
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): January 26, 2004

TEMPUR-PEDIC INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-31922
(Commission File No.)

33-1-22198
(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)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

Exhibit	Description
99.1	Press Release dated January 26, 2004, titled "Tempur-Pedic International Inc. Announces Completion of Redemption of Senior Subordinated Notes by Tempur-Pedic, Inc. and Tempur Production USA, Inc."

Item 9. Regulation FD Disclosure

On January 26, 2004, Tempur-Pedic International Inc. issued a press release announcing the closing of the previously announced redemption of an aggregate principal amount of \$52,500,000 of the outstanding 10 3/4% Senior Subordinated Notes due 2010 issued by its subsidiaries Tempur-Pedic, Inc. and Tempur Production USA, Inc. This press release is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 26, 2004

Tempur-Pedic International Inc.

By: /s/ ROBERT B. TRUSSELL, JR.

Name: Robert B. Trussell, Jr.

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

Description

99.1

Press Release dated January 26, 2004, titled "Tempur-Pedic International Inc. Announces Completion of Redemption of Senior Subordinated Notes by Tempur-Pedic, Inc. and Tempur Production USA, Inc."

**Tempur-Pedic International Inc. Announces Completion of Redemption of Senior Subordinated Notes by
Tempur-Pedic, Inc. and Tempur Production USA, Inc.**

Lexington, Kentucky, January 26, 2004 — Tempur-Pedic International Inc. (NYSE: TPX) announced today the closing of the previously announced redemption of an aggregate principal amount of \$52,500,000 of the outstanding 10¹/₄% Senior Subordinated Notes due 2010 issued by its subsidiaries Tempur-Pedic, Inc. and Tempur Production USA, Inc. The redemption price was 110.25% of the principal amount plus accrued interest, and the redemption was funded with a portion of the net proceeds of the initial public offering of Tempur-Pedic International Inc., which closed on December 23, 2003. The Company expects to reflect the approximately \$5.4 million redemption premium as a transaction related expense in the first quarter of 2004.

Tempur-Pedic International Inc. is a vertically-integrated manufacturer, marketer and distributor of premium mattresses and pillows made from its proprietary Tempur visco-elastic foam. Products are sold in 54 countries under the Tempur[®] and Tempur-Pedic[®] brands.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities of Tempur-Pedic International Inc. or any of its subsidiaries in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any offer or sale will be made only by means of the written prospectus forming a part of the effective registration statement.

Certain statements in this press release may constitute “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used herein, the words “believes”, “expects”, “plans”, “estimates” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Contact:

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