

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) April 27, 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 Number)

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

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. May 2006 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: April 27, 2006

Tempur-Pedic International Inc.

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

Name: Robert B. Trussell, Jr.

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit

Description

99.1

Tempur-Pedic International Inc. May 2006 Presentation



Investor Presentation

May 2006

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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, including without limitation, initiatives to increase sales, the rollout and market acceptance of new products, initiatives to generate productivity improvements and reduce costs, the Company's intention to repurchase shares of its common stock from time to time under its share repurchase program, and management's expectations regarding its net sales, GAAP net income and capital expenditures for 2006, 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. These risk factors include general economic and industry conditions and consumer confidence; 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 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 "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.



Tom Bryant
CEO & President

Business Review

- Leading producer of premium mattresses and pillows
 - Proprietary formula and manufacturing process
 - #1 visco-elastic market share
 - Highest profitability in our industry
- Global sales under the “TEMPUR™” and “Tempur-Pedic™” trademarks
 - Truly international with sales in over 70 countries through 4 diverse channels
 - 39% CAGR in the four years ending December 31, 2005
 - 22% growth in 2005
- Premium segment (>\$1,000) of ~\$12 billion global wholesale mattress market
 - Believe premium represents ~50% of the U.S. market
 - Fastest-growing segment
- 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

Seasoned Management Team

Name	Position	Prior Experience	Prior Experience	
			Consumer Products	Inter'l
Tom Bryant	CEO & President	CEO, Stairmaster Sports & Medical Products President, Dunlop Maxfli Johnson & Johnson (13 years)	✓	✓
Dale Williams	CFO	CFO, Honeywell Control Products CFO, Saga Systems CFO, GE Information Services; (15 years at GE)	✓	✓
Matt Clift	EVP, Operations	VP/GM Lexmark International Lexmark/IBM (23 years)	✓	✓
David Montgomery	EVP, International	President, Rubbermaid Europe VP, Black & Decker Europe, Middle East, Africa	✓	✓

Product Overview

Tempur-Pedic Swedish Sleep System

Therapeutic Benefits

- Excellent Pressure & Pain Management
 - Manages pressure over the entire mattress surface
- Open Cell Technology
 - Unlike water, air and foam products, Tempur material promotes airflow
- Body Conforming & Support
 - Neck and spine supported in the correct anatomical position
- Safe and Healthy
 - Antimicrobial and hypoallergenic
 - Resistant to dust mites, household allergens and mold
- Maintenance Free
 - Never needs to be turned or serviced

Diversity Across Products

Mattresses

- 1Q06 Sales: \$159.9 million (70% of Total)
- Queen Retail Price Point: \$1,199 – \$5,499



Pillows

- 1Q06 Sales: \$28.5 million (12% of Total)
- Retail Price: \$70 – \$165



Adjustable Beds / Other

- 1Q06 Sales: \$40.2 million (18% of Total)
- Retail Price:
 - Adjustable Beds: \$1,300 – \$2,800
 - Other: \$35 – \$150



Extending Our Product Line

The RhapsodyBed by Tempur-Pedic™

- Features Tempur HD™ - latest formulation
- Cover features micro-fiber suede sides and TEMPUR-TEX™
- Queen SRP: \$2,399



The GrandBed by Tempur-Pedic™

- 7 layer mattress featuring Tempur-HD™
- New level of luxury with silk-blended cover
- Queen SRP: \$5,499



Vertically Integrated Business Model

Manufacturing Facilities

Denmark (500K sq ft)



- Global, vertically integrated manufacturer
- State of the art, highly automated, ISO-certified plants
 - >\$200 million invested

Duffield, VA (500K sq ft)



Albuquerque, NM (750K sq ft)



Note: New Mexico facility under construction and expected to open by year end 2006

Brand Building

Cost Effective Advertising to Build Global Brand

Tempur-Pedic's national advertising campaign drives over 4.3 billion consumer "impressions" per month

Television

- > 2.8 billion "impressions" per month
- High profile events: The Apprentice, Oscar's, Emmy's, Grammy's



Magazines

- > 900 million "impressions" per month



Radio

- > 600 million "impressions" per month
- Includes national spots on such shows as: The Radio Factor with Bill O'Reilly, Westwood One, Dr. Laura, Dr. Joy Browne and WOR with John Gambling

Newspapers

- > 80 million "impressions" per month



Continue to Build Global Brand

Total Brand Awareness: 78% up from 60% in two years

**Better Sleep
Better Health
Better Bed**

Comfort
Happiness
Health
Happiness
Tempur-Pedic



The Weightless Comfort of Tempur-Pedic!

In a recent survey, 92% of our enthusiastic owners report sleeping better and waking more refreshed!

Our sleep technology is recognized by NASA and used aboard by the Apollo 16 crew. And now it's the only mattress recommended worldwide by more than 25,000 medical professionals.

Yet this miracle has to be felt to be believed.

While the thick, contour pads that cover most mattresses are necessary to keep the hard steel springs from creating a hammock effect, ours—made of actually cause pressure points inside our bed, billions of microcapsule memory cells function as "molecular springs" that contour precisely to your every curve and angle.

Tempur-Pedic's Swedish scientists used NASA's early anti-G force research to invent Tempur's pressure-relieving material—a remarkable new kind of viscoelastic holding that reacts to body mass and temperature. It automatically adjusts to your exact shape and weight. And it's the reason why millions of Americans are falling in love with the first really new bed in 75 years: our high-tech Weightless Sleep system.

No wonder 9 out of 10 enthusiastic Tempur-Pedic owners go out of their way to recommend our Swedish Sleep System to friends and family. Please telephone us toll free, without the slightest obligation, for your FREE DEMONSTRATION KIT!

SPAC-E
THE ONLY MATTRESS RECOMMENDED BY MORE THAN 25,000 MEDICAL PROFESSIONALS


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PRESSURE RELIEVING
SWEDISH MATTRESSES AND PILLOWS

Changing the way the world sleeps!

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I've slept on air, springs, water and memory foams...



nothing beats my Tempur-Pedic!

Often imitated... never duplicated...
Tempur-Pedic makes other beds obsolete...

You've got to feel this miracle to believe it! You'll enjoy luxurious comfort and rejuvenating sleep that you've never experienced before with Tempur-Pedic's breakthrough memory foam.

Unlike any other bed, Tempur-Pedic's bed gives you the extraordinary feel of "weightless" sleep. Unlike the thick padding and steel springs of conventional mattresses—that can actually cause pressure points—inside this bed billions of microcapsule memory cells adjust to your weight. No sagging or constricting, never wakes you by settling out on little-by-little. Tempur-Pedic has only one thing, all—SLEEP!

Urgent NASA anti-G force research for airplane cockpits and military pressure-relieving material—a remarkable breakthrough even airline pilots have recognized your body's weight and temperature. It automatically adjusts to your exact shape—contouring you to secondary positions, ensuring you lie down in any position.

Contouring precisely to your every curve, you'll experience a supported support that you're bringing into a customized state of sleep every night. Less disturbance, and you wake totally refreshed in the morning.

No wonder Tempur-Pedic is the first mattress to be commended by the Arthritis Foundation as the ONLY one recommended worldwide by more than 25,000 medical professionals.

TEMPUR-PEDIC
PRESSURE RELIEVING
SWEDISH MATTRESSES AND PILLOWS

Changing the way the world sleeps!

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Call toll-free or send a fax 800-795-9307

Free Demo Kit
Free Info
Free Sample
Call Today

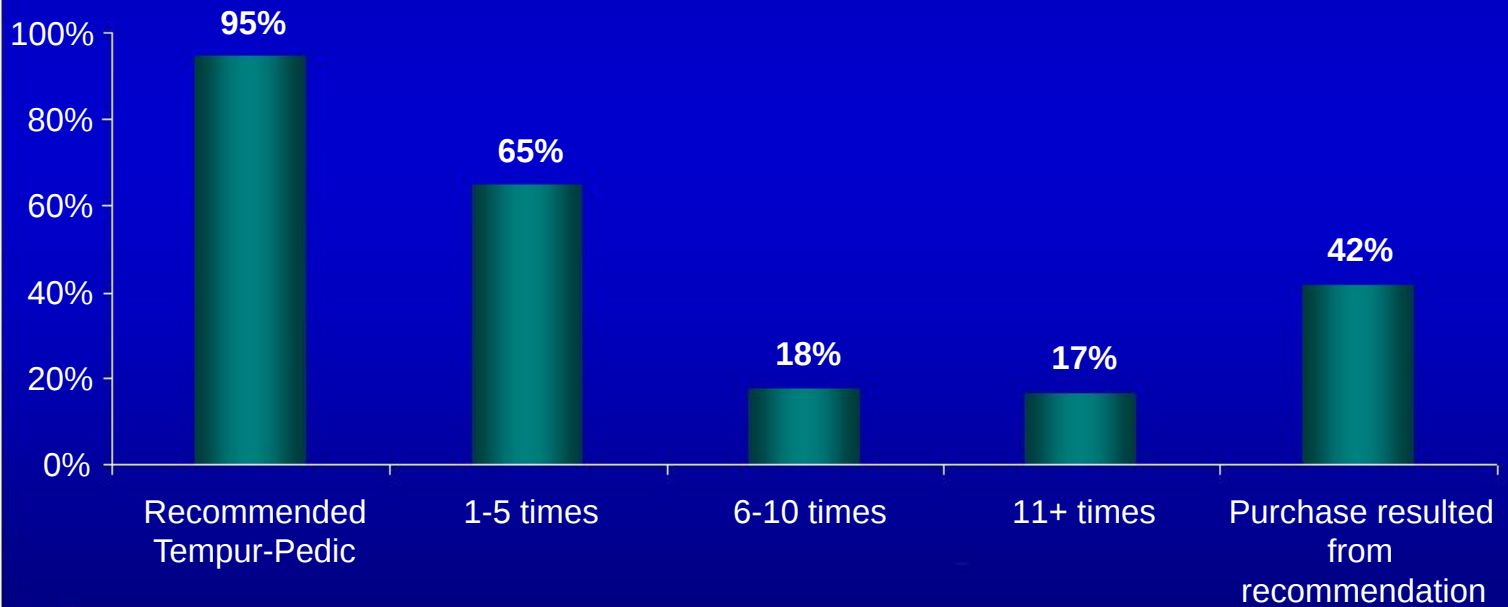
TEMPUR-PEDIC
INTERNATIONAL INC.

Note: Total brand awareness for mattresses based on study commissioned by Tempur-Pedic and completed in the first quarter of each year.



Customer Passion

- 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

Retailer Feedback on Tempur-Pedic

Tempur-Pedic commissioned recent third party survey of mattress retailers. Retailers provided wide-ranging feedback on variety of issues, including the following:

- Tempur-Pedic is the brand with the highest profit margins
- Brand consumers ask about most
- Easiest brand to sell
- Retailers generate significantly more of their total sales from Tempur-Pedic than its relative floor space



Dale Williams
SVP and Chief Financial Officer

Mattresses Key Growth Driver

- Established Accounts + Targeted New Stores
- Increasing slots per store
- Growing brand awareness
- 31% Growth in '05



Notes:

1. Growth in the first half of 2005 was much higher than growth in the second half of 2005.

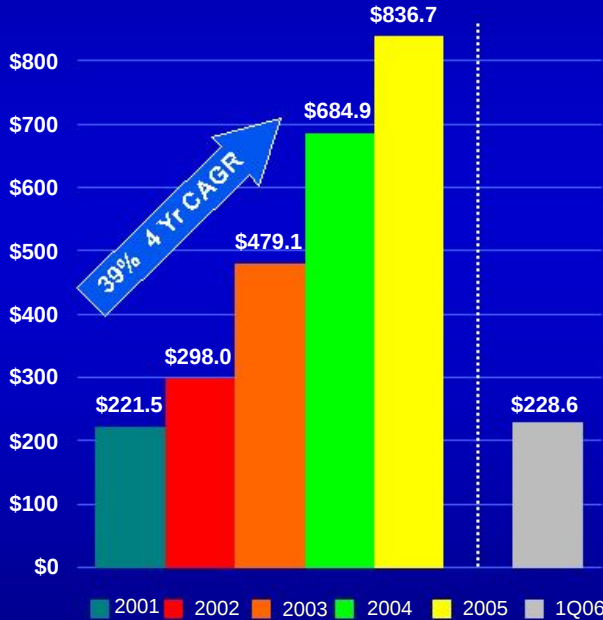
2. For a complete discussion of the Company's financial performance for 2005, please refer to the Management's Discussion and Analysis section of the Company's 8-K dated April 20, 2006. For a complete discussion of the Company's performance for Q1 2006, please refer to the Company's earnings release included in the Company's 8-K dated April 20, 2006.

Growing Net Sales and Profitability

Historical Net Sales

(\$ in millions)

Net Sales



Historical Operating Income ⁽¹⁾

(\$ in millions)

Operating
Income



1. Includes \$9.8 million in non-cash charges for the two months ended December 31, 2002 relating to the step-up in inventory as of November 1, 2002 relating to the Tempur acquisition. The year ended December 31, 2003 includes \$4.1 million in compensation expense relating to stock option grants and acceleration. 2004 includes \$5.4 million in compensation expense relating to stock option grants and acceleration and \$0.9 million in fees related to secondary offering. 2005 includes \$2.4 million in compensation expense relating to stock option grants. 1Q06 includes \$0.6 million in compensation expense relating to stock options and FAS123R.

2. For a complete discussion of the Company's financial performance for 2005, please refer to the Management's Discussion and Analysis section of the Company's Form 10K for 2005. For a discussion of the Company's performance for Q1 2006, please refer to the Company's earnings release included in the Company's 8-K dated April 20, 2006.

Cash Flow from Operations

- Growth of operating cash flows
- Business model generates significant operating cash flows
- Identified key initiatives to continue to improve cash flow



Note: For a complete discussion of the Company's financial performance for 2005, please refer to the Management's Discussion and Analysis section of the Company's Form 10K for 2005. For a discussion of the Company's performance for Q1 2006, please refer to the Company's earnings release included in the Company's 8-K dated April 20, 2006.



Investment Highlights

- #1 In The Fast Growing Viscoelastic Market¹
- #1 In The Premium Mattress Market¹
- #1 In The Premium Pillow Market¹
- #1 In International Operations of All U.S. Bedding Manufacturers²
- #1 In The Industry For Profitability³
- #1 In U.S. Consumer Referrals for Mattresses⁴
- #1 In Retail Sales And Profit Per Sq Ft⁴

1. Based on net sales, including management's estimates of sales by companies that do not publicly report sales of viscoelastic mattresses and pillows, premium mattress and premium pillows.

2. Based on total company-owned foreign operations by U.S. based bedding manufacturers, including management's estimates for companies that do not publicly report such information.

3. Based on total net income for all publicly reporting US mattress manufacturers.

4. Based on independent survey(s) commissioned by Tempur-Pedic and management estimates.



Investor Presentation

May 2006



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