

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) February 6, 2006

**TEMPUR-PEDIC INTERNATIONAL INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-31922**  
(Commission File No.)

**33-1022198**  
(I.R.S. Employer  
Identification No.)

**1713 Jaggie Fox Way**  
**Lexington, Kentucky 40511**  
(Address of principal executive offices) (Zip Code)

**(800) 878-8889**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01. Regulation FD Disclosure**

On February 6, 2006, Tempur-Pedic International Inc. issued a press release supplementing the 2006 sales and earnings guidance it provided in its press release and related earnings call on January 26, 2006. A copy of this press release is furnished as Exhibit 99.1 to this report.

The information in this report (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated February 6, 2006, titled “Tempur-Pedic International Supplements 2006 Guidance”

**SIGNATURES**

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.

Date: February 7, 2006

Tempur-Pedic International Inc.

By: /s/ Jeffrey B. Johnson

Name: Jeffrey B. Johnson

Title: Vice President, Corporate Controller, Chief  
Accounting Officer and Assistant Secretary

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated February 6, 2006, titled "Tempur-Pedic International Supplements 2006 Guidance"



Contact: Investor Relations  
Tempur-Pedic International Inc.  
800-805-3635

For Immediate Release

#### TEMPUR-PEDIC INTERNATIONAL SUPPLEMENTS 2006 GUIDANCE

**LEXINGTON, KY, February 6, 2006** – Tempur-Pedic International Inc. (NYSE: TPX), the leading manufacturer, marketer and distributor of premium mattresses and pillows worldwide, today issued a statement regarding the 2006 sales and earnings guidance it provided in its press release and related earnings call on January 26, 2006. During the call, the Company communicated that, as discussed in its previous earnings calls, in the first quarter of 2005 it experienced a surge in business related to its February 1, 2005 price increase which provided a higher level of revenue and operating leverage than it would normally experience. The Company also advised that its 2006 growth expectations would not be linear in comparison to 2005.

In reviewing analyst reports written subsequent to the earnings release, it appears that this communication was not fully understood. While the Company is comfortable with the consensus estimate of \$456 million in net sales for the first half of 2006, the quarterly sequencing is inconsistent with the Company's expectations. In particular, for the reasons noted above, the Company expects first quarter 2006 net sales will be up slightly from the first quarter of 2005. The Company notes that this is a clarification, and the Company's overall view of 2006 and full year guidance has not changed. Also, as noted on the earnings call, the Company does not provide quarterly guidance and it is the Company's policy not to comment on analyst estimates. However, the Company believed it was appropriate to address this issue in these specific circumstances.

#### Forward-looking Statements

This release contains "forward-looking statements," within the meaning of federal securities laws, which include information concerning one or more of the Company's plans, objectives, goals, strategies, and other information that is not historical information. When used in this release, the words "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including without limitation, management's expectations regarding its net sales and earnings, are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct.

There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements contained in this release. Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from those expressed as forward-looking statements. These risk factors include general economic and industry conditions and consumer confidence; uncertainties arising from global events; consumer acceptance of the Company's products; industry competition; the efficiency and effectiveness of the Company's advertising campaigns and other marketing programs; the Company's ability to further penetrate the US retail furniture channel, including the timing of opening or expanding within large retail accounts; the Company's ability to continuously improve its product line, maintain efficient, timely and cost-effective production and delivery of its products, and manage its growth; rising commodity costs; the market price for the Company's common stock prevailing from time to time; and the nature of other investment opportunities presented to the Company from time to time. Additional information

concerning these and other risks and uncertainties are discussed in the Company's filings with the Securities and Exchange Commission, including without limitation the Company's annual report on Form 10-K under the headings "Special Note Regarding Forward-Looking Statements" and "Business-Risk Factors". Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statements for any reason, including to reflect events or circumstances after the date on which such statements are made or to reflect the occurrence of anticipated or unanticipated events or circumstances. In addition, nothing in this press release should be viewed as an adoption by the Company of any statements made in any analyst report.

#### **About the Company**

Tempur-Pedic International Inc. (NYSE: TPX) manufactures and distributes Swedish Mattresses and Neck Pillows™ made from its proprietary TEMPUR® pressure-relieving material: a visco-elastic material that conforms to the body to provide support and help alleviate pressure points. Products are currently sold in 60 countries under the TEMPUR® and Tempur-Pedic® brand names. World headquarters for Tempur-Pedic International is in Lexington, KY.

For more information, visit <http://www.tempurpedic.com> or call 800-805-3635.