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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**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 13, 2006

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**TEMPUR-PEDIC INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 701. Regulation FD Disclosure**

Attached as Exhibit 99.1 to this report and furnished under this Item 7.01 are copies of slides to be 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>
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99.1	Tempur-Pedic International Inc. March 2006 Presentation
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**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 13, 2006

Tempur-Pedic International Inc.

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

Name: Robert B. Trussell, Jr.

Title: Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Tempur-Pedic International Inc. March 2006 Presentation



# Investor Presentation

March 2006

TPX  
LISTED  
NYSE



*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, pro forma and 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; 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.

### **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.



*Tom Bryant*  
*President*

# Business Review

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- 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 60 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
Bob Trussell	CEO, Founder	Founded Tempur-Pedic 1992 Extensive entrepreneurial career	✓	✓
Tom Bryant	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	✓	✓

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## *Product Overview*

# Tempur-Pedic Swedish Sleep System

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## 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

- 2005 Sales: \$566.5 million (68% of Total)
- Queen Retail Price Point: \$1,199 – \$3,199



## Pillows

- 2005 Sales: \$126.2 million (15% of Total)
- Retail Price: \$70 – \$165



## Adjustable Beds / Other

- 2005 Sales: \$144.0 million (17% 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
- Shipping ~April '06



## The GrandBed by Tempur-Pedic™

- 7 layer mattress featuring Tempur-HD™
- New level of luxury with silk-blended cover
- Queen SRP: \$5,499
- Shipping ~April '06



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*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

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## *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

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

**Better Sleep**  
**Better Health**  
**Better Bed**

Comfort  
 Happiness  
 Health  
 Happiness  
 Comfort  
 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 endorsed by the media. And now it's the only mattress recommended worldwide by more than 27,000 medical professionals.

When the back, neck and joints that cause most problems are necessary to keep the back and joints healthy, they create a backbone effect on the body, which actually causes greater pain. Inside our bed, billions of microencapsulated memory cells function as "variable springs" that adjust pressure to your every curve and angle.

Tempur-Pedic's flexible viscoelastic foam (NASA's only anti-G-force material) is made of pressure-relieving material—a remarkable new kind of viscoelastic material 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 mattress they've ever owned.

No wonder, 7 out of 10 enthusiastic Tempur-Pedic owners get out of bed each day to exercise and 10 million Tempur-Pedic owners are healthy and happy. Please, if you're an athlete, without the slightest hesitation, try your first TEMPUR-PEDIC BED!

**SMC** SMC is the only mattress manufacturer in the world that has been awarded the ISO 9001 certification.

**TEMPUR-PEDIC**  
 PRESSURE-RELIEVING  
 MATTRESS WITH 100% VISCOELASTIC FOAM FILLING

Free Samples  
 Free 30 Day  
 Sleep Trial  
 Guarantee

FREE VIDEOS! SAMPLES! INFO  
**800-955-4051**  
 Call today or send for 800-795-8307

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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 mattress to believe it! You'll enjoy luxurious comfort and pressure-relieving sleep—like you've never experienced before—with Tempur-Pedic's breakthrough foam in extraordinary comfort. Every day you'll dream in your position.

Unfolding the natural principles of physics, this bed gives you the amazing gift of "weightless" sleep. Unlike the thick padding and metal springs of conventional mattresses—that can actually cause painful pressure points—inside this bed billions of memory cells absorb and redistribute your weight. No set-ups or controls, no heated water, no hot-tubbing out on inferior foam. Tempur-Pedic has only one meaning: pure...SLEEP!

Using NASA's anti-G-force research, our scientifically perfected TEMPUR® pressure-relieving material—a remarkable viscoelastic sleep surface that reacts to you—using your body's weight and temperature. It automatically conforms to your exact shape—surrounding you in extraordinary comfort. Every day you'll dream in your position.

Concerning pressure in your every corner... your neck and back... you're perfectly supported... you're snuggled into a customized cradle of deep sleep with less disturbance... and you wake likely refreshed in the morning.

No wonder, Tempur-Pedic is the #1 mattress to be recommended by the Arthritis Foundation and the OSEF (our recommended workable by more than 25,000 medical professionals).

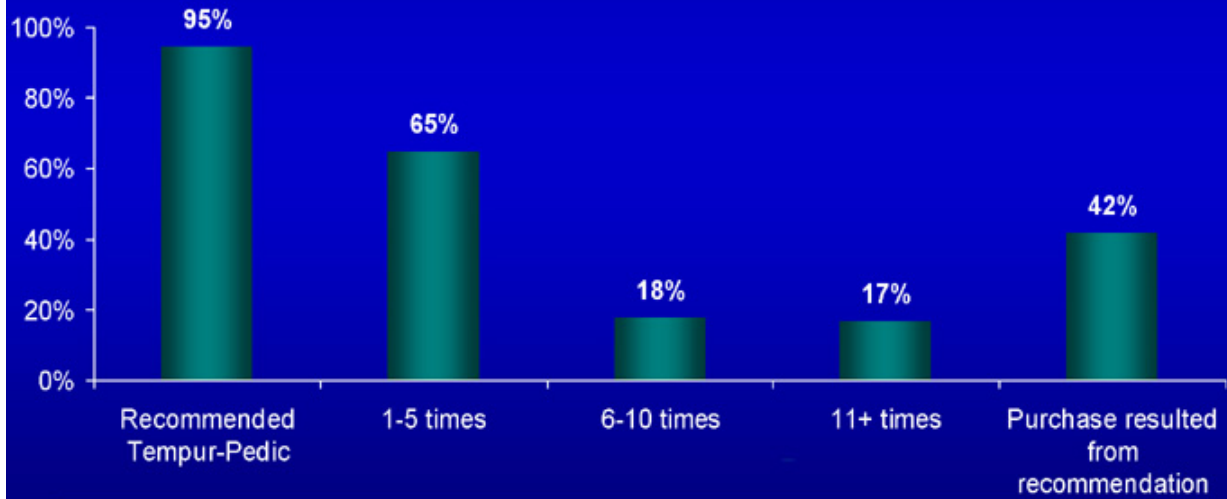
**TEMPUR-PEDIC**  
 PRESSURE-RELIEVING  
 MATTRESS WITH 100% VISCOELASTIC FOAM FILLING

Call NOW for your FREE DEMO KIT!  
**888-241-2111**  
 Call toll-free or send a fax 800-795-8307

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# 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

# 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
- OriginalBed has generated additional sales



*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

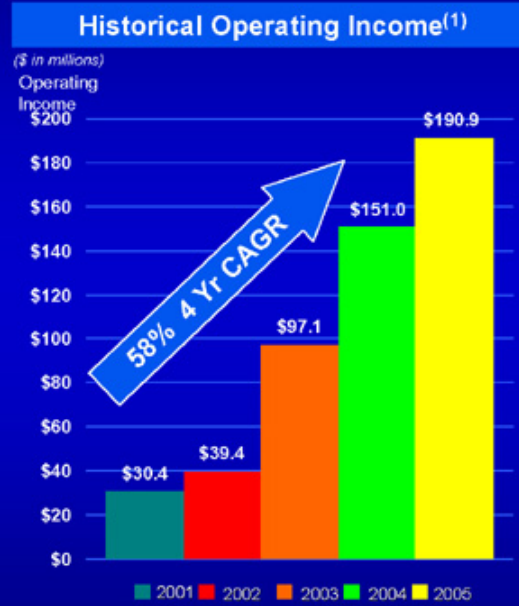


**Notes:**

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 2005 Annual Report.

# 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 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 \$3.4 million in compensation expense relating to stock option grants.

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 10-K for 2005.

# 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

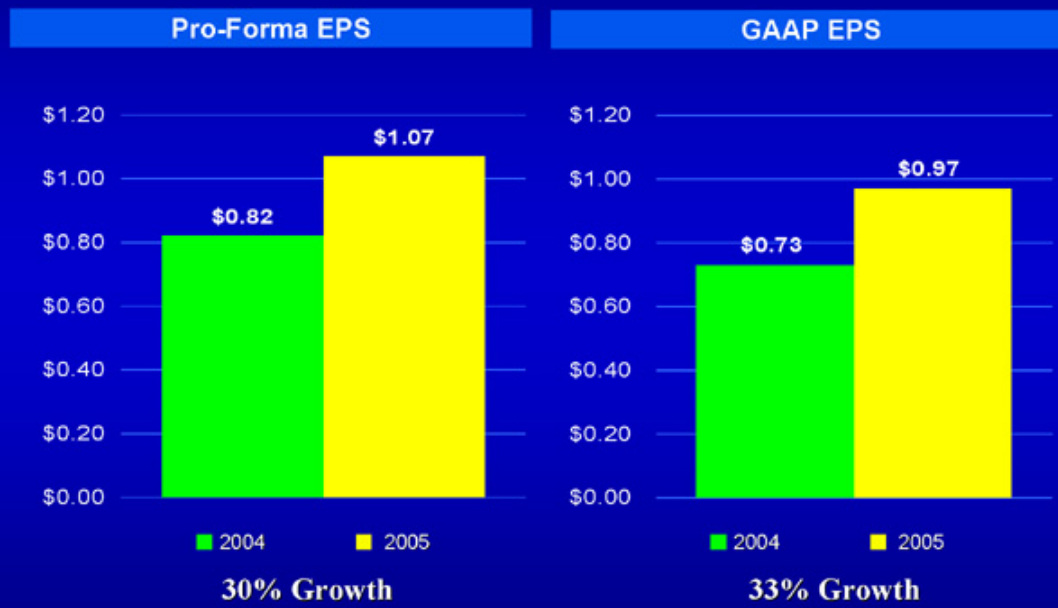


Note: For a complete discussion of the Company's financial performance for 2005, please refer to the Management's Discussion and Analysis and the Company's Form 10K for 2005.





# Earnings Per Share Growth



Note: For a complete reconciliation of Pro-Forma to GAAP earnings per share, please see reconciliation at end of presentation.



# Investment Highlights

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

# Supplemental Information

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- To further provide investors useful information, pro forma net income is presented and represents the Company's GAAP net income before income tax expense on repatriation of foreign dividend, income tax benefit from a favorable state tax ruling, non-cash stock-based compensation expense, and loss on debt extinguishment for the twelve months ended December 31, 2005.
- The Company believes that excluding the above items provide a measure that is more representative of ongoing costs and therefore more comparable to the Company's historical operations. The following is a reconciliation of GAAP net income per share to pro forma net income per share.

# Reconciliation of Net Income per Share to Proforma Net Income per Share

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*(Amounts are per Share)*

	Year to Date	
	Dec. 31, 2005	Dec. 31, 2004
GAAP Net Income per Share, Diluted	\$ 0.97	\$ 0.73
Income Tax provision on Repatriation	\$ 0.07	\$ -
Income Tax benefit on state tax ruling	\$ (0.01)	\$ -
Stock-based compensation expense	\$ 0.02	\$ 0.05
Secondary public offering expense	\$ -	\$ 0.01
Loss on debt extinguishment and transaction expenses, net of tax	\$ 0.02	\$ 0.03
Proforma Net Income per Share, Diluted	\$ 1.07	\$ 0.82



# Investor Presentation

March 2006

TPX  
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*Changing the way the world sleeps!™*