

**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) August 3, 2005

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))

Item 7.01. Regulation FD Disclosure

Attached as Exhibit 99.1 to this report and furnished under this Item 7.01 are copies of slides used in investor presentations by Tempur-Pedic International Inc.

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

(c) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. August 2005 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: August 3, 2005

Tempur-Pedic International Inc.

By: /s/ Robert B. Trussell, Jr.

Name: Robert B. Trussell, Jr.

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. August 2005 Investor Presentation.



Investor Presentation

August 2005

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Changing the way the world sleeps!™

Forward-Looking Statements

This presentation may contain "forward-looking statements" which include information concerning the Company's plans, objectives, goals, strategies, future revenues or performance, capital expenditures, financing needs and other information that is not historical information. When used in this presentation, 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 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 presentation. 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. Certain of these risk factors are discussed in the Company's filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it is made, and except as required by law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of unanticipated events or circumstances.

Non-GAAP Financial Information

This presentation includes certain "non-GAAP financial measures", including pro forma net income per share. Information relating to these non-GAAP financial measures, including a presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and a reconciliation of the differences between the non-GAAP financial measures and the most directly comparable financial measures calculated and presented in accordance with GAAP, are included at the end of this presentation.



Industry & Business Overview

Thomas Bryant
President

Business Review

- Leading producer of premium mattresses and pillows
 - Proprietary formula and manufacturing process
 - #1 visco-elastic market share
- Global sales under the “TEMPUR™” and “Tempur-Pedic™” trademarks
 - 43.4% CAGR in the four years ending December 31, 2004
 - Sales in 60 countries through 4 diverse channels
- Premium segment (>\$1,000) of ~\$10.6 billion global wholesale mattress market
 - Fastest-growing segment of U.S. market
 - Represented ~24% of U.S. mattress sales in 2004
- TEMPUR™ products provide greater overall comfort and better quality sleep
 - Temperature-sensitive and contours more naturally to the body
 - Recommended by more than 25,000 healthcare professionals

Business Strategy

Focus on Core Products

- Focus on premium mattress and pillow franchise
- Leverage vertically-integrated, proprietary manufacturing process
- Continue to improve and expand product line (e.g., Euro & Original)

Further Penetrate Existing Channels

- Drive new store growth of the U.S. and International Furniture & Bedding channels
- Continue to increase slots per door
- Continue penetration of the healthcare channel

Continue to Build Global Brand

- Drive awareness of Tempur and Tempur-Pedic brands through targeted marketing and advertising campaigns
- Direct response advertising generates over 3.6 billion consumer "impressions" per month in the U.S.

Investment to Support Growth

- Expand manufacturing production capacity – Albuquerque facility on schedule to open 2Q06
- Continued R&D investments to maintain innovation and market leadership
- Augment management and employee base as growth dictates

Diversity Across Products

Mattresses

- 1H05 Sales: \$284.9 million (68.6% of Total)
- Queen Retail Price Point: \$1,199 – \$2,999



Pillows

- 1H05 Sales: \$61.9 million (14.9% of Total)
- Retail Price: \$70 – \$165



Adjustable Beds / Other

- 1H05 Sales: \$68.2 million (16.4% of Total)
- Retail Price:
 - Adjustable Beds: \$1,300 – \$2,800
 - Other: \$35 – \$150



Attractive Industry Growth Dynamics

- Consumer demand for premium mattresses driven by:
 - Increased housing purchases, especially by the baby-boomer generation
 - Aging population with greater disposable income seeking health and sleep benefits
 - Increased awareness of the health benefits of a better quality mattress
 - Replacement cycles
- Trajectory continued in 2004
 - Units increased 3.7%
 - Dollars increased 11.3%

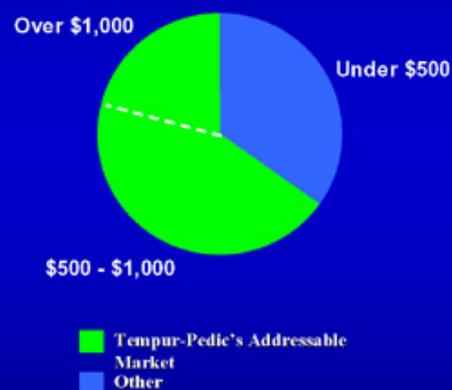


Source: International Sleep Products Association, 2004 Annual Report

Tempur-Pedic Addresses Fastest Growing Segment

- U.S. market segments:
 - Over \$1,000 24%
 - \$500 – \$1,000 41%
 - Under \$500 35%
- Tempur-Pedic's addressable market: \$3.6 billion
- The premium market grew 36% in 2004

\$5.6 Billion U.S. 2004 Market by Segment

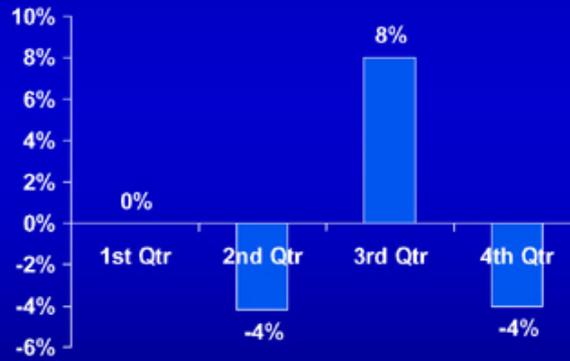


Source: International Sleep Products Association, 2004 Annual Report

Seasonality in U.S. Retail Furniture

- **Seasonally stronger quarters:**
 - 1Q: Pent-up demand from holiday season
 - 3Q: Families move over the summer; pent-up demand from 2Q
- **Seasonally slower quarters:**
 - 2Q: Summer and outdoors activities
 - 4Q: Holiday shopping, less focus on furniture

Sales Seasonality by Quarter
Baseline: 1Q (averages 25% of total)
2002-2004 Quarterly Average



Source: International Sleep Products Association, 2004 Annual Report

Robust Retail Channel Growth

- Sales to established accounts increased 49% in 2004 – expect 30-35% in 2005
- Average floor slots per store increased from 1.7 to 2.2 in 2004, up to 2.4 in 2Q05
- Total doors targeted in U.S.: 10,000
- Overall U.S. mattress market: ~\$5.6 billion in 2004



New Mattress Introductions

The EuroBed by Tempur-Pedic™

- Brought to U.S. following great performance in Europe
- Striking design elements
- Integrated two piece sleep system



The OriginalBed by Tempur-Pedic™

- Significantly expands addressable market
- Fills important price gap in premium category
- Outstanding retailer reception at Las Vegas show



New Pillow Introductions

Domestic

- The BodyPillow by Tempur-Pedic™
 - Supports stomach, hips, back and shoulders



International

- September 2005 re-launch in Japan
 - New packaging and formulation
 - Follows successful futon roll-out



Cost Effective Advertising to Build Global Brand

Tempur-Pedic's national advertising campaign drives over 3.6 billion consumer "impressions" per month

Television

- Over 2.2 billion "impressions" per month
- High profile events: The Apprentice, Oscar's, Emmy's, Grammy's



Magazines

- Over 756 million "impressions" per month



Radio

- Over 581 million "impressions" per month
- Includes national spots on such shows as: Bill O'Reilly, Westwood One, Dr. Laura Schlessinger, Dick Clark, Dr. Joy Browne and WOR with John Gambling

Newspapers

- Over 74 million "impressions" per month



Continue to Build Global Brand

Clear, product-oriented advertising and credible consumer industry endorsement communicate the Tempur-Pedic proposition

Better Sleep
Better Health
Better Bed



The Weightless Comfort of Tempur-Pedic!

How could getting 92% of our customers' previous reports sleeping better and waking more refreshed... the only bedding recognized by NASA and used aboard its shuttle... that use a 70-year quantum mechanical memory foam... that is 100% natural polyurethane...

Tempur-Pedic's innovative memory foam technology is made to meet the needs of people who are looking for a better night's sleep. It's a memory foam that is made from a special blend of polyurethane and graphite, and it's the reason why millions of Tempur-Pedic sleepers are waking up with the most refreshing 70-year, high-tech, and high-tech sleep.

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STAC

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 INTERNATIONAL INC.

**FREE DELIVERY GUARANTEED AND
 800-955-4051**

Call today or visit us at www.tempurpedic.com

No springs.
No air. No water.
No kidding!



Weightless Sleep

No better bed than Tempur-Pedic.

Our Weightless Sleep bed collection is entirely new sleep technology. It's recognized by NASA, and widely endorsed by the media. It's the only one recommended worldwide by more than 2,000 medical professionals. Moreover, one high-tech bed is preferred by countless elite and celebrities, people who demand the best.

Our collection features an amazing, innovative sleep surface. Crafted of premium memory foam, a unique technology, high-tech, and high-tech. It's the only one recommended worldwide by more than 2,000 medical professionals. Moreover, one high-tech bed is preferred by countless elite and celebrities, people who demand the best.

Tempur-Pedic's memory foam is made from a special blend of polyurethane and graphite, and it's the reason why millions of Tempur-Pedic sleepers are waking up with the most refreshing 70-year, high-tech, and high-tech sleep.

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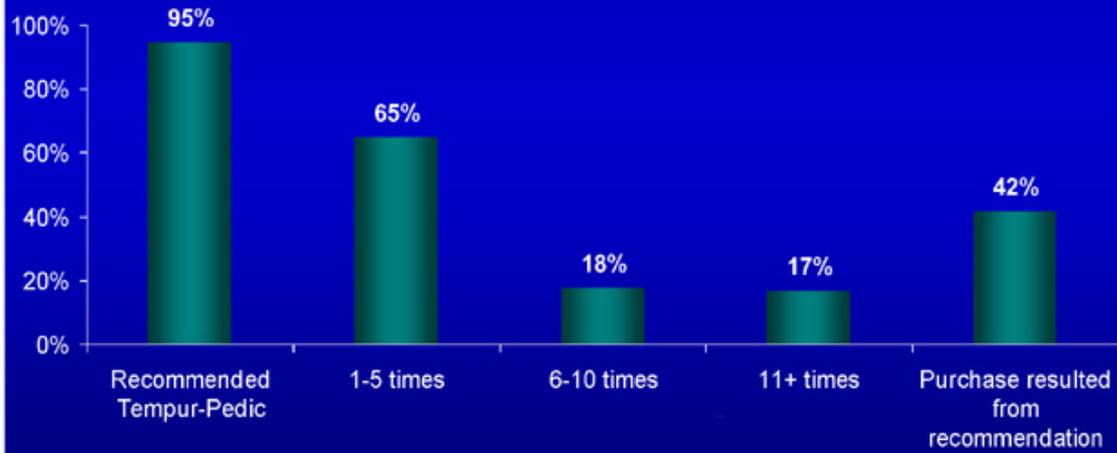
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Call today or visit us at www.tempurpedic.com

Recommending Tempur-Pedic

- Almost all of our customers have recommended Tempur-Pedic, with about two-thirds reporting that they recommended Tempur-Pedic one to five times.
- 42% of retail customers report that someone purchased a Tempur-Pedic mattress as a result of their recommendation.



Source: Independent survey commissioned by Tempur-Pedic



Financial Review

Dale Williams
SVP and Chief Financial Officer

Growing Net Sales and Profitability



¹ Includes \$9.8 million in non-cash charges for the two months ended December 31, 2002 relating to the step-up in amortization of November 1, 2002 relating to the Tempur acquisition. The year ended December 31, 2003 includes \$4.2 million in compensation expense relating to stock option grants and accelerated. 2004 includes \$5.4 million in compensation expense relating to stock option grants and accelerated and \$0.9 million in fees related to secondary offering. 1H05 includes \$1.4 million in compensation expense relating to stock option grants.

Mattresses Key Growth Driver

- New stores
- Increasing slots per store
- Strong acceptance of our high MSRP products
- Successful direct marketing initiatives
- 53% growth in 1H05



Growing Earnings



49% EPS Growth



50% 1H EPS Growth

1. GAAP full year EPS of \$0.59 in 2003 and \$0.73 in 2004 for an 8.2% GAAP full year EPS growth.
 2. GAAP 1H1 EPS of \$0.26 in 1H1 2004 and \$0.50 in 1H1 2005 for a 79% GAAP 1H1 EPS growth.

FY 2005 Guidance

- Revenue range: \$880 - \$890 million
- Pro-forma EPS range: \$1.10 - \$1.13
- Confirmed July 21, 2005

The Company confirmed its Guidance on July 21, 2005 and notes that its expectations are based on information available at that time and are subject to changing conditions, many of which are outside the Company's control. GAAP EPS includes amortization of stock-based compensation expense of \$0.02.

Investment Highlights

- Global brand recognition
- Superior product offering
- Favorable secular demand trends
- Diversified business model
- Track record of profitable growth

Supplemental Information

■ To further provide investors useful information, pro forma net income per share is presented and represents the Company's GAAP net income per share before non-cash stock-based compensation expense of \$0.01 and \$0.03 for the year to date period ended June 30, 2005 and 2004, respectively, and \$0.05 and \$0.05 for the year ended December 31, 2004 and 2003, respectively. The Company has unearned non-cash stock-based compensation of \$0.04 as of December 31, 2004 that will be recognized as expense in future periods. For the year ended December 31, 2004, GAAP net income per share includes \$0.01 of secondary public offering expenses related to the registration and offering of the company's common stock in the fourth quarter of 2004, while pro forma net income per share excludes these expenses. In addition to these pro forma adjustments, GAAP net income per share includes, and pro forma net income per share excludes, a loss on debt extinguishment totaling \$0.03, net of tax, for the year to date period ended June 30, 2004 and the year ended December 31, 2004 relating to the Company's redemption in January 2004 of \$52.5 million aggregate principal amount of the outstanding 10-1/4% Senior Subordinated Notes due 2010 issued by its subsidiaries Tempur-Pedic, Inc. and Tempur Production USA, Inc. For the year ended December 31, 2003, GAAP net income per share includes, and pro forma net income per share excludes, transaction related expenses totaling \$0.11, net of tax, relating to the write-off of deferred financing fees, original issue discount and prepayment penalties relating to the Company's re-capitalization in August 2003, and these amounts are included in loss on debt extinguishment, net of tax.

■ The Company believes that excluding secondary offering expenses, non-cash stock-based compensation expense and loss on debt extinguishment provides a measure that is more representative of ongoing costs and therefore more comparable to the Company's historical operations.

Reconciliation of Net Income per Share to Pro forma Net Income per Share

(Amounts are per Share)

	Year Ended		Year to Date	
	December 31, 2004	December 31, 2003	June 30, 2005	June 30, 2004
GAAP Net Income per Share, Diluted	\$ 0.73	\$ 0.39	\$ 0.50	\$ 0.28
Stock-based compensation expense	\$ 0.05	\$ 0.05	\$ 0.01	\$ 0.03
Secondary public offering expenses	\$ 0.01	\$ -	\$ -	\$ -
Loss on debt extinguishment and transaction expenses, net of tax	\$ 0.03	\$ 0.11	\$ -	\$ 0.03
Proforma Net Income per Share, Diluted	\$ 0.82	\$ 0.55	\$ 0.51	\$ 0.34

1. Amounts presented represent the Company's GAAP net income per share before non-cash stock-based compensation expense of \$0.01 and \$0.03 for the year to date periods ended June 30, 2005 and 2004, respectively, and \$0.05 and \$0.05 for the years ended December 31, 2004 and 2003, respectively.

2. Pro forma net income also excludes secondary public offering expenses and loss on debt extinguishment, net of tax.

The Company believes that excluding secondary offering expenses, non-cash stock compensation expenses and loss on debt extinguishment provides a measure that is more representative of ongoing costs and therefore more comparable to the Company's historical operations.



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