

**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): June 18, 2026

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)

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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	MIDD	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On June 18, 2026, the Board of Directors (the “Board”) of The Middleby Corporation (the “Company”) approved the previously announced separation of Midera Food Processing, Inc. (“Midera”) from the Company into a new, publicly traded company (the “Spin-off”) and declared a pro rata distribution (the “Distribution”) of all of the issued and outstanding shares of Midera common stock to the holders of Company common stock as of 4:00 p.m. Central Time on June 26, 2026 (the “Record Date”). The Distribution will be effective as of 12:01 a.m. Eastern Time on July 6, 2026 (the “Distribution Date”). On the Distribution Date, holders of Company common stock will receive one share of Midera common stock for every one share of Company common stock they hold as of the close of business on the Record Date. Completion of the Distribution is conditioned upon the satisfaction or waiver of certain conditions, as set forth in the form of Separation and Distribution Agreement filed with the U.S. Securities and Exchange Commission (the “SEC”) as part of Midera’s Registration Statement on Form 10, which was declared effective by the SEC on June 17, 2026.

A copy of the press release issued by the Company regarding, among other things, the matters set forth in this Item 7.01 of this Current Report on Form 8-K, “ex-dividend” trading of shares of Company common stock and “when-issued” trading of shares of Midera common stock, is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth in this Item 7.01, including Exhibit 99.1, is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information set forth in this Item 7.01, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 22, 2026, issued by The Middleby Corporation.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

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 hereunto duly authorized.

THE MIDDLEBY CORPORATION

Date: June 22, 2026

By: /s/ Brittany C. Cerwin

Brittany C. Cerwin

Chief Financial Officer



Middleby Board of Directors Approves Spin-off of Midera Food Processing

Elgin, Ill.– June 22, 2026 – The Middleby Corporation (NASDAQ: MIDD) today announced that its Board of Directors (the “Board”) has formally approved the previously announced spin-off of its Food Processing business, Midera Food Processing, Inc. (“Midera”).

To execute the spin-off, Middleby will distribute all of the issued and outstanding shares of Midera common stock pro rata to Middleby stockholders of record on June 26, 2026 (the “Record Date”). The Board expects the distribution to occur at 12:01 a.m. Eastern Time on July 6, 2026 (the “Distribution Date”), on the basis of a distribution ratio of one share of Midera common stock for every one share of Middleby common stock held as of 4:00 p.m. Central Time on the Record Date.

“Midera is entering an exciting new chapter as a pure-play food processing technology leader,” said Mark Salman, incoming Chief Executive Officer of Midera. “We have deep customer relationships, leading brands across protein, bakery, and snack processing, and a proven innovation engine that delivers real solutions. As an independent company, we’ll have the strategic focus and financial flexibility to accelerate our approach to delivering complete solutions that help food producers efficiently scale their operations. Our unique position in the market comes from our ability to integrate equipment, automation, and service into total line solutions as we seek to deliver the lowest total cost of ownership for our customers. We’re excited to capitalize on the significant growth opportunities ahead and create substantial shareholder value.”

“This separation represents the culmination of years of strategic planning and portfolio optimization,” said Tim FitzGerald, Chief Executive Officer of Middleby. “Both Middleby and Midera are well positioned to accelerate growth as independent companies, each with the strategic focus to pursue distinct opportunities in their respective markets. Middleby will continue driving innovation in commercial foodservice, from our beverage platform to our connected kitchen solutions and across all of our product categories. Midera enters the market as a leader in food processing automation with strong momentum. We’re confident this focused approach will drive significant value creation for our shareholders.”

Completion of the spin-off is conditioned upon the satisfaction or waiver of certain conditions, as set forth in the form of Separation and Distribution Agreement filed with the U.S. Securities and Exchange Commission (the “SEC”) as part of Midera’s registration statement on Form 10, which was declared effective by the SEC on June 17, 2026.

The spin-off is expected to be tax-free to Middleby stockholders for U.S. federal income tax purposes.

When-Issued Trading Market

Middleby anticipates that Midera common stock will begin trading on The Nasdaq Stock Market LLC (“Nasdaq”) under the ticker symbol “MFPVV” on a “when-issued” basis on or about June 26, 2026 and continuing through the Distribution Date. Midera common stock is expected to begin “regular-way” trading on Nasdaq under the ticker symbol “MFP” on July 7, 2026.

Shares of Middleby common stock are expected to continue to trade “regular-way” on Nasdaq under the current ticker symbol “MIDD” from the Record Date through the Distribution Date. However, beginning on June 26, 2026 and continuing through the Distribution Date, it is expected that there will be two markets in Middleby common stock on Nasdaq: a “regular-way” market under Middleby’s current ticker symbol “MIDD,” in which Middleby shares will trade with the right to receive shares of Midera common stock on the Distribution Date, and an “ex distribution” market under the ticker symbol “MIDDV”, in which Middleby shares will trade without the right to receive shares of Midera common stock on the Distribution Date.

Middleby stockholders are encouraged to consult their financial advisors regarding the specific implications of buying, selling or holding shares of Middleby common stock on or before the Distribution Date.

About The Middleby Corporation

The Middleby Corporation is a global leader in the foodservice industry. The company develops and manufactures a broad line of solutions used in commercial foodservice and food processing. Middleby showcases its advanced solutions in the Middleby Innovation Kitchens for commercial foodservice and industrial baking and protein Innovation Centers for food processing solutions. For more information about Middleby, please visit www.middleby.com.

About Midera Food Processing

Midera Food Processing provides food processing equipment and automation solutions for industrial protein, bakery, and snack producers, delivering total line solutions from preparation and thermal processing through packaging. With a portfolio of 30+ industry-leading brands reaching customers across six continents, Midera helps food processors produce safer, more consistent products while improving efficiency and reducing waste at scale. Headquartered in Rosemont, Illinois, the company employs approximately 2,800 people worldwide. For more information about Midera, please visit www.midera.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains “forward-looking statements” subject to the Private Securities Litigation Reform Act of 1995, including statements regarding The Middleby Corporation’s (“Middleby”) and Midera Food Processing, Inc.’s (“Midera” and each of Midera and Middleby, a “Company”) expectations with respect to the timing of the spin-off of Middleby’s Food Processing business into an independent, publicly traded company (the “Spin-off”) and each Company’s future performance. Each Company cautions investors that such statements are estimates and are highly dependent upon a variety of factors. These forward-looking statements involve known

and unknown risks, uncertainties and other factors, which could cause each Company's actual results, performance or outcomes to differ materially from those expressed or implied in the forward-looking statements. The following are some of the important factors that could cause each Company's actual results, performance or outcomes to differ materially from those discussed in the forward-looking statements: changing market conditions; volatility in earnings resulting from goodwill impairment losses, which may occur irregularly and in varying amounts; variability in financing costs and interest rates; quarterly variations in operating results; dependence on key customers; risks associated with each Company's foreign operations, including international exposure, political risks affecting international sales, market acceptance and demand for each Company's products and each Company's ability to manage the risk associated with the exposure to foreign currency exchange rate fluctuations; each Company's ability to protect its trademarks, copyrights and other intellectual property; changing market conditions, including inflation; the impact of competitive products and pricing; the impact of announced management and organizational changes; intense competition in each Company's business including the impact of both new and established global competitors; unfavorable tax law changes and tax authority rulings; cybersecurity attacks and other breaches in security; the continued ability to realize profitable growth through the sourcing and completion of strategic acquisitions; the timely development and market acceptance of each Company's products; the availability and cost of raw materials; the possibility that the Spin-off will not be consummated within the anticipated time period or at all, including as the result of regulatory, market or other factors, including the possibility that various closing conditions for the Spin-off may not be satisfied; the potential disruption to each Company's business in connection with the Spin-off; the potential that each Company does not realize all of the expected benefits of the Spin-off; the potential that the Spin-off may be more difficult, time consuming or costly than expected; the failure of the Spin-off to qualify for the expected tax treatment; potential adverse effects of the results of the Spin-off, including on the market price of each Company's common stock, the ability of each Company to develop and maintain relationships with personnel, customers, suppliers and others with whom it does business or such Company's business, financial condition, results of operations and financial performance; risks related to diversion of each Company's management's attention from its ongoing business operations due to the Spin-off; and other risks detailed in each Company's SEC filings. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. The forward-looking statements included in this press release are made only as of the date hereof and, except as required by federal securities laws and rules and regulations of the SEC, neither Company undertakes any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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