OMB APPROVAL OMB Number: 3235-0145 Expires: 31-Dec-05 Estimated averser burden hours per response

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)

12/31/07

(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).

Page 1

CUSIP No. 88023		13G	Page
1. Name of Reporti S.S. or I.R.S. Ide	ng Person ntification No. of above person		
TA IX L.P.		04-3520503	
TA/Advent V	III L.P.	04-3334380	
TA/Atlantic a	nd Pacific IV L.P.	04-3465628	
TA Strategic	Partners Fund A L.P.	01-0682418	
	Partners Fund B L.P.	01-0682422	
	ted Debt Fund L.P.	04-3506994	
TA Investors	-	04-3395404	
TA Associate		04-3205751	
2. Check the Box if (a) ⊠ (b) □	a Member of a Group*		
3. SEC Use Only			
4. Citizenship or Pl	ace of Organization		
TA IX L.P.		Delaware	
TA/Advent V		Delaware	
	nd Pacific IV L.P.	Delaware	
	Partners Fund A L.P.	Delaware	
	Partners Fund B L.P. Ited Debt Fund L.P.	Delaware	
TA Suboralitä TA Investors		Delaware Delaware	
TA Associate		Delaware	
11111550Clate	5. Sole Voting Power	Delaware	
	TA IX L.P.	2,655,725	
	TA/Advent VIII L.P.	669,274	
	TA/Atlantic and Pacific IV		
	TA Strategic Partners Fund		
	TA Strategic Partners Fund		
	TA Subordinated Debt Fund		
	TA Investors LLC	87,160	
	TA Associates Inc.	38,690	
NUMBER OF SHARES	6. Shared Voting Power		
BENEFICIALLY OWNED BY	N/A		
EACH REPORTING	7. Sole Dispositive Power		
PERSON WITH	TA IX L.P.	2,655,725	
VVII П	TA/Advent VIII L.P.	669,274	
	TA/Atlantic and Pacific IV	· · · · · · · · · · · · · · · · · · ·	
	TA Strategic Partners Fund		
	TA Strategic Partners Fund		
	TA Subordinated Debt Fund		
	TA Investors LLC	87,160	
	TA Associates Inc.	38,690	
	8. Shared Dispositive Power		
	N/A		
	nt Beneficially Owned by Each Reportin	-	
TA IX L		2,655,725	
	ent VIII L.P.	669,274 665,410	
	ntic and Pacific IV L.P.	665,419 52,372	
	egic Partners Fund A L.P.	52,372	
	egic Partners Fund B L.P. rdinated Debt Fund L.P.	9,627 259,610	
	rdinated Debt Fund L.P.	259,610 87,160	
	ciates Inc.	-	
IA ASSO		38,690	

TA IX L.P.	3.56%	
TA/Advent VIII L.P.	0.90%	
TA/Atlantic and Pacific IV L.P.	0.89%	
TA Strategic Partners Fund A L.P.	0.07%	
TA Strategic Partners Fund B L.P.	0.01%	
TA Subordinated Debt Fund L.P.	0.35%	
TA Investors LLC	0.12%	
TA Associates Inc.	0.05%	
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

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

Item	Δ	
неш	4	

Item 4 (a)	Amount Beneficially Owned:	Common Stock
	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.	2,655,725 669,274 665,419 52,372 9,627 259,610 87,160 38,690
Item 4 (b)	Percent of Class	<u>Percentage</u>
	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.	3.56% 0.90% 0.89% 0.07% 0.01% 0.35% 0.12% 0.05%
Item 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. 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	2,655,725 669,274 665,419 52,372 9,627 259,610 87,160

TA Associates Inc.

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

(iii) sole power to dispose or direct the disposition:Common StockTA IX L.P.2,655,725TA IX D.2,655,725

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. Page 3

2,655,725 669,274 665,419 52,372 9,627 259,610 87,160 38,690

38,690

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., 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, 2008

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