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

SCHEDULE 13G

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

Tempur-Pedic International, Inc.

(Name of Issuer)

Common Stock Par Value \$.01

(Title of Class of Securities)

88023U 10 1

(CUSIP Number)

12/31/06

(Date of Event Which Requires Filing of this Statement)

This schedule is being filed pursuant to 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 the 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).

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CUSIP No. 88023	BU 10 1	13G	Page 2
1. Name of Report S.S. or I.R.S. Id	ing Person entification No. of above person		
TA IX L.P.		04-3520503	
TA/Advent \	/III L.P.	04-3334380	
	and Pacific IV L.P.	04-3465628	
0	Partners Fund A L.P.	01-0682418	
	Partners Fund B L.P.	01-0682422	
	ated Debt Fund L.P.	04-3506994	
TA Investors		04-3395404	
TA Associate	if a Member of a Group*	04-3205751	
(a) \boxtimes	in a Member of a Group."		
(b) 🗆			
3. SEC Use Only			
	lace of Organization		
TA IX L.P.		Delaware	
TA/Advent V		Delaware	
	and Pacific IV L.P.	Delaware Delaware	
	Partners Fund A L.P. Partners Fund B L.P.	Delaware	
	ated Debt Fund L.P.	Delaware	
TA Investors		Delaware	
TA Associate		Delaware	
	5. Sole Voting Power		
	TA IX L.P.	5,905,725	
	TA/Advent VIII L.P.	1,469,274	
	TA/Atlantic and Pacific IV		
	TA Strategic Partners Fund		
	TA Strategic Partners Fund		
	TA Subordinated Debt Fund		
	TA Investors LLC	162,160	
	TA Associates Inc.	26,244	
NUMBER OF SHARES	6. Shared Voting Power		
BENEFICIALLY	N/A		
OWNED BY EACH	7. Sole Dispositive Power		
REPORTING	-		
PERSON WITH	TA IX L.P.	5,905,725	
WIIN	TA/Advent VIII L.P.	1,469,274	
	TA/Atlantic and Pacific IV		
	TA Strategic Partners Fund TA Strategic Partners Fund		
	TA Subordinated Debt Fund		
	TA Investors LLC	162,160	
	TA Associates Inc.	26,244	
	8. Shared Dispositive Power	- ,	
	N/A		
9. Aggregate Amo	unt Beneficially Owned by Each Reportin	g Person	
TA IX L.P.		5,905,725	
TA/Advent V		1,469,274	
	and Pacific IV L.P.	1,490,419	
	Partners Fund A L.P.	119,951	
•	Partners Fund B L.P.	22,048	
	ated Debt Fund L.P.	584,610	
TA Investors		162,160	
TA Associate		26,244	
10. Check Box if th	e Aggregate Amount in Row (9) Excludes	Certain Shares	

TA IX L.P.	6.89%	
TA/Advent VIII L.P.	1.71%	
TA/Atlantic and Pacific IV L.P.	1.74%	
TA Strategic Partners Fund A L.P.	0.14%	
TA Strategic Partners Fund B L.P.	0.03%	
TA Subordinated Debt Fund L.P.	0.68%	
TA Investors LLC	0.19%	
TA Associates Inc.	0.03%	
12. Type of Reporting Person		

Six Partnerships One Corporation One Limited Liability Company

SEE INSTRUCTION BEFORE FILLING OUT!

Item 1 (a) Name of Issuer: Tempur-Pedic International, Inc.

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

1713 Jaggie Fox Way Lexington, Kentucky 40511

Item 2 (a) Name of Person Filing:

TA IX L.P. TA/Advent VIII L.P TA/Atlantic and Pacific IV L.P. TA Strategic Partners Fund A L.P. TA Strategic Partners Fund B L.P. TA Subordinated Debt Fund L.P. TA Investors LLC TA Associates Inc.

Item 2 (b) Address of Principal Business Office:

c/o TA Associates John Hancock Tower 200 Clarendon St 56th Floor Boston, MA 02116

TA Subordinated Debt Fund L.P.

(ii) shared power to vote or direct the vote:

TA Investors LLC

TA Associates Inc.

Item 2 (c) Citizenship: Not Applicable

Item 2 (d) Title and Class of Securities: Common

Item 2 (e) CUSIP Number: 88023U 10 1

Ownership

Item 3 If this statement is filed pursuant to Rules 13d-1 (b) or 13d-2 (b), check whether the person filing is a:

Not Applicable

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Item

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Item

n 4 (a)	Amount Beneficially Owned:	Common Stock
	TA IX L.P.	5,905,725
	TA/Advent VIII L.P	1,469,274
	TA/Atlantic and Pacific IV L.P.	1,490,419
	TA Strategic Partners Fund A L.P.	119,951
	TA Strategic Partners Fund B L.P.	22,048
	TA Subordinated Debt Fund L.P.	584,610
	TA Investors LLC	162,160
	TA Associates Inc.	26,244
n 4 (b)	Percent of Class	<u>Percentage</u>
	TA IX L.P.	6.89%
	TA/Advent VIII L.P	1.71%
	TA/Atlantic and Pacific IV L.P.	1.74%
	TA Strategic Partners Fund A L.P.	0.14%
	TA Strategic Partners Fund B L.P.	0.03%
	TA Subordinated Debt Fund L.P.	0.68%
	TA Investors LLC	0.19%
	TA Associates Inc.	0.03%
n 4 (c)	Number of shares as to which such person has:	
	(i) sole power to vote or direct the vote:	Common Stock
	TA IX L.P.	5,905,725
	TA/Advent VIII L.P	1,469,274
	TA/Atlantic and Pacific IV L.P.	1,490,419
	TA Strategic Partners Fund A L.P.	119,951
	TA Strategic Partners Fund B L.P.	22,048

N/A

Common Stock

584,610

162,160

26,244

(iii) sole power to dispose or direct the disposition:	<u>Common Stock</u>
TA IX L.P.	5,905,725
TA/Advent VIII L.P	1,469,274
TA/Atlantic and Pacific IV L.P.	1,490,419
TA Strategic Partners Fund A L.P.	119,951
TA Strategic Partners Fund B L.P.	22,048
TA Subordinated Debt Fund L.P.	584,610
TA Investors LLC	162,160
TA Associates Inc.	26,244

Item 5	Ownership of Five Percent or Less of a Class: Not Applicable
Item 6	Ownership of More than Five Percent on Behalf of Another Person: Not Applicable
Item 7	Identification and Classification of the subsidiary that acquired the Security being reported on by the Parent Holding Company: Not Applicable
Item 8	Identification and Classification of Members of the Group: This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.
Item 9	Notice of Dissolution of Group: Not Applicable
Item 10	Certification: Not Applicable

SIGNATURE

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

Agreement for Joint Filing

TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., TA Subordinated Debt Fund L.P., TA Investors LLC and TA Associates Inc. hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Tempur-Pedic International, Inc.

Dated: February 13, 2007

TA IX L.P.

By: TA Associates IX LLC., its General Partner

By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA/Advent VIII L.P.

- By: TA Associates VIII LLC, its General Partner
- By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA/Atlantic and Pacific IV L.P.

By: TA Associates AP IV L.P., its General Partner

By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA Strategic Partners Fund A L.P.

By: TA Associates SPF L.P., its General Partner

By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA Strategic Partners Fund B L.P.

- By: TA Associates SPF L.P., its General Partner
- By: TA Associates, Inc. its General Partner

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA Subordinated Debt Fund L.P.

- By: TA Associates SDF LLC., its General Partner
- By: TA Associates, Inc. its Manager

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA Investors LLC

By: TA Associates, Inc., its Manager

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer

TA Associates, Inc.

By: /s/ THOMAS P. ALBER Thomas P. Alber, Chief Financial Officer