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 12, 2006

THE MIDDLEBY CORPORATION (Exact Name of Registrant as Specified in its Charter)

Delaware 1-9973 36-3352497 (State or Other Jurisdiction (Commission File Number) (IRS Employer of Incorporation) 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))

Item 7.01 Regulation FD Disclosure.

On May 12, 2006, The Middleby Corporation issued a press release, attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. Description

Exhibit 99.1 The Middleby Corporation press release dated May 12, 2006

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.

Dated: May 12, 2006

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

Exhibit Index

Exhibit No.	Description
Exhibit 99.1	The Middleby Corporation press release dated May 12, 2006

THE MIDDLEBY CORPORATION

1400 Toastmaster Drive, Elgin, Illinois 60120 o(847)741-3300 oFax(847)741-1689

FOR IMMEDIATE RELEASE - 12 May 2006

Announcement Pursuant to Rule 2.4 of the UK City Code on Takeovers and Mergers (the "City Code")

ELGIN, Ill.--(BUSINESS WIRE)--May 12, 2006--Middleby (NASDAQ:MIDD - News) Middleby notes the recent rise in the Enodis share price. As required by Rule 2.4 of the City Code, Middleby confirms that it had approached the board with regards to a possible offer for Enodis and requested a meeting. Following Enodis' declining to meet, Middleby has today written to Enodis to reconfirm its continued desire to meet to discuss a strategic transaction.

Middleby is currently considering its position in respect of Enodis and one option includes making a formal offer. Middleby frequently reviews potential acquisition opportunities. This is a required announcement that does not represent a change in Middleby's normal policy of not commenting on acquisition speculation.

There is no certainty that an offer will be made nor as to the terms on which any offer would be made.

Any proposal to be made to Enodis, and any potential offer by Middleby for Enodis, is subject to the UK City Code on Takeovers and Mergers (the "City Code").

As a result, any person who, alone or acting together with any other person(s) pursuant to an agreement or understanding (whether formal or informal) to acquire or control "relevant securities" (within the definition set out in the City Code) of Enodis or of Middleby, owns or controls, or becomes the owner or controller, directly or indirectly , of one per cent. or more of any class of relevant securities of Enodis or of Middleby is generally required under the provisions of Rule 8 of the City Code to notify a regulatory information service and the Panel on Takeovers and Mergers (the "Takeover Panel") by not later than 12:00 noon on the business day following the date of the transaction of every dealing in such relevant securities during the period from the date of any possible offer announcement to the date on which any offer becomes or is declared unconditional as to acceptances or lapses or is withdrawn. A copy of such notification on the appropriate form should be faxed to the Takeover Panel by that time on + 44 (0)20 7236 7013 or e-mailed to: monitoring @disclosure.org.uk. In the event of any doubt as to the application of these requirements, the Panel should be consulted on + 44 (0)20 7638 0129. Dealings by Middleby, Enodis or their respective associates (within the definition set out in the City Code) in any class of relevant securities of Enodis or Middleby referable thereto until the end of such period should also be disclosed.

Statements in this press release or otherwise attributable to the company regarding the company's business which are not historical fact are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The company cautions investors that such statements are estimates of future performance and are highly dependent upon a variety of important factors that could cause actual results to differ materially from such statements. Such factors include volatility in earnings resulting from goodwill impairment losses; variability in financing costs; quarterly variations in operating results; dependence on key customers; international exposure; foreign exchange and political risks affecting international sales; protection of trademarks, copyrights and other intellectual property; changing market conditions; the impact of competitive products and pricing; the timely development and market acceptance of the company's products; the availability and cost of raw materials; and other risks detailed herein and from time-to-time in the company's SEC filings.

Enquiries:

Banc of America Securities - financial	adviser to	Middleby		
Paul Mullins, Managing Director	Tel:	+44 (0)20	7174	5343
Geoff Iles, Associate	Tel:	+44 (0)20	7174	4522