

OVENWORKS LLLP
Form SC 13D/A
January 06, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 7)***

TURBOCHEF TECHNOLOGIES INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

900006 20 6

(CUSIP Number)

Reinaldo Pascual

Paul, Hastings, Janofsky & Walker LLP

600 Peachtree Street

Suite 2400

Atlanta, Georgia 30308

(404) 815-2400

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 5, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 on 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. 900006 20 6

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NAMES OF REPORTING PERSONS

1

OVENWORKS, LLLP 16-1686546

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

STATE OF GEORGIA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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NAMES OF REPORTING PERSONS

1

OVEN MANAGEMENT, INC. 20-0304616

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

NOT APPLICABLE

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

STATE OF GEORGIA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAMES OF REPORTING PERSONS

1

RICHARD E. PERLMAN

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

NOT APPLICABLE

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

UNITED STATES OF AMERICA

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Explanatory Note

This Amendment No. 7 to Schedule 13D (this Amendment No. 7) amends the statement on Schedule 13D which was originally filed by the Reporting Persons with the Securities and Exchange Commission (the Commission) on November 7, 2003, and amended by those statements on Schedule 13D/A filed by the Reporting Persons with the Commission on November 1, 2004, February 9, 2005, August 10, 2005, January 25, 2007, October 18, 2007 and April 3, 2008 (collectively, the Statement), with respect to the common stock, par value \$0.01 per share, of TurboChef Technologies, Inc. This Amendment No. 7 amends the Statement as specifically set forth herein. Unless otherwise indicated herein, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Statement.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated in its entirety as follows:

On January 5, 2009, The Middleby Corporation, a Delaware corporation (Middleby) announced that it had completed its acquisition of the Issuer (the Merger) and that each share of Common Stock issued and outstanding immediately prior to the effective time of the Merger was cancelled and automatically converted into the right to receive a combination of (i) 0.0486 shares of Middleby common stock and (ii) \$3.67 in cash. As a result of the consummation of the Merger, the Reporting Persons no longer beneficially own any of the Issuer's Common Stock.

The foregoing description of the Merger contained in this Item 4 is qualified in its entirety by reference to the full text of: (i) the Agreement and Plan of Merger, dated August 12, 2008, by and among Middleby, Chef Acquisition Corp., and the Issuer, and (ii) the Stockholder Voting and Support Agreements, dated August 12, 2008, with certain officers and directors of the Issuer. Both agreements are attached as exhibits hereto and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) On January 5, 2009, as a result of the consummation of the Merger, the Reporting Persons no longer beneficially owned any of the Issuer's Common Stock and ceased to be the beneficial owners of more than 5% of the Issuer's Common Stock.

(b) Not applicable.

(c) Effective January 5, 2009, Richard E. Perlman gifted 60,000 shares of Common Stock to the Perlman Family Foundation. The Reporting Persons have not effected any other transactions in shares of Common Stock during the past 60 days.

(d) Not applicable.

(e) On January 5, 2009, as a result of the consummation of the Merger, the Reporting Persons no longer beneficially owned any of the Issuer's Common Stock and ceased to be the beneficial owners of more than 5% of the Issuer's Common Stock.

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Item 7. Material to be Filed as Exhibits.

**Exhibit
Number**

Exhibit Name

- | | |
|---|---|
| 1 | Agreement and Plan of Merger, dated August 12, 2008, by and among The Middleby Corporation, Chef Acquisition Corp., and TurboChef Technologies, Inc. (incorporated by reference to Exhibit 2.1 to TurboChef Technologies, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 13, 2008). |
| 2 | Form of Voting Agreement, dated August 12, 2008 (incorporated by reference to Exhibit 10.1 to TurboChef Technologies, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 13, 2008). |
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SIGNATURE

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

Dated: January 6, 2009

OVENWORKS, LLLP

By: Oven Management, Inc.

By: /s/ Richard E. Perlman

Name: Richard E. Perlman

Title: President

OVEN MANAGEMENT, INC.

By: /s/ Richard E. Perlman

Name: Richard E. Perlman

Title: President

/s/ Richard E. Perlman

Richard E. Perlman

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Name

- | | |
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