



Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 5, 2009, the The Middleby Corporation (the “Company”), through its wholly-owned subsidiary Chef Acquisition Corp. (“Merger Sub”) completed its acquisition of TurboChef Technologies, Inc. (“TurboChef”). Pursuant to an agreement and plan of merger, dated as of August 12, 2008 and amended November 21, 2008, (the “Merger Agreement”) by and among the Company, Merger Sub and TurboChef, TurboChef merged with and into Merger Sub, with Merger Sub becoming a wholly-owned subsidiary of the Company. The Company purchased TurboChef in a stock and cash transaction valued at approximately \$160.3 million. Pursuant to the Merger Agreement, at the effective time of the merger, each share of TurboChef common stock, subject to certain exceptions, was converted into the right to receive \$3.67 in cash, without interest, and 0.0486 of a share of common stock of the Company.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

(1) TurboChef Technologies, Inc. Audited Consolidated Balance Sheets as of December 31, 2007 and 2006 and the Related Consolidated Statements of Operations, Stockholders’ Equity and Cash Flows for each of the Three Years in the period ended December 31, 2007 and the Report of Independent Registered Public Accounting Firm related thereto, filed as Exhibit 99.1 hereto and incorporated by reference herein.

(2) TurboChef Technologies, Inc. Unaudited Condensed Consolidated Balance Sheets as of September 30, 2008 and December 31, 2007, and the Related Unaudited Condensed Consolidated Statements of Operations and Cash Flows for the Nine Months ended September 30, 2008 and 2007, filed as Exhibit 99.2 hereto and incorporated by reference herein.

(b) Pro Forma Financial Information

The pro forma financial information required by this item with respect to the transaction are filed as Exhibit 99.3 hereto and incorporated by reference herein:

(c) Not applicable.

(d) Exhibits.

Exhibit No. Description

Exhibit 23.1 Consent of Ernst & Young LLP.

Exhibit 99.1 TurboChef Technologies, Inc. Audited Consolidated Balance Sheets as of December 31, 2007 and 2006 and the Related Consolidated Statements of Operations, Stockholders' Equity and Cash Flows for each of the Three Years in the period ended December 31, 2007 and the Independent Auditors' Report related thereto.

Exhibit 99.2 TurboChef Technologies, Inc. Unaudited Condensed Consolidated Balance Sheets as of September 30, 2008 and December 31, 2007, and the Related Unaudited Condensed Consolidated Statements of Operations and Cash Flows for the Nine Months Ended September 30, 2008 and 2007.

Exhibit 99.3 Unaudited Pro Forma Condensed Consolidated Financial Information.

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: January 9, 2009

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

Exhibit Index

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Exhibit 99.1	TurboChef Technologies, Inc. Audited Consolidated Balance Sheets as of December 31, 2007 and 2006 and the Related Consolidated Statements of Operations, Stockholders' Equity and Cash Flows for each of the Three Years in the period ended December 31, 2007 and the Independent Auditors' Report related thereto.
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Exhibit 99.3	Unaudited Pro Forma Condensed Consolidated Financial Information.