

**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): March 24, 2026

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	MIDD	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On March 25, 2026, the board of directors of The Middleby Corporation (the “Company”) appointed Brittany Cerwin (age 42) as Chief Financial Officer, effective immediately. Ms. Cerwin has been Chief Accounting Officer of the Company since May 2023. Prior to becoming Chief Accounting Officer, Ms. Cerwin was with the Company for more than a decade in roles of increasing responsibility within the Company’s corporate accounting department, including as Corporate Controller, where she oversaw and directed the financial reporting functions of all of the Company’s brands and locations across its three business segments. Before joining the Company, Ms. Cerwin was an auditor at Grant Thornton, LLP. She holds both bachelor’s and master’s degrees in accounting from Bradley University. The Company did not enter into or materially amend any material plan, contract or arrangement with Ms. Cerwin in connection with her appointment as Chief Financial Officer and no compensatory grants or awards were made to Ms. Cerwin in connection with such appointment. There are no arrangements or understandings between Ms. Cerwin and any other persons pursuant to which she was selected as Chief Financial Officer. There are also no family relationships between Ms. Cerwin and any director or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On March 25, 2026, the Company announced that Bryan E. Mittelman, Chief Financial Officer of the Company, would transition to a non-officer position as a Special Advisor to the Chief Executive Officer, effective immediately. Mr. Mittelman is expected to remain employed with the Company in such role from March 24, 2026 until the earliest of (i) June 30, 2026 and (ii) the completion of the spin-off of the Middleby Food Processing business as a standalone public company and (iii) such earlier date as may be determined by the Company (such actual length of time that Mr. Mittelman remains employed, the “Advisory Period”). In such role, Mr. Mittelman is expected to focus exclusively on the completion of the Company’s portfolio transformation, including executing the previously announced spin-off of the Company’s food processing business.

On March 24, 2026, in connection with Mr. Mittelman’s transition, the Company entered into a transition and separation agreement (the “Transition and Separation Agreement”) with Mr. Mittelman. The Transition and Separation Agreement provides that Mr. Mittelman will remain employed by the Company through the duration of the Advisory Period and (i) continue to receive his current base salary rate of \$566,500 per year, (ii) receive from the Company a one-time bonus in the of \$283,250, to be paid within fifteen (15) days after the conclusion of the Advisory Period, and (iii) remain eligible to participate in any Company-sponsored employee benefit plans in effect during the Advisory Period. In addition, upon completion of the Advisory Period, Mr. Mittelman will be eligible to receive certain severance benefits (the “Severance Benefits”), comprising (i) a severance payment in an amount equal to twelve (12) months of Mr. Mittelman’s current annual base salary rate of \$566,500; (ii) pro-rata vesting of any unvested Company restricted stock units, to occur upon conclusion of the Advisory Period (provided that, if Mr. Mittelman’s employment is terminated by the Company during the Advisory Period and prior to June 30, 2026, other than for Cause (as defined in the Transition and Separation Agreement), he will be eligible for pro rata vesting as though he remained employed through such date); (iii) pro-rata vesting, at the level of target performance achievement, of any unvested Company performance-based restricted stock units, to occur upon conclusion of the Advisory Period (provided that, if Mr. Mittelman’s employment is terminated by the Company during the Advisory Period and prior to June 30, 2026, other than for Cause, he will be eligible for pro rata vesting as though he remained employed through such date); and (iv) subject to Mr. Mittelman’s timely election, Company payment of the full monthly health insurance premiums for Mr. Mittelman (and, if applicable, Mr. Mittelman’s qualified beneficiaries) pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended. Mr. Mittelman’s receipt of the Severance Benefits is conditioned upon his execution and non-revocation of the Transition and Separation Agreement, his timely execution and non-revocation of a supplemental release of claims and his continued compliance with certain restrictive covenants, including non-competition and employee and customer non-solicitation covenants in effect until March 15, 2028, a perpetual confidentiality covenant, a perpetual non-disparagement covenant, a customary cooperation covenant for certain Company matters, and other terms and conditions of the Transition and Separation Agreement and other agreements binding Mr. Mittelman.

The foregoing description of the Transition and Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the terms and provisions thereof, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the period ending April 4, 2026.

On March 25, 2026, the Company issued a press release announcing the appointment of Ms. Cerwin as Chief Financial Officer and the transition of Mr. Mittelman to a Special Advisor to the Chief Executive Officer. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 25, 2026, issued by The Middleby Corporation.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

SIGNATURES

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

Date: March 25, 2026

By: /s/ Michael D. Thompson
Name: Michael D. Thompson
Title: General Counsel and Secretary



1400 Toastmaster Drive, Elgin, Illinois 60120 • (847) 741-3300 www.middleby.com

Middleby Appoints Brittany Cerwin as Chief Financial Officer

Bryan Mittelman to Serve as Special Advisor Through Completion of Food Processing Spin-Off

Elgin, Ill. (BUSINESS WIRE) March 25, 2026 - The Middleby Corporation (“Middleby”) (NASDAQ: MIDD), a global leader in the foodservice industry, today announced the appointment of Brittany Cerwin as Chief Financial Officer, effective immediately. Ms. Cerwin succeeds Bryan Mittelman, who has served as CFO since 2019 and will transition to the role of Special Advisor to the Chief Executive Officer.

“Brittany has been an integral part of the Middleby corporate finance team since joining us fifteen years ago. Her financial expertise and exceptional leadership are highly respected across the organization,” said Tim FitzGerald, Middleby Chief Executive Officer. “Brittany has led the development of our global finance organization as it exists today, supporting our rapid growth as revenues increased threefold and earnings grew five times during her tenure. As part of the executive team since 2023, her deep knowledge of our business and broad financial acumen has been key to the successful execution of our companywide financial strategies and ongoing growth initiatives. As we complete our transformation into a pure-play commercial foodservice equipment leader, I have tremendous confidence in Brittany to drive continued financial excellence and to be a significant contributor to our future success.”

Ms. Cerwin joined Middleby in 2011 and has consistently taken on roles of increasing responsibility as she excelled within Middleby finance. As Chief Accounting Officer, a position she assumed in 2023, she worked closely with the executive leadership team, overseeing and directing the financial reporting functions across all Middleby business units. Her role has been critical to the integration of acquisitions and the execution of growth initiatives. Prior to being named Chief Accounting Officer, Ms. Cerwin served as Corporate Controller. Before joining Middleby, Ms. Cerwin was with Grant Thornton, LLP, Chicago. She holds both a bachelor’s degree and a master’s degree in accounting from Bradley University, Peoria, Ill.

“I’m excited to take on the CFO role during this pivotal time, as we build upon our strong foundation and position the company for continued future success. Middleby has always been a highly respected industry leader with a solid growth strategy and iconic brands, and I am confident our ongoing transformation will create long-term value,” said Ms. Cerwin. “I am committed to turning our financial goals into solid results, benefitting our employees, partners and shareholders. I’ve seen the company evolve over the past decade and a half, and I believe this upcoming period will be one of the most transformational in Middleby’s history. I look forward to working with Tim and the entire Middleby team as we complete our strategic portfolio initiatives and focus on driving value as a pure-play commercial foodservice leader.”

In his role as Special Advisor, Mr. Mittelman will focus exclusively on the completion of the company’s portfolio transformation, including executing the previously announced spin-off of its Food Processing business, expected by the end of the second quarter of 2026.

“I want to thank Bryan for his outstanding leadership and significant contributions to Middleby over the past seven years,” Mr. FitzGerald continued. “Bryan has been instrumental in strengthening our financial foundation and positioning the company for long-term success. His role as Special Advisor provides a seamless transition of the CFO role and allows us to dedicate his expertise and leadership entirely to completing our strategic portfolio transformation. In this capacity Bryan will have a critical role, partnering with Middleby Food Processing management to oversee the financial establishment of the new organization to ensure a successful spin-off that maximizes shareholder value.”

About Middleby

The Middleby Corporation is a global leader in the foodservice industry. The company develops and manufactures a broad line of solutions used in commercial foodservice and food processing. Middleby showcases its advanced solutions in the Middleby Innovation Kitchens for commercial foodservice, industrial baking and protein Innovation Centers for food processing solutions.

For more information about Middleby, please visit www.middleby.com.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this press release or otherwise attributable to the company regarding the company’s business which are not historical facts are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including statements regarding our expectations with respect to our future performance and the outcome of our strategic review. 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 variability in financing costs; quarterly variations in operating results; dependence on key customers; international exposure; foreign exchange and political risks affecting international sales; 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, including the possibility that the proposed spin-off of Middleby’s Food Processing business (“FP” or “FP business”) will not be consummated within the anticipated time period or at all, including as the result of regulatory, market or other factors, including the possibility that various closing conditions for the spin-off may not be satisfied; the potential disruption to Middleby’s business in connection with the proposed transaction or spin-off; the potential that the FP business and Middleby do not realize all of the expected benefits of the spin-off; that the spin-off may be more difficult, time consuming or costly than expected; the failure of the spin-off to qualify for the expected tax treatment; potential adverse effects of the announcement of the proposed FP spin-off or results thereof, including on the market price of Middleby’s common stock, the ability of Middleby to develop and maintain relationships with personnel, customers, suppliers and others with whom it does business or Middleby’s business, financial condition, results of operations and financial performance; and risks related to diversion of Middleby’s management’s attention from its ongoing business operations due to the transaction and the proposed FP spin-off. Any forward-looking statement speaks only as of the date hereof, and the company does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

For The Middleby Corporation:

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