

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 3, 2007**

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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 3, 2007, the stockholders of The Middleby Corporation (the "Company") approved an amendment (the "Amendment") to the Company's Restated Certificate of Incorporation to increase the total number of authorized shares of the Company's Common Stock from 20,000,000 to 47,500,000. On May 3, 2007, the Company filed a Certificate of Amendment to the Company's Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to implement the Amendment, which became effective upon filing.

The foregoing description of the Amendment is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) **Exhibits.**

Exhibit No.	Description
Exhibit 3.1	Certificate of Amendment to the Restated Certificate of Incorporation of the Middleby Corporation, as filed with the Secretary of State of the State of Delaware on May 3, 2007.

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 3, 2007

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 3.1	Certificate of Amendment to the Restated Certificate of Incorporation of the Middleby Corporation, as filed with the Secretary of State of the State of Delaware on May 3, 2007.

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
THE MIDDLEBY CORPORATION**

The Middleby Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The Board of Directors of the Corporation has duly adopted a resolution setting forth an amendment to the Corporation's Restated Certificate of Incorporation in accordance with the provisions of Section 141 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED that the Restated Certificate of Incorporation of the Corporation is hereby amended by amending and restating the first sentence of Article 4 thereof to read in its entirety as follows:

"The Corporation shall have authority to issue 2,000,000 shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock") and 47,500,000 shares of Common Stock, par value \$.01 per share ("Common Stock")."

2. This Certificate of Amendment of the Restated Certificate of Incorporation was duly adopted and approved by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 3rd day of May, 2007.

THE MIDDLEBY CORPORATION,
a Delaware corporation

By: /s/ Timothy J. FitzGerald
Name: Timothy J. FitzGerald
Title: Chief Financial Officer