

MIDDLEBY CORP
Form 8-K
March 14, 2007

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): **March 8, 2007**

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)

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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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 8, 2007, the Compensation Committee of The Middleby Corporation (the Company) Board of Directors approved a revised form of Restricted Stock Agreement (the RSA) that the Company has used for grants of restricted stock to named executive officers under the Company's 1998 Stock Incentive Plan.

The revisions to the RSA include the addition of performance-based vesting criteria as more fully described therein. The RSA provides for accelerated vesting of awards in the event that the employee is terminated without Cause (as defined in the RSA) or if the employee terminates employment within the six-month period immediately following a Change in Control (as defined in the RSA).

The foregoing summary of the RSA is qualified in its entirety by reference to the RSA, a copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

On March 8, the Company's Board of Directors approved restricted stock grants pursuant to the terms of the RSA to the Company's named executive officers (the NEOs) equal to the number of shares set forth opposite each such NEO's name below:

| | |
|-----------------------|---------------|
| Selim A. Bassoul | 69,500 shares |
| Timothy J. FitzGerald | 22,500 shares |
| Phil Dei Dolori | 15,000 shares |
| Mark A. Sieron | 10,000 shares |
| Nazih Ibrahim | 5,000 shares |

Item 9.01 **Financial Statements and Exhibits.**

(c) Exhibits

| <u>Exhibit No</u> | <u>Description</u> |
|-------------------|--------------------|
|-------------------|--------------------|

| | |
|------|---|
| 10.1 | The Middleby Corporation Form of Restricted Stock Agreement, effective March 8, 2007. |
|------|---|

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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: March 14, 2007

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

EXHIBIT INDEX

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