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

SEPTEMBER 1, 1995

Date of Report (Date of Earliest Event Reported)

Commission File No. 1-9973

THE MIDDLEBY CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware	36-3352497
(State of Incorporation)	(IRS Employer Identification Number)

1400 Toastmaster Drive
Elgin, Illinois 60120-9274

(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: (708) 741-3300

Item 5. OTHER EVENTS

As a result of the Hussmann Corporation Foodservice Equipment Group acquisition in 1989, the subsequent disposition of related assets, and the successful conclusion in 1993 of the lawsuit against Whitman Corporation, the seller of the Hussmann Corporation Foodservice Equipment Group, management of the Company has received and answered numerous questions related to the accounting for the above-mentioned transactions that occurred from 1989 to 1993. These questions have come from shareholders, investment analysts, potential investors and others. To assist current and future shareholders of the Company to better understand the history of the Company and to better analyze the comparative financial statements and current results of operations, management has prepared the following unaudited pro forma financial information which basically assumes that an adjusted price was originally paid for the Hussmann Corporation Foodservice Equipment Group in 1989 and assumes that the disposition of related assets and integration of facilities occurred in 1989.

The unaudited pro forma financial information attached hereto as Exhibit (99) should be read in conjunction with the historical audited financial statements of the Company and Annual Reports on Form 10-K filed with the Securities and Exchange Commission.

Item 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibit (99) Unaudited Pro Forma Financial Information

SIGNATURE PAGE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MIDDLEBY CORPORATION

By: /s/ John J. Hastings

John J. Hastings
Executive Vice President,
Chief Financial Officer,
Secretary and Treasurer

Dated: September 1, 1995

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE MIDDLEBY CORPORATION

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BACKGROUND INFORMATION

The following unaudited pro forma financial information consists of Pro Forma Condensed Consolidated Statements of Earnings for fiscal years 1990 through 1993. The audited Reported Condensed Statements of Earnings for fiscal years 1990 through 1994 are also included for comparative purposes. Such statements have been prepared to illustrate the estimated effects of (i) the elimination of certain nonrecurring transactions, principally related to the Hussmann asset dispositions and facility closures, and (ii) reduction of interest expense resulting from reflecting the proceeds from the September 1993 Hussmann Corporation litigation settlement as if some of the proceeds had been received during fiscal year 1989 and had been used to reduce outstanding debt. The unaudited pro forma financial information does not purport to represent what the Company's results of operations would actually have been if such transactions had occurred on such date. In addition, the unaudited pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the results of future operations of the Company, and should be read in conjunction with the historical audited financial statements of the Company and notes thereto.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Shareholders and Board of
Directors of The Middleby Corporation:

We have reviewed the pro forma adjustments reflecting transactions described in Notes A to G and the application of those adjsutments to the historical amounts in the accompanying Middleby Corporation Pro Forma Condensed Consolidated Statements of Earnings for the fiscal years ended January 1, 1994, January 2, 1993, December 28, 1991 and December 29, 1990. The historical condensed financial statements are derived from the historical consolidated financial statements of The Middleby Corporation which were audited by us. Such pro forma adjustments are based on management's assumptions as described in Notes A to G to the pro forma statements. Our review was conducted in accordance with standards established by the American Institute of Certified Public Accountants.

A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assumptions, the pro forma adjustments and the application of those adjustments to historical information. Accordingly, we do not express such an opinion.

The objective of this pro forma information is to show what the significant effects on the historical information might have been had the transactions occurred at an earlier date. However, the pro forma condensed consolidated financial statements are not necessarily indicative of the results of operations or related effects on financial position that would have been attained had the above-mentioned transactions actually occurred earlier.

Based on our review, nothing came to our attention that caused us to believe that management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transactions described in Notes A to G to the pro forma statements, that the related pro forma adjustments do not give appropriate effect to those assumptions, or that the pro forma columns do not reflect the proper application of those adjustments to the historical financial statement amounts in the Pro Forma Condensed Consolidated Statements of Earnings for the fiscal years ended January 1, 1994, January 2, 1993, December 28, 1991, and December 29, 1990.

Arthur Andersen LLP

Chicago, Illinois
July 26, 1995

EXHIBIT (99).

THE MIDDLEBY CORPORATION
HISTORICAL AS REPORTED AND PRO FORMA CONDENSED CONSOLIDATED
STATEMENTS OF EARNINGS
(Unaudited)

(In Thousands Except for Per Share Data)

	Historical As Reported For the Fiscal Years				
	1990	1991	1992	1993	1994
Net Sales	$113,016	$102,518	$109,219	$119,355	$129,967
Cost of Sales	79,089	72,297	76,982	89,627	93,713
Gross Margin	33,927	30,221	32,237	29,728	36,254
Selling and Distribution Expenses	15,867	16,699	15,886	18,659	17,894
General and Administrative Expenses	9,524	9,878	11,049	8,985	9,581
Restructuring Charge	-	2,550	-	600	-

Income from Operations	8,536	1,094	5,302	1,484	8,779
Unusual Income Item	-	-	-	(7,716)	-
Interest Expense	8,253	7,356	6,114	4,926	4,080
Other Expense, net	1,176	1,212	1,053	643	786
Earnings (Loss) Before Income Taxes	(893)	(7,474)	(1,865)	3,631	3,913
Provision for Income Taxes	85	36	29	199	863
Net (Loss) Earnings	($978)	($7,510)	($1,894)	$3,432	$3,050
(Loss) Earnings Per Common and Common Equivalent Share-					
Primary	($0.12)	($0.90)	($0.23)	$0.41	$0.36
Fully Diluted	($0.12)	($0.90)	($0.23)	$0.41	$0.36

	Pro Forma For the Fiscal Years				Historical As Reported
	1990	1991	1992	1993	1994
Net Sales	$87,940	$83,178	$97,924	$119,355	$129,967
Cost of Sales	60,660	58,222	69,543	89,627	93,713
Gross Margin	27,280	24,956	28,381	29,728	36,254
Selling and Distribution Expenses	11,964	13,334	14,182	18,659	17,894
General and Administrative Expenses	7,764	7,980	10,178	8,985	9,581
Restructuring Charge	-	-	-	600	-
Income from Operations	7,552	3,642	4,021	1,484	8,779
Interest Expense	4,388	3,405	2,764	2,981	4,080
Other Expense, net	313	311	240	93	786
Earnings (Loss) Before Income Taxes	2,851	(74)	1,017	(1,590)	3,913
Provision for Income Taxes	974	86	263	28	863
Net (Loss) Earnings	$1,877	($160)	$754	($1,618)	$3,050
(Loss) Earnings Per Common and Common Equivalent Share-					
Primary	$0.23	($0.02)	$0.09	($0.19)	$0.36
Fully Diluted	$0.23	($0.02)	$0.09	($0.19)	$0.36

See Notes to Pro Forma Financial Information

EXHIBIT (99).

THE MIDDLEBY CORPORATION
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
For the Fiscal Year 1990
(Unaudited)

(In Thousands Except for Per Share Data)

	Historical As Reported	Pro Forma Adjustments		Pro Forma
Net Sales	$113,016	($25,076)	(B,C,D)	$87,940
Cost of Sales	79,089	(18,429)	(B,C,D,E)	60,660
Gross Margin	33,927	(6,647)		27,280

Selling and Distribution Expenses	15,867	(3,903)	(B,C,D)	11,964
General and Administrative Expenses	9,524	(1,760)	(B,C,D)	7,764
Income from Operations	8,536	(984)		7,552
Interest Expense	8,253	(3,865)	(A,B,C,D)	4,388
Other Expense, net	1,176	(863)	(A,B,D)	313
Earnings/(Loss) Before Income Taxes	(893)	3,744		2,851
Provision for Income Taxes	85	889	(G)	974
Net (Loss) Earnings	($978)	$2,855		$1,877
(Loss) Earnings Per Common and Common Equivalent Share-				
Primary	($0.12)	$0.34		$0.23
Fully Diluted	($0.12)	$0.34		$0.23

See Notes to Pro Forma Financial Information

EXHIBIT (99).

THE MIDDLEBY CORPORATION
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
For the Fiscal Year 1991
(Unaudited)

(In Thousands Except for Per Share Data)

	Historical As Reported	Pro Forma Adjustments		Pro Forma
Net Sales	$102,518	($19,340)	(B,C,D)	$83,178
Cost of Sales	72,297	(14,075)	(B,C,D,E)	58,222
Gross Margin	30,221	(5,265)		24,956
Selling and Distribution Expenses	16,699	(3,365)	(B,C,D)	13,334
General and Administrative Expenses	9,878	(1,898)	(B,C,D)	7,980
Restructuring Charge	2,550	(2,550)	(F)	-
Income from Operations	1,094	2,548		3,642
Interest Expense	7,356	(3,951)	(A,C,D)	3,405
Other Expense, net	1,212	(901)	(A,D)	311
(Loss) Earnings Before Income Taxes	(7,474)	7,400		(74)
Provision for Income Taxes	36	50	(G)	86
Net (Loss) Earnings	($7,510)	$7,350		($160)
(Loss) Earnings Per Common and Common Equivalent Share-				
Primary	($0.90)	$0.88		($0.02)
Fully Diluted	($0.90)	$0.88		($0.02)

See Notes to Pro Forma Financial Information

EXHIBIT (99).

THE MIDDLEBY CORPORATION
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
For the Fiscal Year 1992
(Unaudited)

(In Thousands Except for Per Share Data)

	Historical As Reported	Pro Forma Adjustments		Pro Forma
Net Sales	$109,219	($11,295)	(C,D)	$97,924
Cost of Sales	76,982	(7,439)	(C,D,E)	69,543
Gross Margin	32,237	(3,856)		28,381
Selling and Distribution Expenses	15,886	(1,704)	(C,D)	14,182
General and Administrative Expenses	11,049	(871)	(C,D)	10,178
Income from Operations	5,302	(1,281)		4,021
Interest Expense	6,114	(3,350)	(A,D)	2,764
Other Expense, net	1,053	(813)	(A,C,D)	240
(Loss) Earnings Before Income Taxes	(1,865)	2,882		1,017
Provision for Income Taxes	29	234	(G)	263
Net (Loss) Earnings	($1,894)	$2,648		$754
(Loss) Earnings Per Common and Common Equivalent Share-				
Primary	($0.23)	$0.32		$0.09
Fully Diluted	($0.23)	$0.32		$0.09

See Notes to Pro Forma Financial Information

EXHIBIT (99).

THE MIDDLEBY CORPORATION
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
For the Fiscal Year 1993
(Unaudited)

(In Thousands Except for Per Share Data)

	Historical As Reported	Pro Forma Adjustments	Pro Forma
Net Sales	$119,355	$-	$119,355
Cost of Sales	89,627	-	89,627
Gross Margin	29,728	-	29,728
Selling and Distribution Expenses	18,659	-	18,659
General and Administrative Expenses	8,985	-	8,985
Restructuring Charge	600	-	600
Income from Operations	1,484	-	1,484

Unusual Income Item	(7,716)	7,716 (A)	-
Interest Expense	4,926	(1,945) (A)	2,981
Other Expense, net	643	(550) (A)	93
Earnings/(Loss) Before Income Taxes	3,631	(5,221)	(1,590)
Provision for Income Taxes	199	(171) (G)	28
Net (Loss) Earnings	$3,432	($5,050)	($1,618)
(Loss) Earnings Per Common and Common Equivalent Share-			
Primary	$0.41	($0.60)	($0.19)
Fully Diluted	$0.41	($0.60)	($0.19)

See Notes to Pro Forma Financial Information

EXHIBIT (99).

THE MIDDLEBY CORPORATION
NOTES TO PRO FORMA FINANCIAL INFORMATION
(Unaudited)

(In Thousands)

The following is a summary of adjustments reflected in the Pro Forma Condensed Consolidated Statements of Earnings:

(A) The September 1993 litigation settlement of $19,500, related to the acquisition of the Hussmann Corporation Foodservice Equipment Group, is assumed to have occurred in 1989 and is effectively treated as a reduction to the original purchase price. As a result, on a pro forma basis, the gain of $7,716 recorded in 1993 has been eliminated. In addition, it is assumed that the proceeds from the settlement were used to reduce outstanding debt, thus reducing interest expense. This includes the use of a lower interest rate as the Company would not have incurred the higher cost "Tranche B" debt. The following table sets forth the Statement of Earnings adjustments by year related to this event:

	For the Fiscal Years			
	1990	1991	1992	1993
Interest Expense Reduction	($2,333)	($2,372)	($2,319)	($1,945)
Litigation Settlement Gain Reversal	-	-	-	7,716
Goodwill Amortization Reduction	(817)	(833)	(819)	(550)
Increase/(Decrease) in Earnings Before Income Taxes	$3,150	$3,205	$3,138	($5,221)

(B) The May 1991 closure of the Montreal manufacturing facility is reflected as if it occurred at the time of its acquisition from the Hussmann Corporation Foodservice Equipment Group in 1989. The following table sets forth the Statement of Earnings adjustments related to this event:

	For the Fiscal Years	
	1990	1991

Net Sales Reduction	($4,086)	($1,004)
Cost of Sales Reduction	(3,523)	(917)
Decrease in Gross Margin	(563)	(87)
Selling and Distribution Expenses Reduction	(575)	(350)
General and Administrative Expenses Reduction	(315)	(237)
Increase in Income from Operations	327	500
Other Expense Reduction	(6)	-
Increase in Earnings Before Income Taxes	$333	$500

(C) The February 1992 closure of the United Kingdom distribution company is reflected as if it occurred at the time of its acquisition from the Hussmann Corporation Foodservice Equipment Group in 1989. The following table sets forth the Statement of Earnings adjustments related to this event:

	For the Fiscal Years		
	1990	1991	1992
Net Sales Reduction	($2,383)	($1,490)	($163)
Cost of Sales Reduction	(1,741)	(1,184)	(266)
Increase/(Decrease) in Gross Margin	(642)	(306)	103
Selling and Distribution Expenses Reduction	(737)	(536)	(32)
General and Administrative Expenses Reduction	(241)	(461)	(48)
Increase in Income from Operations	336	691	183
Interest Expense Increase	23	2	-
Other Expense Increase	-	-	5
Increase in Earnings Before Income Taxes	$313	$689	$178

THE MIDDLEBY CORPORATION
NOTES TO PRO FORMA FINANCIAL INFORMATION
(Unaudited)

(In Thousands)

(D) The August 1992 sale of the Seco division is reflected as if it occurred at the time of its acquisition from the Hussmann Corporation Foodservice Equipment Group in 1989. In addition, it is assumed that the proceeds of $11,500 from the sale of the Seco division were used to reduce outstanding debt, which has the effect of reducing interest expense in fiscal years 1990, 1991 and 1992. The following table sets forth the Statement of Earnings adjustments by year related to this event:

For the Fiscal Years		
1990	1991	1992

Net Sales Reduction	($18,607)	($16,846)	($11,132)
Cost of Sales Reduction	(13,048)	(12,015)	(7,862)
Decrease in Gross Margin	(5,559)	(4,831)	(3,270)
Selling and Distribution Expenses Reduction	(2,591)	(2,479)	(1,672)
General and Administrative Expenses Reduction	(1,204)	(1,200)	(823)
Decrease in Income from Operations	(1,764)	(1,152)	(775)
Interest Expense Reduction	(1,555)	(1,581)	(1,031)
Other Expense (Reduction)/Increase	(40)	(68)	1
(Decrease)/Increase in Earnings Before Income Taxes	($169)	$497	$255

(E) The 1990 and 1991 effects on earnings due to using the last-in, first-out LIFO inventory cost method have been eliminated. These effects were a $117 decrease in earnings in 1990 and a $41 increase in earnings in 1991. The 1992 nonrecurring gain of $689 recorded to reflect the change in inventory valuation methods from LIFO to first-in, first-out (FIFO) has been eliminated.

(F) The 1991 nonrecurring restructuring charge of $2,550 related to the consolidation of the Middleby Marshall operations into the Toastmaster facility, and the closure of the Montreal manufacturing facility has been reversed.

(G) The provision for income taxes has been recalculated to reflect the effects of the pro forma adjustments.

(H) The Company's 1990, 1991, 1992, 1993 and 1994 fiscal years ended on December 29, 1990, December 28, 1991, January 2, 1993, January 1, 1994 and December 31, 1994, respectively.