

SECURITIES AND EXCHANGE COMMISSION,  
WASHINGTON, D.C. 20549  
AMENDMENT NO. 2  
TO  
SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

THE MIDDLEBY CORPORATION  
(Name of Subject Company (Issuer))

THE MIDDLEBY CORPORATION, ISSUER AND OFFEROR  
(Names of Filing Persons (identifying status as  
offeror, issuer or other person))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

596278101  
(CUSIP Number of Class of Securities)

David P. Riley  
President and Chief Executive Officer  
THE MIDDLEBY CORPORATION  
1400 Toastmaster Drive  
Elgin, Illinois 60120  
(847) 741-3300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications  
on behalf of filing persons)

COPY TO:  
Nathaniel Sack, Esq.  
D'Ancona & Pflaum LLC  
111 East Wacker Drive, Suite 2800  
Chicago, Illinois 60601  
(312) 602-2000

November 30, 2000

CALCULATION OF FILING FEE

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TRANSACTION VALUATION (1)	AMOUNT OF FILING FEE (2)
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\$10,500,000	\$2,100
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(1) Calculated solely for purposes of determining the filing fee.  
This amount is based upon the purchase of 1,500,000 shares of common stock at  
\$7.00 per share.

(2) The fee, calculated in accordance with Rule 0-11(b) of the

Securities Exchange Act of 1934, is 1/50 of one percent of the aggregate of the  
value of the transaction.

/X/ Check the box if any part of the fee is offset as provided by Rule

0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$2,100 Form or Registration No.: TO-I  
Filing party: The Middleby Corporation Date Filed: October 23, 2000

// Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- // third-party tender offer subject to Rule 14d-1.
- /X/ issuer tender offer subject to Rule 13e-4.
- // going-private transaction subject to Rule 13e-3.
- // amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: /X/

SCHEDULE TO

This Amendment No. 2 to the Schedule TO amends and supplements the Schedule TO previously filed on October 23, 2000 and all amendments to the Schedule TO relating to a tender offer by The Middleby Corporation, a Delaware corporation (the "Company"), to purchase up to 1,500,000 shares of common stock, par value \$.01 per share, at a price, net to the seller in cash, of \$7.00 per share, upon the terms and subject to the conditions set forth in the offer to purchase dated October 23, 2000 (the "offer to purchase") and the related letter of transmittal, which, as they may be amended from time to time, are herein collectively referred to as the "offer." Copies of the offer to purchase and the related letter of transmittal were previously filed as Exhibits (a)(1)(A) and (a)(1)(B) respectively to the Schedule TO. This Amendment No. 2 is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) and (4) of the Securities Exchange Act of 1934, as amended.

ITEM 4. TERMS OF THE TRANSACTION.

The Company has accepted for payment 1,135,359 shares pursuant to the terms of the offer. The information set forth in the press release attached to this Amendment No. 2 as Exhibit (a)(5)(A) is incorporated herein by reference.

ITEM 12. EXHIBITS

- (a)(5)(A) Press Release issued by the Company on November 30, 2000.

SIGNATURE.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE MIDDLEBY CORPORATION

By: /s/ DAVID P. RILEY  
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Name: DAVID P. RILEY  
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Its: PRESIDENT AND CHIEF EXECUTIVE OFFICER  
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Dated: November 30, 2000

EXHIBIT INDEX

EXHIBIT NO.  
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DESCRIPTION  
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(a) (5) (A)

Press Release issued by the Company on November 30, 2000.

For Further Information:

THE MIDDLEBY CORPORATION  
1400 Toastmaster Drive  
Elgin, Illinois 60120  
www.middleby.com

FOR IMMEDIATE RELEASE

THE MIDDLEBY CORPORATION  
ANNOUNCES FINAL RESULTS OF \$7.00 PER SHARE  
CASH SELF TENDER OFFER FOR 1.5 MILLION SHARES

Elgin, IL, November 30, 2000 - The Middleby Corporation (NASDAQ: MIDD), a global supplier of equipment to the foodservice industry, announced today the final results of its previously announced self tender offer to purchase for cash up to 1,500,000 shares of its common stock at a price of \$7.00 per share. The cash tender offer expired at 12:00 midnight, Eastern time, on November 22, 2000.

A total of 1,135,359 shares of Middleby common stock were accepted for payment pursuant to the tender offer. Immediately before giving effect to the tender offer, Middleby had approximately 10,132,000 shares of its common stock outstanding. As a result of the tender offer, Middleby will have approximately 8,997,000 shares of its common stock outstanding after payment for the tendered shares is complete.

Prior to the Middleby tender offer, the Company initiated an open market share repurchase program for up to 1,800,000 shares of its common stock. Middleby is authorized to make additional purchases of up to 900,200 shares of its common stock under this share repurchase program in the future as it deems necessary.

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, but are not limited to, 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, including those discussed under the heading entitled "Risk Factors" in the Company's Registration Statement on Form S-2 (No. 333-35397) filed with the Securities and Exchange Commission.

The Middleby Corporation is a leader in the design, manufacture, marketing and service of a broad line of equipment used for cooking and preparation of food in commercial and institutional kitchens and restaurants throughout the world. The Company's leading equipment brands include Middleby Marshall -Registered Trademark-, Southbend -Registered Trademark-, and Toastmaster -Registered Trademark-. Middleby's international subsidiary, Middleby Worldwide, is a leading exporter and distributor of foodservice equipment in the global marketplace and its international fabrication subsidiary, Middleby Philippines Corporation, is a leading supplier of specialty equipment in the Asian markets. For further information about Middleby, visit the Company's World Wide Web site, [HTTP://WWW.MIDDLEBY.COM](http://WWW.MIDDLEBY.COM).

