

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 7, 2005

THE MIDDLEBY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Commission File No. 1-9973

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

36-3352497

(I.R.S. Employer  
Identification No.)

1400 Toastmaster Drive, Elgin, Illinois

60120

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone No., Including Area Code (847) 741-3300

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 January 7, 2005 The Middleby Corporation issued a press release announcing the acquisition of the assets of Nu-Vu Food Service Systems division from Win-Holt Equipment Corporation. A copy of the press release, attached hereto as Exhibit 99.1, is being furnished pursuant to Regulation FD and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

99.1 Press Release issued by The Middleby Corporation dated January 7, 2005 (furnished pursuant to Item 7.01).

- 1 -

SIGNATURE  
-----

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 thereunto duly authorized.

THE MIDDLEBY CORPORATION  
-----  
(Registrant)

Date January 7, 2005  
-----

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

- 2 -

Exhibit No. -----	Description -----
Exhibit 99.1	Press Release issued by The Middleby Corporation dated January 7, 2005.

- 3 -

## The Middleby Corporation Acquires Nu-Vu Food Service Systems

ELGIN, Ill.--(BUSINESS WIRE)--Jan. 7, 2005--The Middleby Corporation (NASDAQ:MIDD) today announced the acquisition of the assets of Nu-Vu Food Service Systems division ("Nu-Vu") from Win-Holt Equipment Corporation for \$12 million in cash. The acquired division manufactures baking ovens under the Nu-Vu brand and holding cabinets under its Wilder brand. The company's core products represent approximately \$10 million in annual sales.

"The addition of Nu-Vu puts Middleby in a strong position to capitalize on the fast-growing trend of on-premise baking" said Chairman, President and Chief Executive Selim A. Bassoul.

Nu-Vu's current customer base includes SUBWAY(R), the world's largest sandwich chain and one of the most successful restaurant concepts. Other customers of Nu-Vu, which manufactures its products in Menominee, Michigan, include casual dining and fast-casual restaurants.

"By leveraging the strength of Middleby's global distribution channels and current relationships with restaurant chain customers, we will be able to introduce Nu-Vu and Wilder products to a broader audience," added Bassoul.

Statements in this press release or otherwise attributable to the Company regarding the Company's business which are not historical fact are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company cautions investors that such statements are estimates of future performance and are highly dependent upon a variety of important factors that could cause actual results to differ materially from such statements. Such factors include variability in financing costs; quarterly variations in operating results; dependence on key customers; international exposure; foreign exchange and political risks affecting international sales; changing market conditions; the impact of competitive products and pricing; the timely development and market acceptance of the Company's products; the availability and cost of raw materials; and other risks detailed herein and from time-to-time in the Company's SEC filings.

The Middleby Corporation is a global leader in the foodservice equipment industry. The company develops, manufactures, markets and services a broad line of equipment used for cooking and food preparation in commercial and institutional kitchens and restaurants throughout the world. The company's leading equipment brands include Blodgett(R), Blodgett Combi(R), Blodgett Range(R), CTX(R), MagiKitch'n(R), Middleby Marshall(R), Pitco Frialator(R), Southbend(R), and Toastmaster(R). Middleby's international subsidiary, Middleby Worldwide, is a leading exporter and distributor of foodservice and the Middleby Philippines Corporation, is a leading supplier of specialty equipment in the Asian markets. In 2004 The Middleby Corporation was ranked #12 on Forbes 200 Best Small Companies; #11 on the FORTUNE Fastest Growing Companies list and #56 on the BusinessWeek Hot Growth Companies.

For further information about The Middleby Corporation, visit [www.middleby.com](http://www.middleby.com).

CONTACT: The Middleby Corporation  
Darcy Bretz, 847-429-7756