
**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) March 4, 2013

TEMPUR-PEDIC INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31922
(Commission
File Number)

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

1000 Tempur 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 March 4, 2013, Tempur-Pedic International Inc. (the “Company”) will present at the Raymond James Institutional Investors Conference (the “Conference”). Attached as Exhibit 99.1 to this report and furnished under this Item 7.01 are copies of slides used by the Company at the Conference.

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	Tempur-Pedic International Inc. Investor Presentation

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: March 4, 2013

Tempur-Pedic International Inc.

By: /s/ DALE E WILLIAMS

Name: Dale E. Williams

Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. Investor Presentation



Raymond James
Investor Presentation

March 4, 2013

Forward-Looking Statements

This presentation 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," "proposed," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to the Company's proposed initiatives and product introductions; the Company's growth potential and strong brand; the proposed merger with Sealy Corporation, including expectations regarding earnings accretion, cost synergies and revenue synergies, and the ability to invest in key growth areas and rapidly delever the combined company; and expectations regarding the Company's net sales and adjusted EPS for 2013. All forward looking statements 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.

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, financial and industry conditions, particularly in the retail sector, as well as consumer confidence and the availability of consumer financing; uncertainties arising from global events; the effects of changes in foreign exchange rates on the Company's reported earnings; 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 increase sales productivity within existing retail accounts and to further penetrate the Company's retail channel, including the timing of opening or expanding within large retail accounts; the Company's ability to expand brand awareness, distribution and new products; the Company's ability to continuously improve and expand its product line, maintain efficient, timely and cost-effective production and delivery of its products, and manage its growth; the effects of strategic investments on the Company's operations; changes in foreign tax rates and changes in tax laws generally, including the ability to utilize tax loss carry forwards; changing commodity costs; and the effect of future legislative or regulatory changes.

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 "Risk Factors." In addition, the proposed merger with Sealy presents risk factors including the ability of the parties to complete the proposed merger in a timely manner or at all; satisfaction of the conditions precedent to the proposed merger, the ability to secure regulatory approvals; the possibility of litigation (including relating to the merger itself); and the ability to successfully integrate Sealy into Tempur-Pedic's operations and realize synergies from the proposed transaction. 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.

Note Regarding Trademarks, Trade Names and Service Marks: *Tempur, Tempur-Pedic, TEMPUR-Cloud Collection, TEMPUR-Cloud Select, TEMPUR-Cloud Supreme, TEMPUR-Cloud Supreme Breeze, TEMPUR-Cloud Luxe, TEMPUR-Cloud Allura, TEMPUR-Cloud Luxe Breeze, TEMPUR-Choice Collection, TEMPUR-Choice Supreme, TEMPUR-Choice Luxe, TEMPUR-Weightless Collection, TEMPUR-Weightless Select, TEMPUR-Weightless Supreme, TEMPUR-Contour Collection, TEMPUR-Contour, TEMPUR-Contour Select, TEMPUR-Contour Signature, TEMPUR-Rhapsody, TEMPUR-Rhapsody Breeze, TEMPUR-Allura, GrandBed, TEMPUR-Simplicity Collection, TEMPUR Original Collection, TEMPUR Sensation Collection, TEMPUR-Ergo Advanced System, TEMPUR-Ergo Premier, TEMPUR-Cloud Pillow, TEMPUR-Neck Pillow, TEMPUR-Symphony Pillow, TEMPUR-Comfort Pillow, TEMPUR-Rhapsody Pillow, and TEMPUR-Traditional Pillow are trademarks, trade names or service marks of Tempur-Pedic International Inc. and its subsidiaries.*

Sealy, Sealy Posturepedic, Stearns & Foster, and Optimum are trademarks, trade names or service marks of Sealy Corporation and its subsidiaries. All other trademarks, trade names and service marks in this presentation are the property of the respective owners.



Tempur-Pedic Overview



People who sleep on TEMPUR material sleep better than those who don't

Our goal is to become the world's favorite mattress and pillow brand

To achieve our goal we will:

1. Make sure everyone knows they would sleep better on TEMPUR material
2. Make sure there is a TEMPUR mattress and pillow that appeals to everyone
3. Make sure that TEMPUR mattresses are available to everyone
4. Make sure TEMPUR material continues to deliver the best sleep

Make sure our cost structure is optimized to enable marketing and product investments

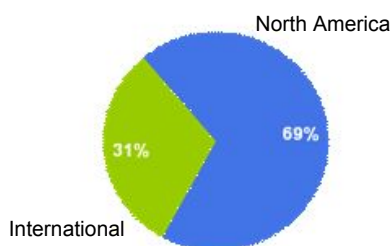
Tempur-Pedic “At-a-Glance”

Company Highlights

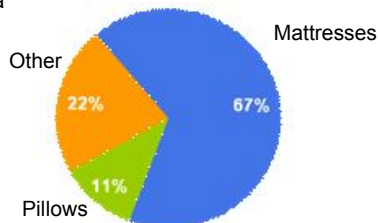
- ◆ Leading global specialty mattress manufacturer
- ◆ Uniquely consumer focused and marketed product that is consumer preferred
- ◆ Additional products include: adjustable bases, pillows, bed linens, slippers and cushions
- ◆ Products are sold under the TEMPUR and TEMPUR-PEDIC brand names
 - 2012 Revenue: \$1,403 million
 - 2012 Adjusted EBITDA: \$303 million

Sales Mix ¹

By Geography








By Product



¹ Last 12-months ended December 31, 2012
 Note: TEMPUR-Choice Collection expected availability 2Q 2013.

Brand Portfolio

	Retail Price Point
 	\$2,499-\$7,999
	\$3,499-\$3,999
	\$1,999-\$4,999
	\$2,199-\$2,699
	\$1,399



Growth Driven by Successful Innovation

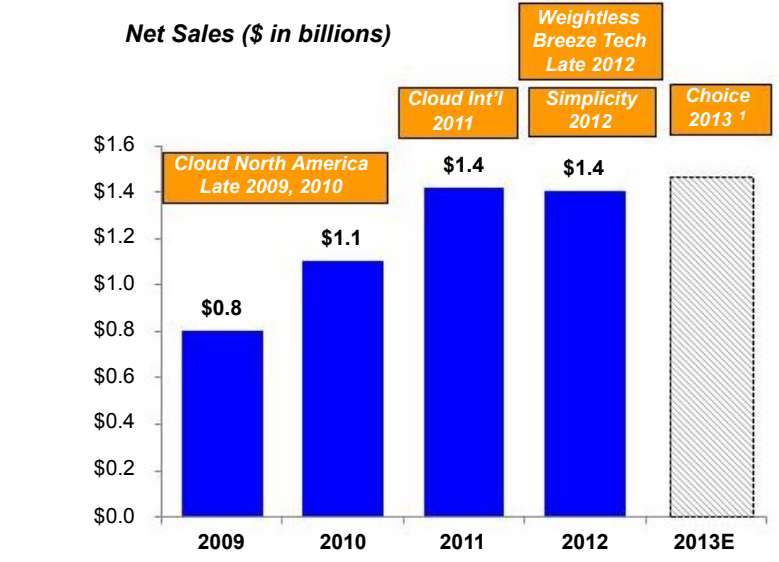
TEMPUR-CLOUD

- ◆ TEMPUR-CLOUD has been a major success in North America and Internationally
- ◆ Introduced in North America in November 2009 and in International markets beginning in March 2011
- ◆ Most successful innovation to date and quickly became Tempur-Pedic's top selling collection



Other Innovations

- ◆ TEMPUR-Sensation
- ◆ TEMPUR-Weightless
- ◆ TEMPUR-Breeze Technology
- ◆ TEMPUR-Choice¹
- ◆ TEMPUR-ErgoPremier Adjustable¹
- ◆ Pillows and Slippers



Collection	2009	2010	2011	2012	2013E
Tempur NA Mattress Collections	Contour HD Cloud	Contour HD Cloud	Contour HD Cloud	Contour HD Cloud Simplicity Weightless	Contour HD Cloud Simplicity Weightless Choice
Tempur International Mattress Collections	Original Sensation	Original Sensation	Original Sensation Cloud	Original Sensation Cloud	Original Sensation Cloud

¹ Expected availability 2Q 2013.

Source: Company filings, management estimates. For a discussion of the Company's performance, please refer to the Company's 10Q and 10K filings.



Diversified Global Platform With State-of-the-Art Manufacturing Facilities

Global Footprint

- ◆ In 2012 generated 69% of revenue from North America and 31% from international operations

U.S. Facilities	Global Facilities
Manufacturing Facility Virginia New Mexico	Manufacturing Facility Denmark
R&D Facility Virginia	R&D Facility Denmark



Global Manufacturing Presence

- ◆ > \$2.5B of sales capacity across three existing manufacturing facilities
- ◆ Capacity utilization approximately 45%

Virginia (540K sq ft)



New Mexico (800K sq ft)



Denmark (517K sq ft)



Strong, Established Management Team

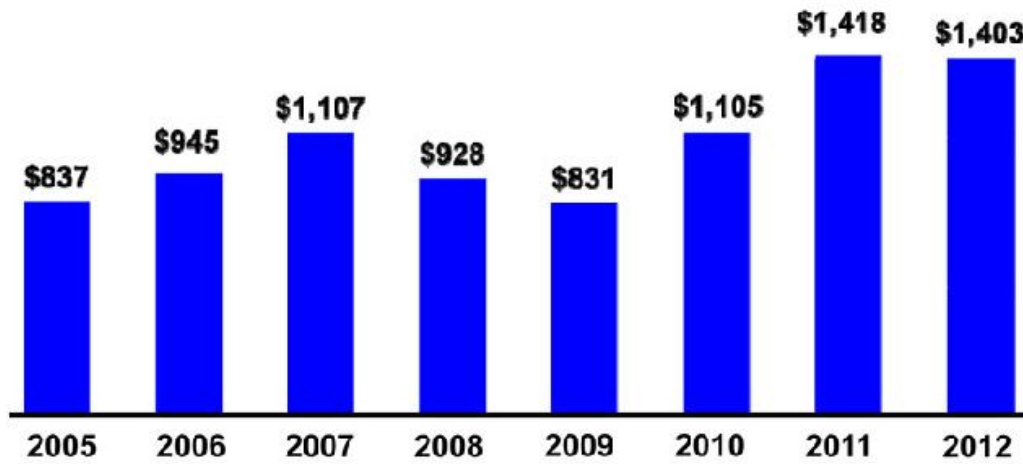
Name	Position	Prior Experience	Prior Experience		Years with Tempur
			Consumer Products	Inter'l	
Mark Sarvary	President and CEO	President, Campbell Soup North America CEO, J. Crew Group President, Stouffer's Frozen Food Division at Nestle	√	√	5
Rick Anderson	EVP and President, North America	VP, Gillette Gillette / P&G	√	√	7
Matt Clift*	EVP, Global Operations	VP / GM Lexmark International Lexmark / IBM	√	√	8
Lou Jones	EVP and General Counsel	General Counsel, Papa John's International SVP, Blockbuster, Inc.	√	√	4
David Montgomery	EVP and President, International	President, Rubbermaid Europe VP, Black & Decker Europe, Middle East, Africa	√	√	10
Brad Patrick	EVP, Human Resources	SVP, Sara Lee Corporation Gillette / P&G Delta Air Lines	√	√	3
Dale Williams	EVP and CFO	CFO, Honeywell Control Products CFO, Saga Systems CFO, GE Information Systems	√	√	10
Tim Yaggi	COO	Group President, Masco Corporation EVP, Whirlpool Corporation Norelco (Philips)	√	√	Joined 2013

Note: Matt Clift is retiring in 2013.

Net Sales

- ◆ Net Sales decreased 1% Y/Y for the full year ended December 31, 2012
 - ◆ -4.0% in North America
 - ◆ +6.1% Internationally, +11.3% approximately on a constant currency basis¹

(\$ in millions)

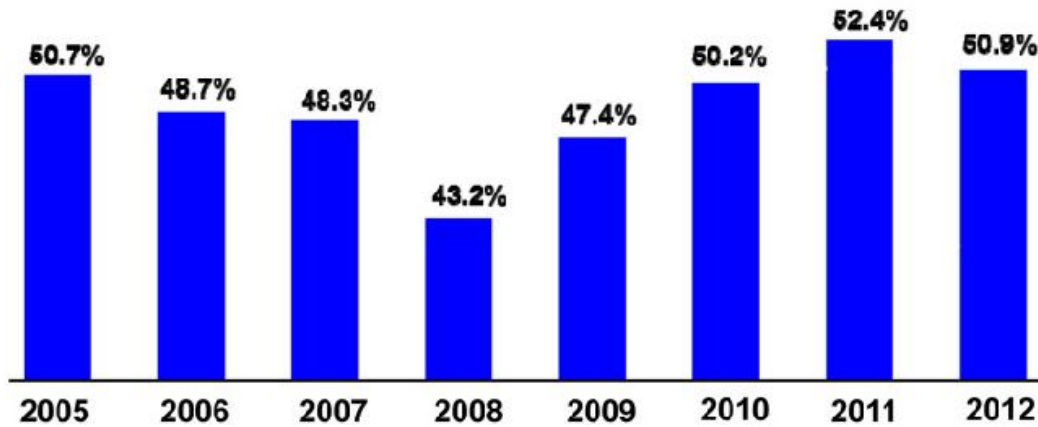


¹For a discussion of the Company's performance, please refer to the Company's 10Q and 10K filings.

The references to "constant currency basis" in this presentation do not include operational impacts that could result from fluctuations in foreign currency rates. Certain financial results are adjusted based on a simple mathematical model that translates current period results in local currency using the comparable prior year period's currency conversion rate. This approach is used for countries where the functional currency is the local country currency. This information is provided so that certain financial results can be viewed without the impact of fluctuations in foreign currency rates, thereby facilitating period-to-period comparisons of business performance. Refer to ITEM 7A under Part II of the Company's 2012 Form 10-K.

Gross Margin

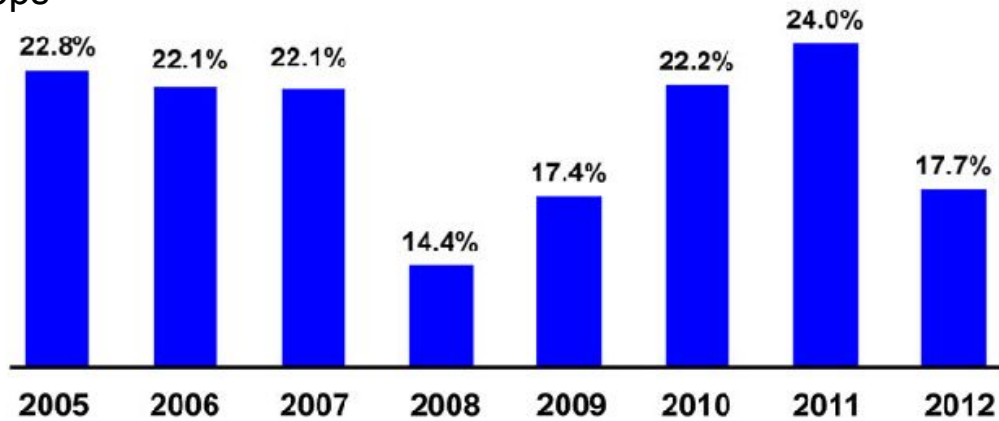
- ◆ Gross margin decreased 150bps Y/Y for the full year ended December 31, 2012 as a result of:
 - ◆ Increased promotions and discounts, new product introductions and unfavorable product mix
 - ◆ Offset partially by geographic mix



For a discussion of the Company's performance, please refer to the Company's 10Q and 10K filings.

Operating Margin

- ◆ Operating margin decreased 630 bps Y/Y for the full year ended December 31, 2012, primarily as a result of:
 - ◆ Increased Selling & Marketing expenses +320bps Y/Y (Advertising investment +120bps Y/Y)
 - ◆ General, administrative and other (including R&D) expenses increased +160bps



For a discussion of the Company's performance, please refer to the Company's 10Q and 10K filings.

Tempur-Pedic

- ◆ Well positioned in an attractive market

- ◆ Executing on strategy to improve competitive position, market share and shareholder value:
 - ◆ Product Innovation
 - ◆ Strengthening Brand
 - ◆ Restore Margins

- ◆ Significant long term growth potential

- ◆ Acquiring Sealy to enhance strategic position and broaden global opportunity

Note: For a discussion of the Company's performance, please refer to the Company's 10K and 10Q filings.



Sealy Overview



Sealy "At-a-Glance"

Business Highlights

- Sealy is a leading bedding manufacturer in the U.S.
- Manufactures a full line of bedding products under the Sealy, Posturepedic, Stearns & Foster and Optimum brand names
- Stearns & Foster addresses growth at premium price points, and achieved strong growth in 2012
- Leading global brand with significant global scale
 - Top market position in Canada, Mexico and Argentina
 - Continuing investments in vertical integration in Mexico and South America
 - Expanding manufacturing and retail presence in China
 - Owned and operated retail stores in South America and Asia
- Founded in 1881 and is based in Trinity, NC

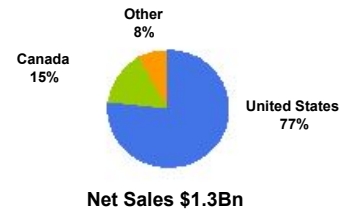
**Leading global bedding manufacturer with
broadest portfolio of established brands**



Note: Sealy's FY 2012 ended December 2, 2012. For a discussion of the Sealy's performance, please refer to Sealy's 10Q and 10K filings.

Sales Breakdown

FY 2012 Sales by Geography



FY 2012 U.S. Sales



Strategic Rationale For The Acquisition

◆ Comprehensive Portfolio of Iconic Brands

- Tempur-Pedic, Sealy, Sealy Posturepedic, and Stearns & Foster are among the most highly recognized brands in North America
- Strong brand recognition across South America, Europe, and Asia with Tempur-Pedic and Sealy

◆ Complementary Product Offering

- Tempur-Pedic's expertise in visco-elastic
- Sealy's expertise in innerspring
- Ability to leverage more in R&D to strengthen existing products and develop innovative new offerings

◆ Global Footprint

- Tempur-Pedic: Strong presence around the world, particularly in North America, Europe and Asia
- Sealy: Well represented in U.S., Canada, Mexico, Argentina and Asia

◆ Significant Value Creation

- Expected to be accretive in the first full year of operations
- Cost synergy estimate in excess of \$40 million by the third year
- Attractive upside potential from revenue synergies across organizations – hybrid technologies, cross-selling, international

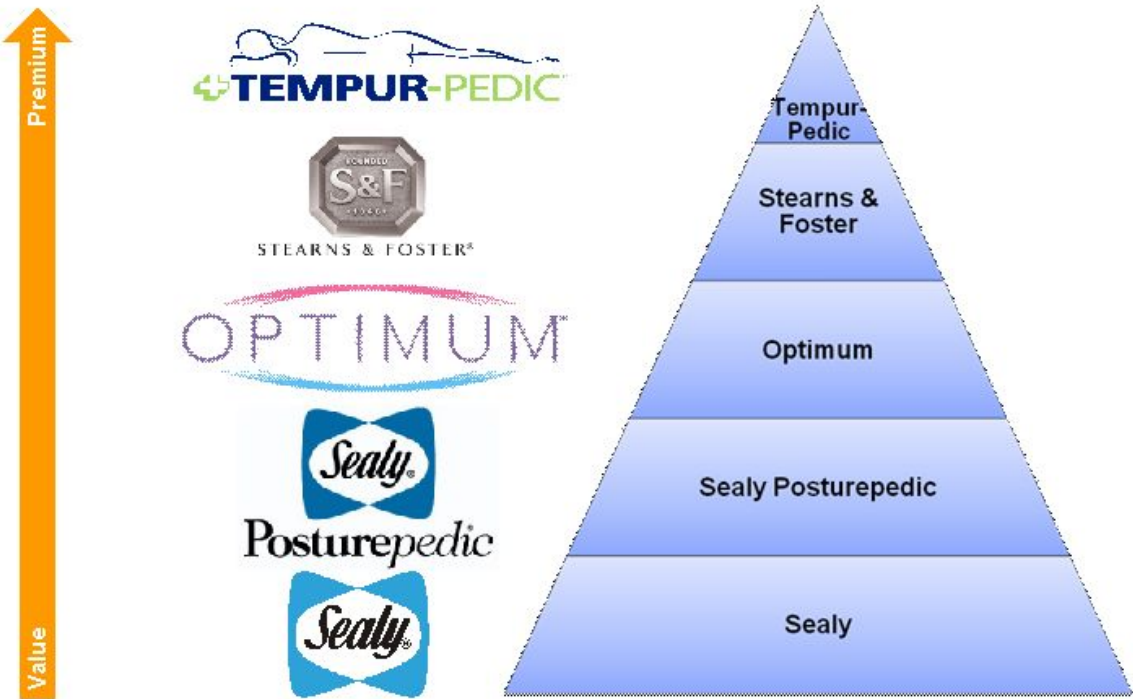
◆ Strong Financial Characteristics

- Combined adjusted EBITDA of \$453 million for last 12 months¹
- Ability to invest in key growth areas
- Commitment to delever – Cash flow characteristics will enable rapid deleveraging

¹ Last 12-months ended December 31, 2012 for Tempur-Pedic and December 2, 2012 for Sealy. See Appendix for Adjusted EBITDA reconciliation.



Combined Comprehensive Portfolio of Iconic Brands



Appendix



Use of Non-GAAP Financial Measures

Tempur-Pedic International Inc. (the “Company”) has presented the following non-GAAP financial measures in this presentation: adjusted EBITDA of each of the Company and Sealy, and adjusted EBITDA of the combined company. The Company and Sealy each define its non-GAAP adjusted EBITDA to exclude the following: (1) interest expense, net; (2) provision for income taxes; and (3) depreciation and amortization expense. The Company and Sealy also exclude certain unusual items and other adjustments permitted in calculating its respective debt covenants in its debt agreements. The reconciliations of these historical non-GAAP measures to each of Tempur-Pedic’s and Sealy’s GAAP financial measures for the periods presented, are set forth on slide 19.

The Company believes the use of these non-GAAP financial measures are useful to investors in comparing the results of operations for comparable periods by eliminating certain of the more significant effects of adjusted EBITDA. These measures also reflect how the Company and Sealy manage their businesses internally. In addition to the adjustments included in the calculation of the Company’s non-GAAP adjusted EBITDA eliminates the effects of financing, income taxes and the accounting effects of capital spending and acquisitions. As with the items eliminated in its calculation of non-GAAP adjusted EBITDA, these items may vary for different companies for reasons unrelated to the overall operating performance of a company’s business. When analyzing Tempur-Pedic’s, Sealy’s and the combined company’s operating performance, investors should not consider these non-GAAP financial measures as a substitute for comparable measures in accordance with GAAP.



Adjusted EBITDA Reconciliation

LTM Combined Adjusted EBITDA

(\$ in millions)

	Tempur-Pedic ¹	Sealy ¹	Combined ¹
Net income (loss)	\$106.8	(\$1.2)	\$105.6
Interest expense	18.8	89.3	108.1
Income taxes	122.4	12.5	134.9
Depreciation and amortization	42.0	26.4	68.4
EBITDA	\$290.0	\$127.1	\$417.1
Transaction costs	8.9	2.5	11.4
Integration costs	2.2		2.2
Refinancing charges		3.7	3.7
Non-cash compensation		8.1	8.1
Restructuring and impairment related charges	1.5	2.4	3.9
Discontinued operations		2.0	2.0
Other ²		4.3	4.3
Adjusted EBITDA	\$302.6	\$150.1	\$452.7

¹ Last 12-months ended December 31, 2012 for Tempur-Pedic and December 2, 2012 for Sealy.

² Includes Comfort Revolution acquisition costs, noncontrolling interest, and various immaterial adjustments.





The most highly **recommended** bed in America.™