

MIDDLEBY CORP
Form SC 13G/A
January 10, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934*

(Amendment No. 1)

The Middleby Corporation

(Name of Issuer)

Common stock, par value \$0.01 per share

(Title of Class of Securities)

596278101

(CUSIP Number)

January 1, 2019

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. **596278101** 13G/A Page 2 of 29 Pages

NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

Viking Global Investors LP
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2 (a)
(b)
SEC USE ONLY

3
4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware
SOLE VOTING POWER

NUMBER⁵ 0
OF

SHARES SHARED VOTING POWER

BENEFICIALLY
620,141

OWNED
BY SOLE DISPOSITIVE
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE
POWER

WITH 8
620,141

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

620,141

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

1.1%

12 TYPE OF REPORTING PERSON

PN

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

1

Viking Global Performance LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2

(a)
(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware
SOLE VOTING POWER

5 0

NUMBER
OF

SHARED VOTING POWER

SHARES

6

BENEFICIALLY OWNED BY

OWNED BY EACH REPORTING PERSON

SOLE DISPOSITIVE
POWER

EACH REPORTING PERSON

7

0

SHARED DISPOSITIVE
POWER

WITH

8

413,152

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

413,152

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.7%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 596278101 13G/A Page 4 of 29 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Viking Global Equities LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)
SEC USE ONLY

3
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
SOLE VOTING POWER

NUMBER⁵ 0
OF
SHARES SHARED VOTING POWER

BENEFICIALLY⁶ 0
OWNED BY SOLE DISPOSITIVE POWER

EACH⁷ 0
REPORTING

PERSON⁸ SHARED DISPOSITIVE POWER
WITH⁸ 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY
9 EACH REPORTING PERSON

10 0

CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0%
TYPE OF REPORTING PERSON*

12
PN

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596278101

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES
ONLY)

Viking Global Equities II LP
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 0

NUMBER
OF

SHARED VOTING POWER

SHARES

6 8,260

BENEFICIALLY

OWNED SOLE DISPOSITIVE
BY POWER

EACH 7 0

REPORTING

PERSON SHARED DISPOSITIVE
POWER

WITH 8 8,260

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,260

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.01%

12 TYPE OF REPORTING PERSON*

PN

CUSIP No. 13G/A Page 6 of 29 Pages
596278101

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

1

VGE III Portfolio Ltd.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands
SOLE VOTING POWER

5 0

NUMBER
OF

SHARED VOTING POWER

SHARES

6 0

BENEFICIALLY

OWNED SOLE DISPOSITIVE
BY POWER

EACH 7 0

REPORTING

PERSON SHARED DISPOSITIVE
POWER

WITH 8 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

0
CHECK BOX IF THE
10 AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

PERCENT OF CLASS
11 REPRESENTED BY AMOUNT IN
ROW 9

0%
12 TYPE OF REPORTING PERSON*

CO

CUSIP No. 596278101 13G/A Page 7 of 29 Pages

1 NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

2 Viking Global Equities Master Ltd.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2 (a)
(b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands
SOLE VOTING POWER

NUMBER⁵ 0
OF

SHARES SHARED VOTING POWER

BENEFICIALLY
404,892

OWNED
BY SOLE DISPOSITIVE
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE
POWER

WITH 8
404,892

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

404,892

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.7%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 596278101 13G/A Page 8 of 29 Pages

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

1

Viking Long Fund GP LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2

(a)
(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware
SOLE VOTING POWER

NUMBER⁵ 0
OF

SHARES SHARED VOTING POWER

BENEFICIALLY
144,603

OWNED
BY SOLE DISPOSITIVE
POWER

EACH 7

REPORTING 0

PERSON SHARED DISPOSITIVE
POWER

WITH 8
144,603

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

144,603

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.3%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 13G/A Page 9 of 29 Pages
596278101

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES
ONLY)

Viking Long Fund Master Ltd.
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2 (a)
(b)
SEC USE ONLY

3
4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands
SOLE VOTING POWER

5 0

NUMBER
OF SHARED VOTING POWER

SHARES 6 144,603

BENEFICIALLY

OWNED SOLE DISPOSITIVE
BY POWER

7 0
EACH

REPORTING SHARED DISPOSITIVE
PERSON POWER

8 144,603
WITH

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

144,603

10 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.3%

12 TYPE OF REPORTING PERSON*

CO

CUSIP No. 596278101 13G/A Page 10 of 29 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)
Viking Global Opportunities GP LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
2 (a)
(b)
SEC USE ONLY
3
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
SOLE VOTING POWER
NUMBER⁵ 0
OF
SHARES SHARED VOTING POWER
BENEFICIALLY
62,386
OWNED
BY SOLE DISPOSITIVE POWER
EACH 7
0
REPORTING
PERSON SHARED DISPOSITIVE
POWER
8
WITH 62,386
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

62,386

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 596278101 13G/A Page 11 of 29 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)
Viking Global Opportunities Portfolio
GP LLC
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*
2 (a)
(b)
SEC USE ONLY
3
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
SOLE VOTING POWER
NUMBER 5 OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 62,386
6 62,386
7 0
8 SHARED DISPOSITIVE
POWER
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

62,386

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. **596278101** 13G/A Page **12** of **29** Pages

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON
(ENTITIES ONLY)

1

Viking Global Opportunities Liquid
Portfolio Sub-Master LP
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

2

(a)
(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Cayman Islands
SOLE VOTING POWER

5
NUMBER OF

SHARES SHARED VOTING POWER

6
BENEFICIALLY OWNED BY

62,386
SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON

SHARED DISPOSITIVE
POWER

8
WITH 62,386

9
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

62,386

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

O. Andreas Halvorsen
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)
SEC USE ONLY

3
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Norway
SOLE VOTING POWER

5 0
NUMBER OF SHARES
SHARED VOTING POWER
6 620,141
BENEFICIALLY

OWNED BY EACH
SOLE DISPOSITIVE POWER
7 0

REPORTING PERSON WITH
SHARED DISPOSITIVE POWER
8 620,141

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

620,141

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

1.1%

12

TYPE OF REPORTING PERSON*

IN

CUSIP No. **596278101** 13G/A Page **15** of **29** Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 David C. Ott
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a)
(b)
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States
SOLE VOTING POWER

5 NUMBER OF

SHARES SHARED VOTING POWER

6 BENEFICIALLY 620,141

OWNED BY SOLE DISPOSITIVE POWER

7 EACH 0

REPORTING PERSON SHARED DISPOSITIVE POWER

8 WITH 620,141

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

620,141

10

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

1.1%

12

TYPE OF REPORTING PERSON*

IN

CUSIP No. 13G/A Page 16 of 29 Pages
596278101

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES
ONLY)

Rose S. Shabet
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP*

(a)
(b)
SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States
SOLE VOTING POWER

NUMBER 5
OF 0
SHARED VOTING POWER

SHARES 6 620,141
BENEFICIALLY

OWNED 7 SOLE DISPOSITIVE POWER
BY 0

EACH 8 SHARED DISPOSITIVE
REPORTING POWER

PERSON 8 620,141

WITH
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

620,141
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

1.1%
TYPE OF REPORTING PERSON*

12
IN

Item 1(a). Name of Issuer:

The Middleby Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

1400 Toastmaster Drive

Elgin, Illinois 60120

Item 2(a). Name of Person Filing:

Viking Global Investors LP ("VGI"),

Viking Global Performance LLC ("VGP"),

Viking Global Equities LP ("VGE"),

Viking Global Equities II LP ("VGEII"),

VGE III Portfolio Ltd. ("VGEIII"),

Viking Global Equities Master Ltd. ("VGEM"),

Viking Long Fund GP LLC ("VLFGP"),

Viking Long Fund Master Ltd. ("VLFM"),

Viking Global Opportunities GP LLC ("Opportunities GP"),

Viking Global Opportunities Portfolio GP LLC ("Opportunities Portfolio GP"),

Viking Global Opportunities Liquid Portfolio Sub-Master LP ("VGOL"),

O. Andreas Halvorsen, David C. Ott and Rose S. Shabet (collectively, the "Reporting Persons")

Items 2(b). Address of Principal Business Office or, if none, Residence:

The business address of each of the Reporting Persons is: 55 Railroad Avenue, Greenwich, Connecticut 06830.

Items 2(c). Citizenship:

VGI, VGE and VGEII are Delaware limited partnerships; VGP, VLFGP, Opportunities GP and Opportunities Portfolio GP are Delaware limited liability companies; VGEIII, VGEM and VLFM are Cayman Islands exempted companies; VGOL is a Cayman Islands exempted limited partnership; O. Andreas Halvorsen is a citizen of Norway; and David C. Ott and Rose S. Shabet are citizens of the United States.

Item 2(d).

Titles of Classes of Securities:

Common stock, par value \$0.01 per share (“Common Stock”).

Item 2(e).

CUSIP NUMBER: 596278101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a)

Broker or dealer registered under Section 15 of the Exchange Act

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- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E)
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
 - (g) Parent holding company, in accordance with Rule 13d-1(b)(1)(ii)(G).
 - (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) Non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
 - (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

A. VGI

- (a) Amount beneficially owned: 620,141
- (b) Percent of Class: 1.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 620,141
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 620,141

VGI provides managerial services to VGE, VGEII, VGEIII, VGEM, VLFM and VGOL. VGI has the authority to dispose of and vote the shares of Common Stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VGI may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII, VGEM, VLFM and VGOL. VGI does not directly own any shares of Common Stock.

VGI beneficially owns 620,141 shares of Common Stock consisting of (i) 8,260 shares of Common Stock directly and beneficially owned by VGEII, (ii) 404,892 shares of Common Stock directly and beneficially owned by VGEM, (iii) 144,603 shares of Common Stock directly and beneficially owned by VLFM and (iv) 62,386 shares of Common Stock directly and beneficially owned by VGOL.

B. VGP

- (a) Amount beneficially owned: 413,152
- (b) Percent of Class: 0.7%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 413,152
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 413,152

VGP, as the general partner of VGE and VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP serves as investment manager to VGEIII and VGEM and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII and VGEM. VGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII and VGEM.

VGP beneficially owns 413,152 shares of Common Stock consisting of (i) 8,260 shares of Common Stock directly and beneficially owned by VGEII and (ii) 404,892 shares of Common Stock directly and beneficially owned by VGEM.

C. VGE

- (a) Amount beneficially owned: 0
- (b) Percent of Class: 0%
- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

As of January 1, 2019, VGE invests substantially all of its assets in VGEM. VGE does not have the authority to dispose of and vote the shares of Common Stock directly owned by VGEM.

D. VGEII

- (a) Amount beneficially owned: 8,260
- (b) Percent of Class: 0.01%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 8,260
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 8,260

VGEII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

E. VGEIII

- (a) Amount beneficially owned: 0
- (b) Percent of Class: 0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

As of January 1, 2019, VGEIII invests substantially all of its assets in VGEM. VGE III does not have the authority to dispose of and vote the shares of Common Stock directly owned by VGEM. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

F. VGEM

- (a) Amount beneficially owned: 404,892
- (b) Percent of Class: 0.7%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 404,892
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 404,892

VGEM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEM. VGE and Viking Global Equities III Ltd. (a Cayman Islands exempted company), through its investment in VGEIII, invest substantially all of their assets in VGEM.

G. VLFGP

- (a) Amount beneficially owned: 144,603
- (b) Percent of Class: 0.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 144,603
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 144,603

VLFGP serves as the investment manager of VLFM and has the authority to dispose of and vote the shares of Common Stock directly owned by VLFM. VLFGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.

H. VLFM

- (a) Amount beneficially owned: 144,603
- (b) Percent of Class: 0.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0

- (ii) Shared power to vote or to direct the vote: 144,603
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 144,603

VLFM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VLFGP, and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets through VLFM.

I. Opportunities GP

- (a) Amount beneficially owned: 62,386
- (b) Percent of Class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 62,386
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 62,386

Opportunities GP serves as the sole member of Opportunities Portfolio GP and has the authority to dispose of and vote the shares of Common Stock controlled by Opportunities Portfolio GP, which consists of the shares of Common Stock directly held by VGOL. Opportunities GP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, Opportunities GP may be deemed to beneficially own the shares of Common Stock directly held by VGOL.

Opportunities GP beneficially owns 62,386 shares of Common Stock consisting of 62,386 shares of Common Stock directly and beneficially owned by VGOL.

J. Opportunities Portfolio GP

- (a) Amount beneficially owned: 62,386
- (b) Percent of Class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0

- (ii) Shared power to vote or to direct the vote: 62,386
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 62,386

Opportunities Portfolio GP serves as the general partner of VGOL and has the authority to dispose of and vote the shares of Common Stock directly owned by VGOL. Opportunities Portfolio GP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, Opportunities Portfolio GP may be deemed to beneficially own the shares of Common Stock directly held by VGOL.

Opportunities Portfolio GP beneficially owns 62,386 shares of Common Stock consisting of 62,386 shares of Common Stock directly and beneficially owned by VGOL.

K. VGOL

- (a) Amount beneficially owned: 62,386
- (b) Percent of Class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 62,386
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 62,386

VGOL has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, Opportunities Portfolio GP, and by VGI, an affiliate of Opportunities Portfolio GP, which provides managerial services to VGOL. Viking Global Opportunities LP (a Delaware limited partnership) and Viking Global Opportunities III LP (a Cayman Islands exempted limited partnership), through its investment in Viking Global Opportunities Intermediate LP (a Cayman Islands exempted limited partnership), invest substantially all of their assets in Viking Global Opportunities Master LP (a Cayman Islands exempted limited partnership), which in turn invests through VGOL.

L. O. Andreas Halvorsen, David C. Ott and Rose S. Shabet

- (a) Amount beneficially owned: 620,141
- (b) Percent of Class: 1.1%
- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 620,141
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 620,141

Mr. Halvorsen, Mr. Ott and Ms. Shabet, as Executive Committee Members of Viking Global Partners LLC, general partner of VGI, VGP, VLFGP and Opportunities GP have shared authority to dispose of and vote the shares of Common Stock beneficially owned by VGI, VGP, VLFGP and Opportunities GP. None of Mr. Halvorsen, Mr. Ott and Ms. Shabet directly owns any shares of Common Stock.

Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII, VGEM, VLFM and VGOL.

Mr. Halvorsen, Mr. Ott and Ms. Shabet each beneficially own 620,141 shares of Common Stock consisting of (i) 8,260 shares of Common Stock directly and beneficially owned by VGEII, (ii) 404,892 shares of Common Stock directly and beneficially owned by VGEM, (iii) 144,603 shares of Common Stock directly and beneficially owned by VLFM and (iv) 62,386 shares of Common Stock directly and beneficially owned by VGOL.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security

Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification. (if filing pursuant to Rule 13d-1(c))

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By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 10, 2019

/s/ O. ANDREAS HALVORSEN

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP.

/s/ DAVID C. OTT

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP.

/s/ ROSE S. SHABET

By: Rose S. Shabet - individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee

Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP.

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EXHIBIT A - JOINT FILING AGREEMENT

This joint filing agreement is made and entered into as of this 10th day of January, 2019, by and among Viking Global Investors LP, Viking Global Performance LLC, Viking Global Equities LP, Viking Global Equities II LP, VGE III Portfolio Ltd., Viking Global Equities Master Ltd., Viking Long Fund GP LLC, Viking Long Fund Ltd., Viking Global Opportunities GP LLC, Viking Global Opportunities Portfolio GP LLC, Viking Global Opportunities Liquid Portfolio Sub-Master LP, O. Andreas Halvorsen, David C. Ott and Rose S. Shabet.

The parties hereby agree to jointly prepare and file a Schedule 13G with respect to The Middleby Corporation, as well as any amendments thereto, pursuant to the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the date first set forth above.

Dated: January 10, 2019

/s/ O. ANDREAS HALVORSEN

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP.

/s/ DAVID C. OTT

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP

LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP.

/s/ ROSE S. SHABET

By: Rose S. Shabet - individually and as an Executive Committee Member of VIKING GLOBAL PARTNERS LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and VIKING GLOBAL EQUITIES MASTER LTD., and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP.

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