
**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, 2012**

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))
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Item 7.01 Regulation FD Disclosure.

On December 31, 2012, The Middleby Corporation (the “Company”) issued a press release announcing its completion of the acquisition of Viking Range Corporation. A copy of that press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the presentation slides to be used by the Company in connection with its January 2, 2013 investor call described in the press release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference. These presentation slides are also available on the Company’s website under “Investor Relations” at www.middleby.com.

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 No.	Description
Exhibit 99.1	Press release dated December 31, 2012 of The Middleby Corporation.
Exhibit 99.2	The Middleby Corporation Investor Presentation dated January 2, 2013.

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: January 1, 2013

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

Exhibit Index

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THE MIDDLEBY CORPORATION

1400 Toastmaster Drive, Elgin, Illinois 60120 • (847) 741-3300

The Middleby Corporation Acquires Viking Range Corporation

December 31, 2012 (Elgin, Ill.) — The Middleby Corporation (NASDAQ: MIDD) today announced the acquisition of Viking Range Corporation (“Viking”) for \$380 million in cash.

Viking is a leading manufacturer of premium residential cooking ranges, ovens and kitchen appliances. Headquartered in Greenwood, Mississippi, Viking has approximately \$200 million in annual revenues.

“This acquisition strategically positions Middleby as a leading manufacturer in the sector with a top brand,” said Selim A. Bassoul, Chairman and CEO of the Middleby Corporation. “The acquisition of Viking allows us to integrate our own patented technologies that will have a huge appeal to consumers for their residential kitchens. These technologies include speed cooking, induction and truevection.”

Bassoul also highlights the synergies between the current Middleby brands TurboChef, Jade and MagiKitch’n, all of which have residential platforms that will integrate well with Viking. “We are combining leading commercial cooking companies with a leading residential cooking company. We are so excited to take what we’ve learned from the professional chef and bring it to the residential chef,” he continued.

“Together we have deep experience in the design and manufacture of ranges, ovens and cooktops, and through combined efforts we will be able to achieve meaningful cost reductions and production efficiencies, while improving the design and performance of the ranges and ovens,” Bassoul added.

“Our goal is to expand this new residential platform using the same strategy in which we have successfully developed our commercial foodservice and food processing businesses,” Bassoul continued. “This expansion would include growth through future acquisitions, new product introductions and leveraging the current Middleby global sales, service and distribution infrastructure to introduce Viking products in emerging markets.”

Conference Call

A conference call has been scheduled for 10:30 a.m. ET on January 2, 2013 to discuss the Viking acquisition. Participants are asked to dial (866) 200-6965 and enter PIN 78860019#. Materials related to the acquisition will be posted to the Middleby website at www.middleby.com in advance of the call.

A playback will be available approximately one hour after the call by dialing 1-866-206-0173 and entering 278901#.

About The Middleby Corporation

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 commercial food cooking, preparation and processing. The company's leading equipment brands serving the commercial foodservice industry include Anets®, Beech®, Blodgett®, Blodgett Combi®, Blodgett Range®, Bloomfield®, Britannia®, Carter Hoffmann®, CookTek®, CTX®, Doyon®, frifri®, Giga®, Holman®, Houno®, IMC®, Jade®, Lang®, Lincat®, MagiKitch'n®, Middleby Marshall®, Nieco®, Nu-Vu®, PerfectFry®, Pitco Frialator®, Southbend®, Star®, Toastmaster®, TurboChef® and Wells®. The company's leading equipment brands serving the food processing industry include Alkar®, Armor Inox®, Auto-Bake®, Baker Thermal Solutions® (formerly known as Turkington), Cozzini®, Danfotech®, Drake®, Maurer-Atmos®, MP Equipment® RapidPak® and Stewart®. The company's leading brands serving the residential kitchen market include Jade®, Turbochef®, and Viking®. The Middleby Corporation has been recognized by Forbes Magazine as one of the Best Small Companies every year since 2005, most recently in October 2012.

For more information about The Middleby Corporation and the company brands, please visit www.middleby.com

Contact: Darcy Bretz (847) 429-7756

Tim FitzGerald (847) 429-7744



Viking Acquisition Overview
January 2, 2013





Statements made in this presentation 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, but are not limited to, the risks that Middleby and Viking businesses will not be integrated successfully; the risk that Middleby and Viking will not realize synergies relating to the transaction; disruption from the transaction making it more difficult to maintain relationships with customers, employees, distributors or suppliers; the level of end market activity in Middleby's and Viking's commercial and residential markets; unpredictable difficulties or delays in the development of new product technology; results of pending and future litigation; access to capital; actions of domestic and foreign governments; 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 and related market conditions; 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.

Compelling Strategic Rationale

- Leading Brand in Residential Cooking and Kitchen Equipment
- New Platform with Significant Growth Opportunities
 - Estimated premium/luxury market >\$1 billion
- Synergies with Middleby's commercial foodservice business
- Positioned for Growth
 - Improvement in residential market
 - Introduction of new products and technologies
- State of the art manufacturing capabilities with significant excess capacity
 - Support significant organic growth
 - Leverage as acquisition platform



Financial Overview

- Purchase price
 - \$380 million
 - All cash funded at close
 - No contingent or deferred payments
- Viking Financial Highlights
 - Current approximate Net Assets \$50 million
 - Current approximate annual revenues \$200 million
 - Current run rate EBITDA 10% - 12%
 - Peak 2006/2007 revenues of approximately \$400 million and EBITDA of \$60 million
- Transaction Financing:
 - Funded under \$1 billion revolving credit facility
 - Total borrowing post-transaction approximately \$660 million
 - Post transaction approximately 2.9x debt/ebitda leverage
 - Financing cost Libor +225 bps
- Tax Attributes
 - 338h(10) election
 - Intangible assets are tax deductible
 - Approximate tax deduction in excess of \$100 million over 15 years



First introduced in 1987 as the industry's first restaurant-type range, Viking's Professional Series offers the ultimate experience in performance and design



Professional Cooking in the Home

- Viking was the first to offer a full range of professional-style products for the complete kitchen
- Viking products are made to the highest quality standards, utilizing the finest materials and components available

Complete Array of Products

- Freestanding Ranges
- Built-in Surface Cooking
- Built-in Ovens
- Kitchen Cleanup Products
- Refrigeration Products
- Ventilation Products
- Outdoor Kitchen Products





Viking's unique styling, professional craftsmanship and innovative design processes ensure every product is built to last

Design Integrity™

- Ensures consistency in both performance and design
- Across all product categories, every feature follows the same design cues
- Ultra-premium features including precision burner controls, convection baking and infrared broiling
- Extends not only to core family of large kitchen appliances, but also to outdoor, accessories and countertop appliances

Bringing focus to the kitchen

- Viking's ultra-premium features make the kitchen the center of the home

The Viking Design Center

- The Company's **in-house** design studio staffed with designers who are the architects of the Viking product line and ensure consistency across all Viking products



- Enables Viking to control the entire design process without outsourcing
- Strongly contributes to Viking being able to maintain its extensive product line and carry out frequent new product introductions to help maintain its competitive edge





Products Categories



Brigade Series

- Super-premium line for those wanting to truly differentiate themselves and make a statement
- Freestanding ranges and other kitchen appliances
- European-influenced "suite" concept - fully customized for the home culinary experience
- 2012 Product launch



Professional Series

- Viking's flagship product line
- First introduced restaurant-style cooking to the home in 1987
- Signature ranges, ovens, refrigerators and other kitchen appliances & outdoor cooking equipment



D3 Series

- Fills vacant white space in a market segment that is presently underserved
- Offers a fresh, new perspective on premium performance
- 2 year design and engineering investment
- Inspired by input from key dealers and designers
- 2012 Product Launch

Full Coverage of Luxury and Super-Premium Categories with Recent Introductions



Manufacturing Overview

Overview

- 4 manufacturing plants
- Distribution center
- Over 650 employees locally (non-union)
- State-of-the-art machinery and diagnostic checkpoints
- Progressive & flexible production techniques (Toyota Production System)
- Ability to increase production by >2.5x with minimal capital expenditure requirements

Manufacturing Facility Snapshot

Site	Square Feet
Cooking Products	241,560
Refrigeration	144,488
Dishwasher	87,000
Ventilation	80,277
Distribution	81,126
Tool & Die	10,625
Total	645,076

- Product Support Center and Reliability Lab Testing Center nearby

Modern Facilities with Significant Capacity to Support Future Growth



Significant Synergies with Middleby Commercial Foodservice Platform

- Design and manufacturing synergies of ranges, ovens, and outdoor cooking
 - Cost reduced designs
 - Quality enhancements
 - Manufacturing consolidation opportunities
- Purchasing leverage and supply chain
 - Greater combined purchasing leverage of common items
 - Opportunities to standardize common parts
 - Insource various component part manufacturing
- Leverage of international infrastructure supporting global sales and service
 - Utilize Middleby offices in targeted emerging markets
- Product and Technology sharing
 - Induction
 - Speed Cooking
 - Toasting and Warming
 - Truevection
 - Burner and heat transfer systems
- Corporate and administrative savings
 - Insurance
 - Audit
 - Tax

Expectation to expand profitability to >20% EBITDA margins within 3 years

Transaction Financial Expectations

- **Sales**
 - Growth from improving residential market
 - New product introductions
 - Penetration of emerging markets
 - Opportunities to grow through future acquisition

- **Profitability**
 - Dilutive to EPS first half 2013
 - Accretive to EPS second half 2013
 - Increase of EBITDA margins to >20% within 3 years

- **Other financial**
 - Depreciation estimate \$10 million per annum
 - Capex consistent with Middleby historic trends (1% to 2% sales)
 - Intangible Amortization estimated \$9- \$12 million per year
 - Incremental effective tax rate estimated 36% to 38%
 - Non-P&L cash benefit from tax deductibility of \$4 to \$5 million per year