

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 6, 2014**

**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 5.07 Submission of Matters to a Vote of Security Holders.

On May 6, 2014, The Middleby Corporation, a Delaware corporation (the “Company”), held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”) in Elgin, Illinois. A total of 18,083,805 shares of the Company’s Common Stock were present in person or by proxy, which represented approximately 93.96% of the shares entitled to vote and which constituted a quorum. At the Annual Meeting, the Company’s stockholders voted on four proposals and cast their votes as described below. The proposals are described in the definitive proxy statement on Schedule 14A filed by the Company with the U.S. Securities and Exchange Commission on March 27, 2014.

### 1. ELECTION OF DIRECTORS

Proposal one was the election of seven (7) directors. The shares present were voted as follows:

<u>Nominees</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Selim A. Bassoul	15,868,491	474,279	15,672	1,725,363
Sarah Palisi Chapin	15,987,010	355,908	15,524	1,725,363
Robert B. Lamb	16,084,035	258,140	16,267	1,725,363
John R. Miller III	14,057,462	2,284,683	16,297	1,725,363
Gordon O’Brien	14,239,558	2,102,987	15,897	1,725,363
Philip G. Putnam	15,585,822	756,820	15,800	1,725,363
Sabin C. Streeter	15,904,249	438,693	15,500	1,725,363

Pursuant to the foregoing votes, all seven nominees listed above were elected to the Company’s Board of Directors to serve until the Company’s 2015 Annual Meeting of Stockholders and until their successors shall be duly elected and qualified or until their earlier death, resignation or removal.

### 2. ADVISORY VOTE ON EXECUTIVE COMPENSATION

Proposal two was the approval, by an advisory vote, of the 2013 compensation of the Company’s named executive officers. The shares present were voted as follows:

FOR: 8,560,967 AGAINST: 7,486,309 ABSTAIN: 311,166 BROKER NON-VOTES: 1,725,363

Pursuant to the foregoing votes, proposal two was approved on an advisory basis.

### 3. AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION

Proposal three was the amendment of the Company’s Restated Certificate of Incorporation to increase the total number of authorized shares of the Company’s Common Stock from 47,500,000 to 95,000,000 shares (the “Amendment”). The shares present were voted as follows:

FOR: 9,738,544 AGAINST: 8,253,849 ABSTAIN: 91,412 BROKER NON-VOTES: 0

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Pursuant to the foregoing votes, proposal three was approved. On May 8, 2014, the Company filed a Certificate of Amendment of the Company's Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to implement the Amendment, which became effective upon filing.

The foregoing description of the Amendment is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

#### **4. RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS**

Proposal four was the ratification of Ernst & Young LLP as independent public accountant of the Company for the current fiscal year ending January 3, 2015. The shares present were voted as follows:

FOR: 18,047,682 AGAINST: 15,430 ABSTAIN: 20,693 BROKER NON-VOTES: 0

Pursuant to the foregoing votes, proposal four was approved.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Restated Certificate of Incorporation of The Middleby Corporation, as filed with the Secretary of State of the State of Delaware on May 8, 2014.

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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: May 8, 2014

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

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Restated Certificate of Incorporation of The Middleby Corporation, as filed with the Secretary of State of the State of Delaware on May 8, 2014.

**CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE MIDDLEBY CORPORATION**

The Middleby Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The Board of Directors of the Corporation, at a meeting of the Board of Directors, duly adopted a resolution setting forth a proposed amendment to the Corporation's Restated Certificate of Incorporation (as amended, the "Restated Certificate of Incorporation"), declared such amendment to be advisable and directed that such amendment be considered at the annual meeting of the stockholders of the Corporation on May 6, 2014. The resolution setting forth the amendment is as follows:

RESOLVED that the Restated Certificate of Incorporation of the Corporation be amended by amending and restating the first sentence of Article 4 thereof to read in its entirety as follows:

"The Corporation shall have authority to issue 2,000,000 shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock") and 95,000,000 shares of Common Stock, par value \$0.01 per share ("Common Stock")."

2. On May 6, 2014, this Certificate of Amendment of the Restated Certificate of Incorporation was duly adopted and approved by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

*[Signature page follows]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 8th day of May, 2014.

THE MIDDLEBY CORPORATION,  
a Delaware corporation

By: /s/ Timothy J. FitzGerald  
Name: Timothy J. FitzGerald  
Title: Chief Financial Officer

*[Signature page to Certificate of Amendment]*