

MIDDLEBY CORP
Form 8-K
July 15, 2015

**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): **July 15, 2015**

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)

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Registrant's telephone number, including area code: **(847) 741-3300**

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:

- o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On July 15, 2015, The Middleby Corporation, a Delaware corporation (the *Company*), issued an announcement pursuant to Rule 2.7 of the United Kingdom (*UK*) City Code on Takeovers and Mergers (the *Rule 2.7 Announcement*). The *Rule 2.7 Announcement* disclosed that the boards of directors of the *Company* and AGA Rangemaster Group plc, a company incorporated in England and Wales (*AGA*), had agreed on the terms of a recommended cash offer by the *Company* of 185 pence per ordinary share in cash (the *Offer*) to acquire the entire issued and to be issued ordinary share capital of *AGA*. The *Offer* will be effected by Middleby UK Residential Holding LTD, an indirect wholly owned subsidiary of the *Company* (*Bidco*). The acquisition values the entire issued and to be issued ordinary share capital of *AGA* at approximately £129.2 million (approximately US\$200 million). The acquisition is to be effected by way of a scheme of arrangement under the UK Companies Act 2006, which requires the approval of an English court and approval of a majority in number of *AGA*'s shareholders present and voting at a meeting of *AGA* shareholders convened by the Court, representing not less than 75% in value of the shares voted in person or by proxy at such meeting. The scheme of arrangement is also subject to other conditions set out in Appendix I to the *Rule 2.7 Announcement*.

The *Offer* will be funded with a borrowing under the *Company*'s existing credit facility. Subject to the satisfaction or waiver of all relevant conditions, the transaction is expected to close in the third quarter of 2015. *Bidco* reserves the right, subject to the consent of the UK Panel on Takeovers and Mergers, to effect the acquisition by way of a takeover offer under the UK City Code on Takeovers and Mergers.

The foregoing description of the *Rule 2.7 Announcement* is only a summary, does not purport to be complete, and is qualified in its entirety by reference to the *Rule 2.7 Announcement*, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On July 15, 2015, the *Company* issued a press release announcing the *Offer*. A copy of that press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the presentation slides to be used by the *Company* in connection with its July 15, 2015 investor call described in the press release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference. These presentation slides are also available on the *Company*'s website under *Investor Relations* at www.middleby.com.

The information furnished pursuant to this Item 7.01 (including the exhibits referenced herein) shall not be considered *filed* under the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference into future filings by the *Company* under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, unless the *Company* expressly sets forth in such future filing that such information is to be considered *filed* or incorporated by reference therein.

Forward-Looking Statements

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Statements in this Current Report on Form 8-K 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 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.

No Offer or Solicitation

This Current Report on Form 8-K is not intended to and does not constitute or form part of an offer or invitation to purchase or otherwise acquire any securities or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise in contravention of applicable law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| No. | Description |
|------------|---|
| 2.1 | Rule 2.7 Announcement, dated July 15, 2015. |
| 99.1 | Press Release dated July 15, 2015 of The Middleby Corporation. |
| 99.2 | The Middleby Corporation Investor Presentation dated July 15, 2015. |

SIGNATURE

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: July 15, 2015

By: /s/ Timothy J. Fitzgerald
Name: Timothy J. Fitzgerald
Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

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