

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tempur-Pedic International Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2510
(Primary Standard Industrial
Classification Code Number)
1713 Jaggie Fox Way

33-1022198
(I.R.S. Employer
Identification Number)

**Lexington, Kentucky 40511
800-878-8889**

(Address, including zip code, and telephone number, including area code, of the registrant's principal executive offices)

Robert B. Trussell, Jr., President and Chief Executive Officer

Tempur World, Inc.
1713 Jaggie Fox Way
**Lexington, Kentucky 40511
800-878-8889**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

John R. Utzschneider, Esq.
Bingham McCutchen LLP
150 Federal Street
Boston, MA 02110
617-951-8000

Rod Miller, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
212-310-8000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-120151

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	1,150,000	\$ 18.13	\$ 20,849,500	\$ 2,642

- (1) Includes 150,000 shares of common stock that the underwriters have the option to purchase from the selling stockholders solely to cover over-allotments, if any.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low sales prices of the common stock as reported on the New York Stock Exchange on November 16, 2004.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-120151) filed by Tempur-Pedic International Inc. with the Securities and Exchange Commission on November 2, 2004, as amended, including the exhibits thereto, and declared effective by the Commission on November 17, 2004, are incorporated by reference into, and shall be deemed part of, this registration statement. This Registration Statement also contains Exhibits 5.1 and 23.1.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Bingham McCutchen LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Notice regarding consent of Arthur Andersen LLP.*
24.1	Power of Attorney of Tempur-Pedic International Inc.**

* Incorporated by reference from the Registrant's Annual Report on Form 10-K (File No. 001-31922) filed with the Commission on March 30, 2004.

** Incorporated by reference from the Registrant's registration statement on Form S-1 (File No. 333-120151) filed with the Commission on November 2, 2004.

November 17, 2004
Tempur-Pedic International Inc.
1713 Jaggie Fox Way
Lexington, Kentucky 40511

Re: 462(b) Registration Statement on Form S-1

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 to which this letter is attached as Exhibit 5.1 (the "462(b) Registration Statement") filed by Tempur-Pedic International, Inc. (the "Company") with the Securities and Exchange Commission ("Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended ("Securities Act") and relating to the registration under the Securities Act of an additional 1,150,000 shares of the Company's common stock, par value \$0.01 per share (the "Additional Shares"). The Rule 462(b) Registration Statement to be used for the offer and sale of the Additional Shares is filed with the Commission in connection with the offering described in the Registration Statement on Form S-1 (Registration No. 333-120151) filed with the Commission on November 2, 2004, as amended, which was declared effective by the Commission on November 17, 2004 (the "Initial Registration Statement").

We have reviewed the corporate proceedings of the Company with respect to the authorization of the issuance of the Additional Shares. We have also examined and relied upon originals or copies, certified or otherwise identified or authenticated to our satisfaction, of such corporate records, instruments, agreements or other documents of the Company, and certificates of officers of the Company as to certain factual matters, and have made such investigation of law and have discussed with officers and representatives of the Company such questions of fact, as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed. In our examination, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document.

We have also assumed that an Underwriting Agreement substantially in the form of Exhibit 1.1 to the Initial Registration Statement, by and among the Company and the underwriters named therein (the "Underwriting Agreement"), will have been duly executed and delivered pursuant to the authorizing resolutions of the Board of Directors of the Company and that the Additional Shares will be sold and transferred only upon the payment therefore as provided in the Underwriting Agreement. We have further assumed that the registration requirements of the Securities Act and all applicable requirements of state laws regulating the sale of securities will have been duly satisfied.

This opinion is limited solely to the Delaware General Corporation Law, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

Based upon and subject to the foregoing, when the 462(b) Registration Statement becomes effective, upon which our opinion is expressly conditioned, we are of the opinion that the Additional Shares have been duly authorized, and, in the case of those Additional Shares to be issued upon exercise of outstanding stock options, when such Additional Shares are issued and paid for in accordance with the terms of the option agreements, will be validly issued, fully paid, and non-assessable, and all other Additional Shares have been validly issued and are fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement.

Very truly yours,

/s/ BINGHAM MCCUTCHEN LLP

BINGHAM MCCUTCHEN LLP

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated February 10, 2004, in Amendment No. 3 to the Registration Statement (Form S-1 No. 333-120151), which is incorporated by reference in this Registration Statement of Tempur-Pedic International Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933.

/s/ ERNST & YOUNG LLP

Louisville, Kentucky
November 17, 2004