
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): May 8, 2006

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.)
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1400 Toastmaster Drive, Elgin, Illinois (Address of Principal Executive Offices)	60120 (Zip Code)
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(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 2.02 Results of Operations and Financial Condition.

On May 8, 2006, The Middleby Corporation issued a press release announcing its financial results for the quarter ended April 1, 2006. A copy of that press release is furnished as Exhibit 99.1 and incorporated herein by reference.

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.

(c) Exhibits.

Exhibit No.	Description
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Exhibit 99.1 Press release dated May 8, 2006 of The Middleby Corporation.

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: May 8, 2006

By: /s/ Timothy J. FitzGerald

Timothy J. FitzGerald
Vice President and
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
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Exhibit 99.1	Press release dated May 8, 2006 of The Middleby Corporation.

The Middleby Corporation Reports Record First Quarter Results

ELGIN, Ill.--(BUSINESS WIRE)--May 8, 2006--The Middleby Corporation (NASDAQ:MIDD), a leading worldwide manufacturer of restaurant and foodservice cooking equipment, today reported record sales and earnings for the first quarter ended April 1, 2006. Net earnings for the first quarter were \$8,051,000 or \$0.97 per share on net sales of \$96,749,000 as compared to the prior year first quarter net earnings of \$6,348,000 or \$0.79 per share on net sales of \$74,889,000.

First Quarter Financial Highlights

- Net sales rose 29.2% in the first quarter. The net sales increase in the first quarter reflects the impact of the acquisition of Alkar Holdings, Inc. ("Alkar") completed in December 2005, which accounted for 18.3% of sales growth for the quarter. Excluding the Alkar acquisition, sales rose 10.9% in the first quarter, reflecting the impact of new product sales and continued growth in restaurant chain business.
- Gross margin increased to 36.7% for the first quarter as compared to 36.1% in the prior year quarter. The improvement in the gross margin rate from the prior year quarter reflects production efficiencies associated with higher sales volumes, higher margins on new product sales and improved margins at Nu-Vu Foodservice Systems, reflecting the benefit of integration efforts completed subsequent to its acquisition in January 2005. The gross margin improvements were offset in part by lower gross margins associated with the newly acquired Alkar operations.
- Operating income increased by 26.2% to \$15,148,000 from \$12,003,000, reflecting the benefit of increased sales and gross margins. Operating income for the quarter included approximately \$200,000 of costs associated with acquisition integration initiatives pertaining to Alkar. Operating income also included \$302,000 of intangible amortization associated with Alkar.
- The company began expensing stock options during the first quarter of 2006 as a result of the adoption of Statement of Financial Accounting Standards ("SFAS") No. 123(r): "Accounting for Stock Based Compensation", resulting in an increase to general and administrative expenses of \$240,000 and a reduction to net earnings of \$169,000 or \$0.02 per share. No such expense was recorded in the first quarter of 2005.

"In the first quarter, we continued to realize sales growth, reflecting an increase in business with restaurant chains, both domestically and internationally, and continued market penetration of recent product introductions," said Chairman and Chief Executive Officer, Selim A. Bassoul. "We continue to focus heavily on the development and introduction of new product innovations focused on speed of cooking, energy savings, and automation. As previously announced, we recently introduced the Middleby Marshall "WOW" conveyor oven, which is more than 25% faster and 40% more energy efficient than conveyor ovens we manufactured seven years ago. We are also proud to have recently received the 2006 Kitchen Innovation Award from the National Restaurant Association for the new Rhapsody combination proofing and baking oven developed at Nu-Vu Foodservice Systems, which is anticipated to be introduced in the second half of this year."

"We are delighted with the rapid integration of Nu-Vu Foodservice Systems, which was acquired in January 2005. Mr. Bassoul continued, "We are also very pleased with the progress made in the integration of Alkar, a leading manufacturer of cooking equipment for the food processing industry acquired in December 2005. During the first 90 days, we implemented restructuring initiatives which should result in gradual improvements in profitability at this business unit during 2006. We remain excited about the prospects of this newly acquired business."

Conference Call

A conference call will be held at 11:00 a.m. Eastern time on Tuesday, May 9 and can be accessed by dialing (800) 367-5339 and providing conference code 9035239 or through the investor relations section of The Middleby Corporation Web site at www.middleby.com. A digital replay of the call will be available approximately one half hour after its completion and can be accessed by calling (800) 642-1687 and providing code 9035239. A transcript of the call will also be posted to the company's Web site.

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 volatility in earnings resulting from goodwill impairment losses; variability in financing costs; quarterly variations in operating results; dependence on key customers; international exposure; foreign exchange and political risks affecting international sales; protection of trademarks, copyrights and other intellectual property; 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 restaurants, institutional kitchens and food processing operations throughout the world. The company's leading equipment brands include Alkar(R), Blodgett(R), Blodgett Combi(R), Blodgett Range(R), CTX(R), MagiKitch'n(R), Middleby Marshall(R), Nu-Vu(R), Pitco Frialator(R), RapidPak(R), Southbend(R), and Toastmaster(R). Middleby's international subsidiary, Middleby Worldwide, is a leading exporter and distributor of foodservice equipment in the global marketplace. Middleby's international manufacturing subsidiary, Middleby Philippines Corporation, is a leading supplier of specialty equipment in the Asian markets.

For further information about Middleby, visit www.middleby.com.

THE MIDDLEBY CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Amounts in 000's, Except Per Share Information)
(Unaudited)

	Three Months Ended	
	1st Qtr, 2006	1st Qtr, 2005
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Net sales	\$96,749	\$74,889
Cost of sales	61,225	47,817
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Gross profit	35,524	27,072
Selling & distribution expense	10,125	8,184
General & administrative expense	10,251	6,885
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Income from operations	15,148	12,003
Interest expense and deferred financing amortization, net	1,796	1,786
Other (income), net	(93)	(203)
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Earnings before income taxes	13,445	10,420
Provision for income taxes	5,394	4,072

Net earnings	\$8,051	\$6,348
Net earnings per share:		
Basic	\$1.06	\$0.85
Diluted	\$0.97	\$0.79
Weighted average number shares:		
Basic	7,618	7,473
Diluted	8,268	8,020

THE MIDDLEBY CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in 000's)
(Unaudited)

	Apr. 1, 2006	Dec. 31, 2005
ASSETS		
Cash and cash equivalents	\$3,510	\$3,908
Accounts receivable, net	41,312	38,552
Inventories, net	43,260	40,989
Other current assets	4,121	4,513
Prepaid taxes	323	3,354
Deferred tax assets	11,342	10,319
Total current assets	103,868	101,635
Property, plant and equipment, net	24,938	25,331
Goodwill	98,757	98,757
Other intangibles	35,196	35,498
Other assets	2,924	2,697
Total assets	\$265,683	\$263,918
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current maturities of long-term debt	\$14,405	\$13,780
Accounts payable	20,809	17,576
Accrued expenses	51,637	62,689
Total current liabilities	86,851	94,045
Long-term debt	106,135	107,815
Long-term deferred tax liability	9,509	8,207
Other non-current liabilities	5,702	5,351
Shareholders' equity	57,486	48,500
Total liabilities and shareholders' equity	\$265,683	\$263,918

CONTACT: The Middleby Corporation
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