Check this box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Mittelman Bryan E.						2. Issuer Name and Ticker or Trading Symbol MIDDLEBY Corp [MIDD]								tionship of Reportin all applicable) Director Officer (give title		ng Person(s) to Is: 10% Ov Other (s		wner
(Last) (First) (Middle) C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE					3. Date of Earliest Transaction (Month/Day/Year) 02/28/2022								X	below)			below)	
IL	L 60120			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date				ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Ĺ.	3. Transaction Code (Instr. 8)					and 5) Secur Benet Owne		ties cially I Following	Forn (D) c	n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)	Price	Transac		ction(s)			(Instr. 4)
Common Stock 0.				22				A		5,554(1)	Α	(1)		22,663			D	
Common Stock 02/28/20				22				F		2,481(2)	D	\$177.	7.62 ⁽²⁾		20,182		D	
Common Stock 03/01/20				22				F		924(3)	D	\$174.	28 ⁽³⁾	19,258			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Execusecurity or Exercise (Month/Day/Year) if any		cution Date,	4. Transaction Code (Instr. 8)		of Derivation Securion Acqui (A) or Dispo of (D) (Instr.	ative rities ired osed	Expi (Mor	iration nth/Day	Date //Year)	Amou Secui Under Deriva Secui 3 and	int of ities rlying ative ity (Instr. 4)	_		derivative Securities Beneficiall Owned Following Reported	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	E MIDDLEI ASTMAST IL (Sta Stock Stock Stock Stock 2. Conversion or Exercise Price of Derivative	E MIDDLEBY CORPORATA ASTMASTER DRIVE IL 6 (State) (Z Table Security (Instr. 3) Stock Stock Stock Tal 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	E MIDDLEBY CORPORATION ASTMASTER DRIVE IL 60120 (State) (Zip) Table I - N Security (Instr. 3) Stock Stock Stock Table I 2. Conversion or Exercise Price of Date (Month/Day/Year) Date (Month/Day/Year) Exercise Price of Derivative	E MIDDLEBY CORPORATION ASTMASTER DRIVE IL 60120 Table I - Non-Derivation (Month/Day/Y) Security (Instr. 3) Stock 02/28/202 Stock 02/28/202 Table II - Derivation (e.g., pu Conversion or Exercise Price of Date (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	E MIDDLEBY CORPORATION ASTMASTER DRIVE IL 60120 (State) (Zip) Table I - Non-Derivative : Security (Instr. 3) 2. 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ASTMASTER DRIVE IL 60120 Table I - Non-Derivative Securities Acquired, Disposed of, or Exercise Price of Date (Month/Day/Year) Stock 02/28/2022 A 5,554(1) A Stock 02/28/2022 F 2,481(2) D Table II - Derivative Securities Acquired, Disposed Of (D) (Inst fary (Month/Day/Year) A bisposed Of (ASTMASTER DRIVE IL 60120 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 02/28/2022	ASTMASTER DRIVE IL 60120 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/D	(First) (Middle) EMIDDLEBY CORPORATION ASTMASTER DRIVE IL 60120 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 02/28/2022 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 02/28/2022 3. 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Date of Earliest Transaction (Month/Day/Year) II. 60120 State Carp C	Security (Instr. 3) 2. Transaction Month/Day/Year) Code (Instr. 4) Stock Date D

Explanation of Responses:

- 1. Represents shares acquired upon vesting of performance-based restricted stock that was awarded on August 9, 2019.
- 2. Transaction related to the surrender of shares to fund reporting person's tax liability related to vesting of performance-based restricted stock.
- 3. Transaction related to the surrender of shares to fund reporting person's tax liability in connection with vesting of 2,083 RSUs on March 1, 2022.

03/02/2022 Michael D. Thompson POA

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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