

MIDDLEBY CORP  
Form 8-K  
May 21, 2004

**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 19, 2004

**THE MIDDLEBY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Commission File No. 1-9973

**Delaware**

**36-3352497**

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer Identification No.)

**1400 Toastmaster Drive, Elgin, Illinois**

(Address of Principal Executive Offices)

**60120**

(Zip Code)

Registrant's Telephone No., including Area Code **(847) 741-3300**

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**Item 5. Other Events and Regulation FD Disclosure**

On May 19, 2004, The Middleby Corporation issued a press release announcing the company's debt refinancing agreement and the payment of a \$0.40 special dividend. The press release is attached hereto as Exhibit 99.1. The refinancing agreement is attached hereto as Exhibit 4.1.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits.

4.1 Second Amended and Restated Credit Agreement, dated May 19, 2004, between the Middleby Corporation, Middleby Marshall, Inc., LaSalle Bank National Association, Wells Fargo Bank N.A. and Bank of America N.A.

99.1 Press release dated May 19, 2004 of The Middleby Corporation.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE MIDDLEBY CORPORATION**

(Registrant)

Date May 21, 2004

By: /s/ Timothy J. FitzGerald

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Timothy J. FitzGerald  
Vice President,  
Chief Financial Officer