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): May 10, 2021

THE MIDDLEBY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation or

organization)

<u>1-9973</u>

36-3352497

(Commission File Number) (IRS Employer Identification Number)

	.400 Toastmaster	Ill::- C0120			
-	<u>Drive,</u> <u>Elgin,</u> Address of principal executive offices)	Illinois 60120 (Zip Code)			
Registrant's telephone num	<u>(847)</u> 741-3300				
(Forme	N/A er Name or Former Address, if C	Changed Since Last Report)			
Check the appropriate box below if the Forost the following provisions:	m 8-K filing is intended to simulta	aneously satisfy the filing obligation of the registrant under any			
☐ Written communications pursuant to Ru	lle 425 under the Securities Act (17	7 CFR 230.425)			
\square Soliciting material pursuant to Rule 14a	-12 under the Exchange Act (17 CI	FR 240.14a-12)			
\square Pre-commencement communications pu	ırsuant to Rule 14d-2(b) under the I	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:					
<u>Title of Each Class</u> Common Stock	<u>Trading Symbol(s)</u> MIDD	Name of Each Exchange on Which Registered Nasdaq Global Select Market			
Indicate by check mark whether the registr 1933 (§230.405 of this chapter) or Rule 12		y as defined in Rule 405 of the Securities Act of t of 1934 (§240.12b-2 of this chapter).			
Emerging growth company \square					
If an emerging growth company, indicate be with any new or revised financial accounting		elected not to use the extended transition period for complying Section 13(a) of the Exchange Act. 0			

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2021, The Middleby Corporation, a Delaware corporation (the "Company"), held its 2021 Annual Meeting of Stockholders (the "Annual Meeting"). There were a total of 55,638,477 outstanding shares of common stock entitled to vote at the Annual Meeting, of which 49,085,242 were present or represented by proxy. At the Annual Meeting, the Company's stockholders cast their votes as described below. The proposals are described in the definitive proxy statement on Schedule 14A filed by the Company with the U.S. Securities and Exchange Commission on March 31, 2021.

1. ELECTION OF DIRECTORS

Proposal one was the election of seven (7) directors. The shares present were voted as follows:

Nominees	For	Withhold	Broker Non-Votes
Gordon O'Brien	45,489,365	591,119	3,004,758
Timothy J. FitzGerald	45,783,966	296,518	3,004,758
Sarah Palisi Chapin	45,443,351	637,133	3,004,758
Cathy L. McCarthy	45,544,534	535,950	3,004,758
John R. Miller III	41,986,347	4,094,137	3,004,758
Robert A. Nerbonne	45,562,490	517,994	3,004,758
Nassem Ziyad	45,943,318	137,166	3,004,758

Pursuant to the foregoing votes, all seven nominees listed above were elected to the Company's Board of Directors to serve until the Company's 2022 Annual Meeting of Stockholders and until their successors shall be duly elected and qualified or until their earlier death, resignation or removal.

2. ADVISORY VOTE ON EXECUTIVE COMPENSATION

Proposal two was the approval, on an advisory basis, of the 2020 compensation of the Company's named executive officers. The shares present were voted as follows:

FOR: 41,984,976 AGAINST: 3,978,233 ABSTAIN: 117,275 BROKER NON-VOTES: 3,004,758

Pursuant to the foregoing votes, proposal two was approved on an advisory basis.

3. APPROVAL OF ADOPTION OF 2021 LONG-TERM INCENTIVE PLAN

Proposal three was the approval of the adoption of the Company's 2021 Long-Term Incentive Plan. The shares present were voted as follows:

FOR: 42,290,776 AGAINST: 3,751,223 ABSTAIN: 38,485 BROKER NON-VOTES: 3,004,758

Pursuant to the foregoing votes, proposal three was approved.

4. RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS

Proposal four was the ratification of the selection of Ernst & Young LLP as the Company's independent public accountants for the fiscal year ending January 1, 2022. The shares present were voted as follows:

FOR: 48,967,932 AGAINST: 73,844 ABSTAIN: 43,466 BROKER NON-VOTES: 0

Pursuant to the foregoing votes, proposal four was approved.

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: May 13, 2021 By: <u>/s/ Bryan E. Mittelman</u>

Bryan E. Mittelman Chief Financial Officer