UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

_X_ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

FOR THE FISCAL YEAR ENDED DECEMBER 28, 1996

or

_ _ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Commission File No. 1-9973

THE MIDDLEBY CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	36-3352497
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

1400 TOASTMASTER DRIVE, ELGIN, ILLINOIS	60120
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 847-741-3300

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:

Title of each class
COMMON STOCK,
PAR VALUE $0.01 PER SHARE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
Yes x No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ( )

The aggregate market value of the voting stock held by nonaffiliates of the Registrant as of March 14, 1997 was approximately $29,025,000. The number of shares outstanding of the Registrant's class of common stock, as of March 14, 1997, was 8,470,938 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of Form 10-K incorporates by reference the Company's definitive proxy statement to be filed pursuant to Regulation 14A in connection with the 1997 annual meeting of stockholders.

Item 8. Financial Statements and Supplementary Data

Page

The following consolidated financial statement schedule is included in response to Item 14(d).

All other schedules for which provision is made to applicable regulation of the Securities and Exchange Commission are not required under the related instruction or are inapplicable and, therefore, have been omitted.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Shareholders and Board of Directors
of The Middleby Corporation

We have audited the accompanying consolidated balance sheets of THE MIDDLEBY CORPORATION (a Delaware corporation) and Subsidiaries as of December 28, 1996, and December 30, 1995, and the related consolidated statements of earnings, changes in shareholders' equity and cash flows for each of the three years in the period ended December 28, 1996. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Middleby Corporation and Subsidiaries as of December 28, 1996, and December 30, 1995, and the results of their operations and their cash flows for each of the three years in the period ended December 28, 1996, in conformity with generally accepted accounting principles.

As explained in Note 2(n) to the consolidated financial statements, the Company has given retroactive effect to the change in accounting for the 1993 litigation settlement with the Hussmann Corporation.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The data on Schedule II is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Arthur Andersen LLP

Chicago, Illinois
February 17, 1997

THE MIDDLEBY CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 28, 1996 AND DECEMBER 30, 1995
(In Thousands, Except Per Share Amounts)

ASSETS	1996	Restated 1995
Current Assets:		
Cash and cash equivalents	$ 1,410	$ 972
Accounts receivable, net	19,859	14,058
Inventories, net	20,956	18,320
Prepaid expenses and other	939	879
Net assets of discontinued operations	4,082	12,803
Current deferred taxes	2,086	2,086
Total Current Assets	49,332	49,118
Property, Plant and Equipment, net	18,843	17,305
Excess Purchase Price Over Net Assets Acquired, net	13,339	13,796
Deferred Taxes	2,950	2,930
Other Assets	1,504	2,082
Total Assets	$85,968	$85,231
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	$ 3,916	$ 1,710
Accounts payable	10,369	10,587
Accrued expenses	10,001	8,075
Total Current Liabilities	24,286	20,372
Long-Term Debt	37,352	41,318
Minority Interest and Other Non-current Liabilities	1,880	1,783
Shareholders' Equity:		
Preferred stock, $.01 par value; none issued	-	-
Common stock, $.01 par value; 8,468,000 and 8,388,000 shares issued and outstanding in 1996 and 1995, respectively	85	84
Paid-in capital	28,108	27,934
Cumulative translation adjustment	(184)	(228)
Accumulated deficit	(5,559)	(6,032)
Total Shareholders' Equity	22,450	21,758
Total Liabilities and Shareholders' Equity	$85,968	$85,231

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF EARNINGS
FOR THE FISCAL YEARS ENDED DECEMBER 28, 1996, DECEMBER 30, 1995
AND DECEMBER 31, 1994
(In Thousands, Except Per Share Amounts)

	1996	Restated 1995	Restated 1994
Net Sales	$124,765	$106,348	$94,158
Cost of Sales	87,330	73,841	65,594
Gross Margin	37,435	32,507	28,564
Selling and Distribution Expenses	18,319	15,385	13,398
General and Administrative Expenses	10,439	9,326	8,573
Provision for Product Line Discontinuance	-	900	-
Income from Operations	8,677	6,896	6,593
Interest Expense and Deferred Financing Amortization	4,351	4,327	3,262
Other (Income) Expense, net	(146)	(36)	482
Earnings Before Income Taxes	4,472	2,605	2,849
Provision (Benefit) for Income Taxes	1,389	(140)	614
Earnings from Continuing Operations	3,083	2,745	2,235
Discontinued Operations, Net of Income Tax:			
(Loss) Earnings from Discontinued Operations	(744)	419	505
Loss on Disposal Including Operating Losses During the Phase Out Period	(1,866)	-	-
Net Earnings	$ 473	$ 3,164	$ 2,740
Net Earnings (Loss) Per Common Share:			
Continuing Operations	$ .35	$ .31	$ .26
Discontinued Operations	(.30)	.05	.06
Net Earnings Per Common Share	$ .05	$ .36	$ .32

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE FISCAL YEARS ENDED DECEMBER 28, 1996, DECEMBER 30, 1995 AND DECEMBER 31, 1994
(In Thousands)

	Common Stock	Paid-In Capital	Accumulated Deficit	CTA	Total
BALANCE, January 1,1994 (Restated)	$83	$22,207	$(11,936)	$(254)	$10,100
Net Earnings	-	-	2,740	-	2,740
NOL Utilization and Change in Tax Asset Valuation Allowance	-	1,924	-	-	1,924
Exercise of Employee Stock Options	-	23	-	-	23
Change in Cumulative					

Translation Adjustment..........	-	-	-	(130)	(130)
BALANCE, December 31, 1994 (Restated)......................	$83	$24,154	$(9,196)	$(384)	$14,657
Net Earnings (Restated)............	-	-	3,164	-	3,164
NOL Utilization and Change in Tax Asset Valuation Allowance.......................	-	3,409	-	-	3,409
Exercise of Employee Stock Options...................	1	121	-	-	122
Issuance of Deferred Warrant.........................	-	250	-	-	250
Change in Cumulative Translation Adjustment..........	-	-	-	156	156
BALANCE, December 30, 1995 (Restated)	$84	$27,934	$(6,032)	$(228)	$21,758
Net Earnings.......................	-	-	473	-	473
Exercise of Employee Stock Options...................	1	174	-	-	175
Change in Cumulative Translation Adjustment..........	-	-	-	44	44
BALANCE December 28, 1996..................	$85	$28,108	$(5,559)	$(184)	$22,450

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FISCAL YEARS ENDED DECEMBER 28, 1996, DECEMBER 30, 1995 AND DECEMBER 31, 1994
(In Thousands)

	1996	Restated 1995	Restated 1994
Cash Flows From Operating Activities -			
Net Earnings................................	$ 473	$ 3,164	$ 2,740
Adjustments to reconcile net earnings to net cash provided by continuing operating activities-			
Depreciation and amortization.............................	2,752	3,024	2,107
Utilization of N.O.L.'s....................	98	(137)	601
Discontinued Operations....................	2,610	(419)	(505)
Cash effects of changes in -			
Accounts receivable......................	(5,801)	862	(2,782)
Inventories..............................	(2,636)	(3,147)	812
Prepaid expenses and other assets...........................	(99)	911	28
Accounts payable.........................	(218)	3,071	(785)
Accrued expenses and other liabilities......................	1,925	(198)	2,463
Net Cash (Used in) Provided by Continuing Operating Activities..........	(896)	7,131	4,679
Net Cash Provided by (Used in) Discontinued Operating Activities.........	1,311	(2,268)	408
Net Cash Provided by Operating Activities...............................	415	4,863	5,087

Cash Flows From Investing

Activities -			
Additions to property and equipment................................	$(2,966)	$(2,728)	$(1,922)
Proceeds from Sale and Leaseback of Discontinued Operations...............	4,800	-	-
Net cash received from sale of investment........................	-	1,337	-
Net Cash Provided by (Used in) Investing Activities......................	1,834	(1,391)	(1,922)

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE FISCAL YEARS ENDED DECEMBER 28, 1996, DECEMBER 30, 1995
AND DECEMBER 31, 1994
(In Thousands)
(Continued)

	1996	Restated 1995	Restated 1994
Cash Flows From Financing Activities -			
Proceeds from senior secured note..............................	$ -	$15,000	$ -
Proceeds from credit facility................	-	31,000	-
Extinguishment of bank debt..................	-	(44,055)	-
Reduction in revolving credit line, net................................	(425)	(1,000)	(3,366)
Reduction in term loans......................	(3,597)	(2,932)	(20)
Proceeds from foreign bank debt.............	2,233	1,200	-
Cost of financing activities................	-	(1,726)	-
Other financing activities, net.............	(22)	(640)	457
Net Cash Used in Financing Activities......................	(1,811)	(3,153)	(2,929)
Changes in Cash and Cash Equivalents -			
Net increase in cash and cash equivalents....................	$ 438	$ 319	$ 236
Cash and cash equivalents at beginning of year.....................	972	653	417
Cash and Cash Equivalents at end of year...........................	$ 1,410	$ 972	$ 653

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

THE MIDDLEBY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) NATURE OF OPERATIONS

The Middleby Corporation (the "Company") is engaged in the design, manufacture and sale of commercial and institutional foodservice equipment. Its major lines of products consist of conveyor ovens, toasters, counter-top cooking and warming equipment, heavy duty gas ovens, convection ovens, broilers, steamers and semi-custom fabrication units. The Company manufactures and assembles most of this equipment at two factories in the United States and one operation in the Philippines. The Company conducts its business principally through two domestic and two international business units. Each unit operates primarily on a decentralized basis.

The Company's products are sold primarily to independent dealers and distributors and are marketed primarily through the Company's sales personnel and network of independent manufacturers' representatives. End user customers include quick service restaurant chains, general full service restaurants, cafeterias, hotels, resorts, supermarkets, convenience stores and certain healthcare, educational and correctional institutions. Included in these customers are several large multi-national restaurant chains which account for a significant portion of the company's business, although no single customer accounts for more than 10% of net sales.

The Company purchases raw materials and component parts, the majority of which are standard commodity type materials, from a number of suppliers. Although certain component parts are procured from a sole source, the Company can purchase such parts from alternate vendors.

The Company has numerous licenses and patents to manufacture, use and sell its products and equipment. Certain of these licenses begin to expire in the year 2000. Management believes the loss of any one of these licenses or patents would not have a material adverse effect on the financial and operating results of the Company.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company's fiscal year ends on the Saturday nearest December 31. Fiscal years 1996, 1995 and 1994 ended on December 28, 1996, December 30, 1995 and December 31, 1994, respectively, and each included 52 weeks.

(b) Accounts Receivable

Accounts receivable, as shown in the consolidated balance sheets, is net of allowances for doubtful accounts of $495,000 and $413,000 at December 28, 1996 and December 30, 1995, respectively.

(c) Inventories

Inventories are stated at the lower of cost or market. Cost is determined utilizing the first-in-first-out (FIFO) inventory method. Inventories, as of December 28, 1996 and December 30, 1995, are as follows:

	(In Thousands) 1996	1995
Raw materials and parts................	$ 6,492	$ 6,338
Work in process.......................	4,621	4,652
Finished goods........................	9,843	7,330
	$20,956	$18,320

The amounts shown above are net of inventory reserves of $946,000 and $1,016,000 as of December 28, 1996 and December 30, 1995, respectively.

(d) Property, Plant and Equipment

Property, plant and equipment are carried at cost as follows:

	(In Thousands) 1996	1995
Land and improvements..................	$ 3,322	$ 3,293
Building and improvements.............	11,012	10,206
Machinery and equipment................	16,250	14,516

	$30,584	$28,015
Less accumulated depreciation.......................	(11,741)	(10,710)
Property, Plant and Equipment, net.....................	$18,843	$17,305

Depreciation is provided for financial statement purposes using the straight-line method and amounted to $1,594,000, $1,543,000 and $1,547,000 in fiscal 1996, 1995 and 1994, respectively. Following is a summary of the estimated useful lives:

Description	Life
Land improvements.....................	7 years
Building and improvements.............	20 to 40 years
Machinery and equipment...............	3 to 10 years

Expenditures which significantly extend useful lives are capitalized. Maintenance and repairs are charged to expense as incurred.

(e) Excess Purchase Price Over Net Assets Acquired

The excess purchase price over net assets acquired is being amortized using a straight-line method over 40 years. Amounts presented are net of accumulated amortization of $4,216,000 in fiscal 1996 and $3,759,000 in fiscal 1995. The Company periodically evaluates the useful life and realizability of the excess purchase price over net assets acquired based on current events and circumstances. Impairments are measured utilizing an undiscounted forecasted income method pertaining to business units and are recorded at the time management deems an impairment has occurred.

(f) Intangible Assets

Trademarks, patents, license agreements and other intangibles, included in other assets in the consolidated balance sheets, are being amortized on a straight-line basis over estimated useful lives ranging from 5 to 14 years. Net recorded intangible assets of $243,000 and $364,000 are presented net of accumulated amortization of $2,314,000 and $2,193,000 in fiscal 1996 and 1995, respectively.

(g) Accrued Expenses

Accrued expenses consist of the following:

	(In Thousands) 1996	1995
Accrued payroll and related expenses.................	$ 3,567	$ 3,200
Accrued commissions...................	1,392	1,190
Accrued warranty......................	1,252	879
Other accrued expenses................	3,790	2,806
	$10,001	$ 8,075

(h) Research and Development Costs

Research and development costs, included in cost of sales in the consolidated statements of earnings, are charged to expense when incurred. These costs were $1,515,000, $1,438,000 and $1,295,000 in fiscal 1996, 1995 and 1994, respectively.

(i) Earnings Per Share

Primary earnings per share is based upon the weighted average number of outstanding shares of common stock and common stock equivalents. The weighted average number of shares outstanding was 8,666,000, 8,678,000 and 8,434,000 shares for the fiscal years 1996, 1995 and 1994, respectively. Fully diluted earnings per common and common equivalent shares are not presented, since dilution is less than 3%.

(j) Consolidated Statements of Cash Flows

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less to be cash equivalents. Cash paid for interest was $4,397,000, $4,076,000 and $4,060,000 in fiscal 1996, 1995 and 1994, respectively. Cash payments totaling $256,000, $371,000 and $192,000 were made for income taxes during fiscal 1996, 1995 and 1994, respectively.

(k) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(l) Fair Value of Financial Instruments

The carrying value of all assets and liabilities approximates the fair value of those financial instruments.

(m) Adoption of Accounting Standards

In fiscal 1996, the Company adopted "SFAS 121: Accounting for the Impairment of Long-Lived Assets and Long-Lived Assets To Be Disposed Of" and "SFAS 123: Accounting for Stock-Based Compensation." The adoption of these accounting standards did not have a material impact on the financial statements.

(n) Restatements

Sale of Discontinued Operations:

The financial statements presented have been restated for all periods presented to exclude the Victory Refrigeration Company which has been accounted for as a discontinued operation (see Note 3 to the Financial Statements).

Litigation Settlement Accounting:

During 1996, the Company restated its accounting for proceeds received from the September 1993 litigation settlement with the Hussmann Corporation in accordance with generally accepted accounting principles (GAAP). This settlement related to a dispute arising from the Company's acquisition of the Hussmann Corporation's Foodservice Equipment Group in July 1989. The effect of this accounting change was to record a greater gain from the 1993 litigation settlement. Certain assets related to the 1989 acquisition, that were written-off in conjunction with the Company's original accounting for the settlement in 1993, have been restored in the historical balance sheets or written-off prior to 1993. This accounting has been reflected in the respective periods in the consolidated financial statements.

The effect on the 1991 financial statements was to write-off amounts related to the 1991 arbitration settlement, and other amounts due from Hussmann, deemed to be unrealizable under the revised accounting treatment. This resulted in a decrease to net earnings, excess purchase price over net assets acquired, and shareholders equity of $3,902,000. The effect on the 1993 financial statements was to record a greater gain on the settlement, resulting in an increase to net earnings and shareholders equity of $10,936,000. Excess purchase price over net assets acquired and property, plant and equipment were also increased by $10,936,000 to restore amounts written-off under the original accounting treatment. The resulting impact on non-cash amortization and depreciation charges was to increase such amounts by $104,000, $310,000 and $310,000 in 1993, 1994 and 1995, respectively. The net effect of these restatements on earnings per share resulted in a decrease of $.47 in 1991, an increase of $1.29 in 1993, a decrease of $.04 in 1994 and a decrease of $.03 in 1995.

(3) DISCONTINUED OPERATION

On January 23, 1997, the Company completed the sale of substantially all of the assets of its Victory Refrigeration Company ("Victory") subsidiary to an investor group led by local management at Victory. Gross proceeds from the sale are expected to amount to approximately $7,300,000, less amounts for retained liabilities and transaction costs aggregating approximately $2,600,000. The proceeds are subject to post-closing adjustments. The terms of the sale were the results of arms-length negotiations. This sale was announced on November 1, 1996, concluding the sale of

all of the assets of Victory. The sale and leaseback of the Victory facility to an unrelated third party had previously been completed on December 27, 1996 for net proceeds of approximately $4,556,000. Proceeds from these transactions were used to pay down debt.

The results of the Victory Refrigeration Company subsidiary have been reported separately as a discontinued operation in the consolidated financial statements for all periods presented. The results of the discontinued operations are not necessarily indicative of the results which may have been obtained had the continuing and discontinuing operations been operating independently. Summarized results of the Victory Refrigeration Company are as follows:

	(In Thousands)		
	1996	1995	1994
Net Sales......................................	$27,261	$32,841	$35,809
Operating (Loss) Income.........................	(458)	1,642	1,572
(Loss) Earnings Before Taxes....................	(1,111)	603	754
Provision for Taxes.............................	(367)	184	249
(Loss) Earnings from Discontinued Operations................................	(744)	419	505
Estimated Loss on Disposal Including Operating Results During the Phase-out Period......................	(1,866)	-	-
Total (Loss) Earnings Related to Discontinued Operations....................	$(2,610)	$419	$505

During the fourth quarter of 1996, the Company provided for additional losses on disposal of $495,000 net of taxes. The additional provision was required due to higher than anticipated operating losses prior to the sale of Victory. The loss on disposal of Victory consists primarily of operating losses of $1,409,000 during the fourth quarter of 1996 and $457,000 during 1997 until the sale was completed. The effective tax rate included in these amounts differs from the U.S. statutory rate due to permanent book vs. tax differences.

Interest expense of $809,000, $771,000 and $818,000 for 1996, 1995 and 1994, respectively, has been allocated based upon the ratio of the net assets of the discontinued operations to the consolidated capitalization of the Company. Continuing operations and discontinued operations reflect the net tax expense or tax benefit generated by the respective operations, limited, however, by the income tax

benefit recognized in the Company's historical financial statements. No general corporate expenses have been allocated to the discontinued operations.

The net assets of discontinued operations included in the Consolidated Balance Sheets at December 28, 1996 and December 30, 1995 amounted to $4,082,000 and $12,803,000, respectively, and consist primarily of receivables, inventory, and property, plant and equipment related to the discontinued operations, net of accounts payable, accrued liabilities and closing costs associated with the sale. Property and plant are not included in the December 28, 1996 amount, as the sale and leaseback transaction was completed on December 27, 1996.

(4) FINANCING ARRANGEMENTS

The following is a summary of long-term debt as of December 28, 1996 and December 30, 1995.

	(In Thousands) 1996	1995
Senior secured credit facility:		
Revolving credit line	$14,575	$15,000
Term loans	8,362	11,959
Senior secured note	15,000	15,000
Other	3,331	1,069
	$41,268	$43,028
Less current maturities of long-term debt	3,916	1,710
Total long-term debt	$37,352	$41,318

On January 10, 1995, the Company's subsidiaries consummated a $57,500,000 financing package to replace the existing bank debt and provide working capital for future growth. The financing included a $42,500,000 senior secured credit facility from a group of lenders led by an affiliate of a major international bank and a $15,000,000 senior secured note placement with a major insurance company.

The senior secured credit facility included a $15,000,000 five-year term loan, a $2,500,000 capital expenditure facility renewable annually, and a $25,000,000 revolving credit line expiring in January, 2000. Borrowings under the revolving credit line are limited to specified percentages of defined accounts receivable and inventories. The credit agreement initially permitted borrowings for the term loan and revolving credit line at floating rates of 2.5% above LIBOR rate or 1% above base rate. The interest rate can be adjusted quarterly based on the Company's achievement of defined coverage ratios on a rolling four quarter basis. As of

December 28, 1996, borrowings under LIBOR contracts were at 2.5% above the LIBOR rate and borrowings under prime rate contracts were at 1% above the base rate. A facility fee of .0625% is payable annually and a commitment fee of .375% is charged on the unused portion of the revolving credit facility and capital expenditure facility. The term loan is repayable in quarterly installments that total $2,325,000 in 1997, plus a one-time payment of $1,470,000 related to the sale of Victory due also in 1997.

Additional scheduled repayments towards the term loan will total $2,625,000 in 1998 and $1,517,000 in 1999. The outstanding capital expenditure loans of $425,000 are repayable in quarterly installments that total $100,000 in each of 1997, 1998, and 1999 with a lump sum payment of $125,000 or the remaining balance on January 2, 2000. Mandatory prepayments are required in the case of any excess cash flow, as defined, or in the event of any sale or disposition of assets. The credit facility is secured by a senior security interest of substantially all property, plant and equipment and all accounts receivable and inventory of the Company's domestic subsidiaries.

As of December 28, 1996, the Company's revolving credit facility provided $23,650,000 of total borrowing availability. There was $14,575,000 outstanding under that facility at December 28, 1996. The Company had executed letters of credit of $632,000 against this facility, leaving an available line of credit of $8,443,000 at December 28, 1996. As of December 28, 1996, the assets of Victory Refrigeration Company provided $5,412,000 of the $23,650,000 total borrowing availability of the revolving credit facility.

The senior secured note bears interest at 10.99% and has an eight-year term maturing January, 2003 with semi-annual payments of $2,500,000 beginning in July, 2000. A warrant for the purchase of 250,000 shares of common stock of the Company at an exercise price of $3 per share was issued in conjunction with the note. Alternatively, the terms of the warrant provide for the purchase of 200,000 shares at $.01 per share. The note agreement is secured by a senior security interest in substantially all the intellectual property collateral of the Company's subsidiaries.

The terms of the credit and note agreements prohibit the paying of dividends, limit capital expenditures and leases, and require, among other terms, a minimum amount, as defined, of shareholders' equity, and minimum ratios of current assets to current liabilities, cash flow coverage indebtedness and fixed charged coverage. The credit and note agreements also provide that if a material adverse change in the Company's business operations or conditions occurs, the lender and noteholder could declare an event of default. The Company was in compliance with all covenants as amended for the period ending December 28, 1996.

A foreign subsidiary of the Company had borrowings of $3,433,000 at December 28, 1996, including a $1,700,000 term loan and a $1,733,000 omnibus revolving credit line. The term loan is secured by the real property of the foreign subsidiary. The revolving credit line is guaranteed by the Company. Interest on both the term loan and the revolving credit line are at the prevailing bank rate. The term loan is repayable in twenty equal quarterly installments starting on March 31, 1998 and the revolving credit line is payable in full on January 1, 1998 if not renewed for an

additional one-year period.

The weighted average interest rates under credit agreements during fiscal 1996, 1995 and 1994 were 9.3%, 9.5% and 8.7%, respectively.

The aggregate amount of long-term debt payable during each of the next five years is as follows:

	(In Thousands)
1997	$3,916
1998	$4,819
1999	$1,963
2000	$17,390
2001	$5,340
Thereafter	$7,840
Total	$41,268

(5) COMMON AND PREFERRED STOCK

(a) Shares Authorized

At December 28, 1996 and December 30, 1995, the Company had 20,000,000 shares of common stock and 2,000,000 shares of Non-voting Preferred Stock authorized.

(b) Warrant

In conjunction with the issuance of the senior secured notes in January, 1995 (see Note 4), the Company issued a transferrable warrant to the noteholders for the purchase of 250,000 shares of common stock at an exercise price of $3 per share. Alternatively under certain conditions, which have been met, the terms of the warrant provide for the purchase of 200,000 shares at $.01 per share. The warrant provides for adjustment of the exercise price if the Company issues additional shares at a purchase price below the then current market price, as defined, and for adjustment of the number of shares if the Company declares a stock dividend. The warrant became exercisable on February 10, 1995 and expires July 10, 2003.

(c) Stock Options

The Company maintains an Amended and Restated 1989 Stock Incentive Plan (the "Plan"), effective as of February 16, 1989, which provides key employees of the Company rights to purchase shares of common stock at the fair market value of the stock on the date of grant. The Plan was amended in 1996, by shareholder approval, to increase the maximum amount that can be issued under the Plan to 400,000

shares from 200,000 shares. Options may be exercised upon certain vesting requirements being met but expire, to the extent unexercised, within a maximum of ten years from the date of grant. 147,075 shares remain available for issue at December 28, 1996 under the Plan. The weighted average exercise price of options outstanding under the Plan was $4.43 at December 28, 1996 and $3.10 at December 30, 1995.

In addition to the above Plan, the directors of the Company have options for 7,000 shares exercisable at $1.875 per share and 75,000 shares exercisable at $7.50 per share.

A summary of stock option activity is presented below.

Stock Option Activity	Key Employees	Directors	Option Price Per Share
Outstanding at December 31, 1994..	140,000	9,000	$1.25 to $4.38
Granted.........................	39,000	-	$5.63
Exercised.......................	(22,000)	-	$1.25 to $4.38
Forfeited.......................	(2,000)	-	$3.00
Outstanding at December 30, 1995...............	155,000	9,000	$1.25 to $5.63
Granted.........................	60,000	75,000	$5.25 to $7.50
Exercised.......................	(72,500)	(2,000)	$1.25 to $4.38
Forfeited.......................	(5,900)	-	$3.00 to $5.63
Outstanding at December 28, 1996..............	136,600	82,000	$1.25 to $7.50

The weighted average fair value of options granted was $5.78 and $3.82 in 1996 and 1995, respectively. The Company accounts for options under APB Opinion No. 25, under which no compensation cost has been recognized. Had compensation cost for these options been recorded, the Company's net income and earnings per share would have been reduced as follows:

		1996	1995
Earnings from Continuing Operations:	As Reported	$3,083,000	$2,745,000
	Pro Forma	$2,893,000	$2,671,000

Net Earnings:	As Reported	$473,000	$3,164,000
	Pro Forma	$283,000	$3,090,000
Continuing Operations EPS:	As Reported	$0.35	$0.31
	Pro Forma	$0.33	$0.31
EPS:	As Reported	$0.05	$0.36
	Pro Forma	$0.03	$0.36

Under SFAS 123, the fair value of each option grant is estimated on the date of grant using the following general assumptions for 1995 and 1996: risk-free interest rate of 6.5 percent, no expected dividend yield, expected lives of four to five years, and an expected annual increase in stock value of ten percent.

(6) PROVISION FOR PRODUCT LINE DISCONTINUANCE AND RESTRUCTURING CHARGE

Company management made the decision to discontinue the production of a unique line of mixers during the fourth quarter of 1995. A provision of $900,000 was recorded for this product line discontinuance. The charge related to the disposal and rationalization of assets associated with the product line and its operations. No changes in operating personnel were made as a result of this decision.

(7) INCOME TAXES

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards (SFAS) No. 109 "Accounting for Income Taxes."

The provision for income taxes for continuing operations is summarized as follows:

	(In Thousands)		
	1996	1995	1994
Federal	$1,153	$(385)	$460
State and Local	188	183	144
Foreign	48	62	10
Total	$1,389	$(140)	$614

Although the Company is not a Federal taxpayer due to its NOL carry-forwards, a tax provision is still required to be recorded. The majority of the NOL carry-forwards expiring prior to 1998 relate to a 1983 quasi-reorganization and were not recorded as a credit to the tax provision, but were directly credited to paid-in-capital. NOL's expiring in 1998 and thereafter will be recorded entirely as a credit to the tax provision as they are recognized. Reconciliation of the differences between income taxes computed at the Federal statutory rate and effective rate are as follows:

	(In Thousands) 1996	1995	1994
U.S. Federal statutory tax rate.....	34.0%	34.0%	34.0%
Utilizations of NOL and reductions in valuation allowance.........	(19.3)	(65.6)	(18.1)
Permanent book vs. tax differences........................	1.2	15.5	7.6
Foreign tax losses and rate differentials.......................	11.0	3.7	(7.0)
State taxes, net of federal benefit............................	4.2	7.0	5.1
Consolidated effective tax rate for continuing operations................	31.1%	(5.4%)	21.6%

As of December 28, 1996 and December 30, 1995, the Company had recorded the following deferred tax assets and liabilities which were comprised of the following:

	(In Thousands) 1996	1995
Deferred Tax Assets:		
Net operating loss carry-forwards..	$12,073	$13,736
Tax credit carry-forwards..........	1,503	1,426
Accrued pension benefits............	703	606
Accrued warranty...................	641	469
Other..............................	1,141	960
Valuation allowance................	(9,437)	(10,515)
Deferred Tax Assets......	6,624	6,682
Deferred Tax Liabilities:		
Depreciation......................	(1,588)	(1,666)
Net Deferred Tax Assets.....................	$5,036	$5,016

As of December 28, 1996, the consolidated tax loss carry-forwards for Federal income tax purposes were approximately $12,073,000 on a tax effected basis. These carry-forwards expire as follows: $6,849,000 in 1997; $3,000 in 1998; $264,000 in 2001; $508,000 in 2004; $1,619,000 in 2005; $1,913,000 in 2006; and $917,000 in 2007. Consolidated business tax credit carry-forwards available at December 28, 1996 to reduce future tax liabilities were approximately $898,000 and expire from 1996 through 2000. The Company also has tax credits of approximately $605,000 resulting from Federal AMT payments which do not expire.

The decrease in the gross tax asset and the related valuation allowance was primarily due to the utilization of NOL carry-forwards during the year. The utilization of the net operating loss and credit carry-forwards depend on future taxable income during the applicable carry-forward periods. Management evaluates and adjusts the valuation allowance, based on the Company's expected taxable income as part of the annual budgeting process. These adjustments reflect management's judgment as to the Company's ability to generate taxable income which will, more likely than not, be sufficient to recognize these tax assets.

(8) COMMITMENTS AND CONTINGENCIES

The Company leases office and plant facilities and equipment under operating leases which expire in fiscal 1997 through 2001. Rental expense was $692,000, $816,000 and $897,000 in fiscal 1996, 1995, and 1994, respectively. Future minimum rental payments under these leases are as follows:

	(In Thousands)
1997	$782,000
1998	709,000
1999	550,000
2000	552,000
2001	405,000
Thereafter	-
	$2,998,000

In addition to the above, the Company entered into an agreement with the landlord of the Victory Refrigeration Company facility (before that subsidiary was sold - see Note 3) to guarantee Victory's lease payments. The duration of this lease guarantee is 19 months. The contingent liability related to this guarantee totals approximately $996,000 at December 28, 1996. This contingent liability is scheduled to decrease by approximately $52,400 per month during fiscal 1997.

(9) SEGMENT INFORMATION

The Company is engaged in the manufacture and sale of commercial and institutional food cooking and preparation equipment for the foodservice industry. The Company's principal operations are in the United States, with a majority of sales made to domestic dealers and distributors. No customer accounted for 10% or more of sales during fiscal 1996, 1995 and 1994.

Sales outside the United States, based on dealer locations, are given below. These export sales represented 37%, 36% and 35% of the Company's net sales in fiscal 1996, 1995 and 1994, respectively. Additionally, a small amount of sales to U.S. customers are transshipped by those customers for installation at their international locations.

The following represents net sales as reported by each major geographic region:

	1996	Restated 1995	Restated 1994
United States	$78,594	$67,878	$60,971
Asia/Pacific	25,606	20,161	13,641
Europe/Other	11,248	10,430	8,986
Latin America	5,281	4,036	6,790
Canada	4,036	3,843	3,770
Total International	46,171	38,470	33,187
Total Net Sales	$124,765	$106,348	$94,158

(10) EMPLOYEE BENEFIT PLANS

The Company has a discretionary profit sharing plan and a 401(k) savings plan for salaried and non-union hourly employees. The company had profit sharing expense of $350,000, $325,000 and $300,000 in fiscal 1996, 1995 and 1994, respectively.

The Company has a defined benefit pension plan for union hourly plant employees at the Elgin, Illinois facility. The company's funding policy is to contribute the minimum required by the Employee Retirement Income Security Act of 1974. The plan had projected benefit obligations of $1,911,000 and $1,653,000 at December 28, 1996 and December 30, 1995, respectively. The market values of plan assets were $1,549,000 and $1,371,000 at December 28, 1996 and December 30, 1995, respectively. The discount rates used to determine the projected benefit obligations were 7.5% and 7.5% for 1996 and 1995, respectively. The net pension expense for this plan was $155,000, $140,000 and $185,000 for fiscal 1996, 1995 and 1994, respectively.

In fiscal 1993, the Company adopted a non-qualified defined benefit pension plan for certain officers of the Company and entered into a retirement benefit agreement with its President. The Company also has a retirement benefit agreement with its Chairman. The retirement benefit is based on a percentage of the officer's final base salary and the number of years of employment. The projected benefit obligations under these agreements were $2,067,000 and $1,812,000 at December 28, 1996 and December 30, 1995, respectively, and is currently unfunded. The discount rates used to determine the projected benefit obligations were 7.5% and 7.5% for 1996 and 1995, respectively. Retirement benefit expense was $255,000, $255,000 and $259,000 in fiscal 1996, 1995 and 1994, respectively.

(11) QUARTERLY DATA (UNAUDITED)

(In thousands, except per share data)

	Restated 1st	Restated 2nd	Restated 3rd	Restated 4th
1996				
Net sales....................................	$29,510	$28,661	$31,400	$35,194
Gross margin.................................	8,567	8,529	9,373	10,966
Operating income.............................	2,288	1,671	2,062	766
Earnings from continuing operations............................				
(Loss) earnings from discontinued operations................	(80)	(432)	(1,603)	(495)
Net earnings (Loss)..........................	$686	$ (31)	$(979)	$797
Net earnings (loss) per share:				
Continuing operations...................	$.09	$.04	$.07	$.15
Discontinued operations.................	(.01)	(.04)	(.19)	(.06)
Net earnings (Loss) per common share............................	$.08	$.00	$(.12)	$.09
1995				
Net sales....................................	$25,743	$25,646	$27,558	$27,401
Gross margin.................................	7,667	7,492	8,389	8,959
Operating income.............................	1,836	1,484	2,117	1,459
Earnings from continuing operations..............................	497	437	739	1,072
(Loss) earnings from discontinued operations..................	168	180	144	(73)
Net earnings.................................	$665	$617	$883	$999
Net earnings (loss) per share:				
Continuing operations....................	$.06	$.05	$.08	$.12
Discontinued operations..................	.02	.02	.02	(.01)
Net earnings per common share....................................	$.08	$.07	$.10	$.11

THE MIDDLEBY CORPORATION

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

FISCAL YEARS ENDED DECEMBER 28, 1996, DECEMBER 30, 1995,
AND DECEMBER 31, 1994

	Balance Beginning of Period	Additions Charged Expense	Write-Offs During the The Period	Balance At End Of Period
Allowance for doubtful accounts; deducted from accounts receivable on the balance sheets-				
1994	$345,000	$202,000	$(205,000)	$342,000
1995	$342,000	$170,000	$ (99,000)	$413,000
1996	$413,000	$117,000	$ (35,000)	$495,000
Reserve for inventory obsolescence; deducted from inventories on the balance sheets-				
1994	$940,000	$457,000	$(882,000)	$515,000
1995	$515,000	$783,000	$(282,000)	$1,016,000
1996	$1,016,000	$209,000	$(279,000)	$946,000

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

THE MIDDLEBY CORPORATION
(registrant)

Date May 30, 1997 BY: /s/ John J. Hasting

John J. Hastings, Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)