineering, sales, and marketing. Mr. Shah brings experience in consumer product connectivity to his new role which is highly complementary to current Middleby technology pursuits. His experience with advanced energy management will be highly relevant as Middleby continues to develop customer solutions in electrification and decreased energy usage. Mr. Shah holds a B.S. from Gujarat University, India, is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and received his MBA from Silicon Valley University.

“The addition of Steve and Tejas reflects our commitment to evolve and strengthen the Middleby Board which will support our continued growth and the future strategic direction of the company. We embarked upon an extensive process and reviewed a broad array of highly qualified candidates with a goal to enrich the Board of Directors. The distinct expertise and knowledge that both Steve and Tejas bring to Middleby will benefit our employees, customers, and shareholders,” said Gordon O’Brien, Middleby Board Chairman.

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Egon Zehnder was engaged to facilitate the process with the Nominating Committee and the Board.

**About The Middleby Corporation**

The Middleby Corporation is a global leader in the foodservice industry. The company develops and manufactures a broad line of solutions used in commercial foodservice, food processing, and residential kitchens. Supporting the company's pursuit of the most sophisticated innovation, the state-of-the-art Middleby Innovation Kitchens and Middleby Residential Showrooms showcase and demonstrate the most advanced Middleby brand solutions. In 2022 Middleby was named a World's Best Employer by Forbes and is a proud philanthropic partner to organizations addressing food insecurity. For more information about The Middleby Corporation and the company brands, please visit [www.middleby.com](http://www.middleby.com).

Contact: Darcy Bretz, Vice President of Corporate Communications, [dbretz@middleby.com](mailto:dbretz@middleby.com).