

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**SCHEDULE 14A**

PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )



Filed by the Registrant



Filed by a Party other than the Registrant

**Check the appropriate box:**

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	<b>Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2))</b>
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material under §240.14a-12

**Middleby Corp.**



*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

**Payment of Filing Fee (Check all boxes that apply):**

<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

THE MIDDLEBY CORPORATION

2022 Annual Meeting

Vote by May 15, 2022

11:59 PM ET



THE MIDDLEBY CORPORATION  
1400 TOASTMASTER DRIVE  
ELGIN, IL 60120



D77416-P69975

## You invested in THE MIDDLEBY CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 16, 2022.**

### Get informed before you vote

View the Notice & Proxy Statement, Form 10-K and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 2, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

May 16, 2022  
10:30 AM CDT

Virtually at:  
[www.virtualshareholdermeeting.com/MIDD2022](http://www.virtualshareholdermeeting.com/MIDD2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Sarah Palisi Chapin	✓ For
1b. Timothy J. FitzGerald	✓ For
1c. Cathy L. McCarthy	✓ For
1d. John R. Miller III	✓ For
1e. Robert A. Nerbonne	✓ For
1f. Gordon O'Brien	✓ For
1g. Nasseem Ziyad	✓ For
2. Approval, on an advisory basis, of the compensation of our named executive officers; and	✓ For
3. Ratification of the selection of Ernst & Young LLP as the Company's independent public accountants for the current fiscal year ending December 31, 2022.	✓ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".