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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)	
12-31-04	

(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).

CUSIP No. 88023		13G	Page 2
	ntification No. of above person		
TA IX L.P.		04-3520503	
TA/Advent V	III L.P.	04-3334380	
	nd Pacific IV L.P.	04-3465628	
	Partners Fund A L.P.	01-0682418	
	Partners Fund B L.P. Ited Debt Fund L.P.	01-0682422 04-3506994	
TA Investors		04-3395404	
	a Member of a Group*		
(a) ⊠ (b) □			
3. SEC Use Only			
4. Citizenship or Pl	ace of Organization		
TA IX L.P.		Delaware	
TA/Advent V	III L.P. nd Pacific IV L.P.	Delaware Delaware	
	Partners Fund A L.P.	Delaware	
TA Strategic 1	Partners Fund B L.P.	Delaware	
	ited Debt Fund L.P.	Delaware	
TA Investors	5. Sole Voting Power	Delaware	
	TA IX L.P.	20,881,744	
	TA/Advent VIII L.P.	5,182,749	
	TA/Atlantic and Pacific IV L.P.	5,220,445	
	TA Strategic Partners Fund A L.I		
	TA Strategic Partners Fund B L.F. TA Subordinated Debt Fund L.P.	?. 76,737 2,013,633	
	TA Investors LLC	561,536	
NUMBER OF SHARES	6. Shared Voting Power		
BENEFICIALLY	N/A		
OWNED BY EACH			
REPORTING	7. Sole Dispositive Power		
PERSON WITH	TA IX L.P.	20,881,744	
***************************************	TA/Advent VIII L.P. TA/Atlantic and Pacific IV L.P.	5,182,749 5,220,445	
	TA Strategic Partners Fund A L.F.		
	TA Strategic Partners Fund B L.I		
	TA Subordinated Debt Fund L.P.	2,013,633	
	TA Investors LLC	561,536	
	8. Shared Dispositive Power		
9 Aggregate Amor	N/A ant Beneficially Owned by Each Reporting Perso	on	
	and Denominary Owned by Each Reporting Person		
TA IX L.P. TA/Advent V	III I. P	20,881,744 5,182,749	
	nd Pacific IV L.P.	5,220,445	
TA Strategic 1	Partners Fund A L.P.	427,543	
	Partners Fund B L.P.	76,737	
TA Subordina TA Investors	ited Debt Fund L.P.	2,013,633 561,536	
	Aggregate Amount in Row (9) Excludes Certain		
11. Percent of Class	Represented by Amount in Row 9		
TA IX L.P.		21.33%	
TA/Advent V		5.29%	
	nd Pacific IV L.P.	5.33%	
_	Partners Fund A L.P. Partners Fund B L.P.	0.44% 0.08%	
111 Strategic	and D L.I.	0.0070	

TA Subordinated Debt Fund L.P.	2.06%
TA Investors LLC	0.57%

12. Type of Reporting Person

Each entity is a Partnership

SEE INSTRUCTION BEFORE FILLING OUT!

Attachment to Form 13G Page 3

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

Item 2 (b) Address of Principal Business Office:

c/o TA Associates

125 High Street, Suite 2500

Boston, MA 02110

Item 2 (c) Citizenship: Not Applicable

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

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

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

Item 4 Ownership

Item 4 (a)	Amount Beneficially Owned:	Common Stock
	TA IX L.P.	20,881,744
	TA/Advent VIII L.P	5,182,749
	TA/Atlantic and Pacific IV L.P.	5,220,445
	TA Strategic Partners Fund A L.P.	427,543
	TA Strategic Partners Fund B L.P.	76,737
	TA Subordinated Debt Fund L.P.	2,013,633
	TA Investors LLC	561,536

Item 4 (b) Daysont of Class

Percent of Class	<u>Percentage</u>
TA IX L.P.	21.33%
TA/Advent VIII L.P	5.29%
TA/Atlantic and Pacific IV L.P.	5.33%
TA Strategic Partners Fund A L.P.	0.44%
TA Strategic Partners Fund B L.P.	0.08%
TA Subordinated Debt Fund L.P.	2.06%
TA Investors LLC	0.57%

Item 4 (c)

IN Investors LLC	0.57 /0
Number of shares as to which such person has:	
(i) sole power to vote or direct the vote:	Common Stock
TA IX L.P.	20,881,744
TA/Advent VIII L.P	5,182,749
TA/Atlantic and Pacific IV L.P.	5,220,445
TA Strategic Partners Fund A L.P.	427,543
TA Strategic Partners Fund B L.P.	76,737
TA Subordinated Debt Fund L.P.	2,013,633
TA Investors LLC	561,536
(ii) shared power to vote or direct the vote:	N/A

(iv) shared power to dispose or direct the disposition

(iii) sole power to dispose or direct the disposition:	Common Stock
TA IX L.P.	20,881,744
TA/Advent VIII L.P	5,182,749
TA/Atlantic and Pacific IV L.P.	5,220,445
TA Strategic Partners Fund A L.P.	427,543
TA Strategic Partners Fund B L.P.	76,737
TA Subordinated Debt Fund L.P.	2,013,633
TA Investors LLC	561,536

N/A

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. and TA Investors LLC, 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.

Fund L.P. and TA Investors LLC, hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13 above-named parties concerning their beneficial ownership of Tempur-Pedic International, Inc.

Dated: February 4, 2005

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

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

/s/ THOMAS P. ALBER

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