

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) **November 18, 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

Exhibit	Description
99.1	Tempur-Pedic International Inc. November 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: November 17, 2005

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. November 2005 Investor Presentation.



Investor Presentation

November 2005



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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. 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 campaign and other marketing programs; the Company’s ability to further penetrate the U.S. retail furniture channel, 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; the nature of other investment opportunities presented to the Company from time to time; and the inability to obtain foreign tax rulings required to complete an additional repatriation of foreign earnings. 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 in the Company’s Annual Report on Form 10-K under the headings “Special Note Regarding Forward Looking Statements” and “Business-Risk Factors.” 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.



Bob Trussell
Chief Executive Officer

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 4.3 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

- 3Q05 YTD Sales: \$424.0 million (68.3% of Total)
- Queen Retail Price Point: \$1,199 – \$2,999



Pillows

- 3Q05 YTD Sales: \$92.9 million (15.0% of Total)
- Retail Price: \$70 – \$165



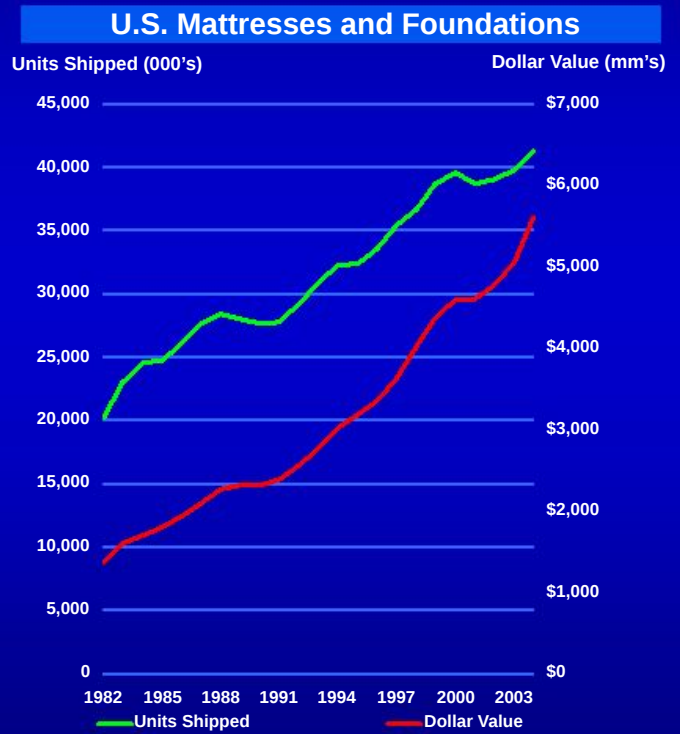
Adjustable Beds / Other

- 3Q05 YTD Sales: \$104.2 million (16.8% 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%

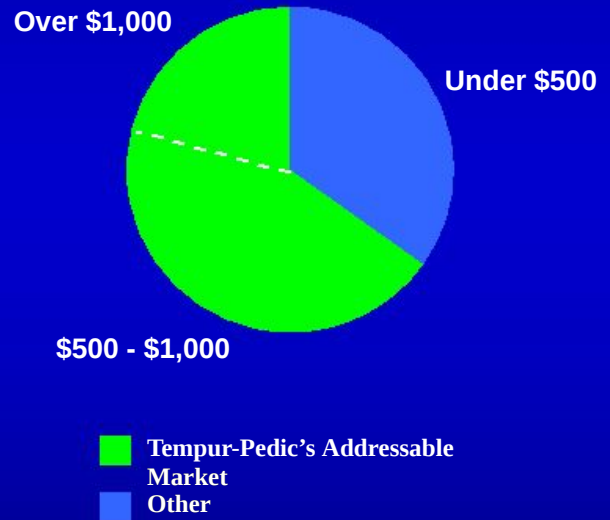


Source: International Sleep Products Association, 2004 Annual Report

Tempur-Pedic Addresses Fastest Growing Segment

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

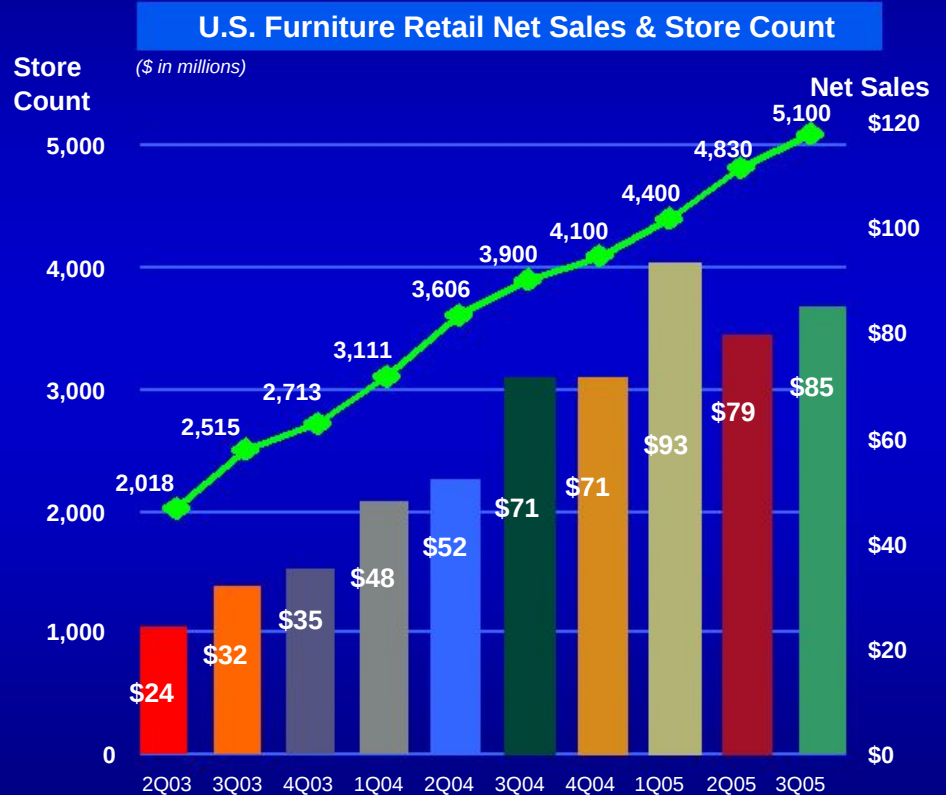
- U.S. market segments:
 - Over \$1,000 24%
 - \$500 – \$1,000 41%
 - Under \$500 35%
- Tempur-Pedic's addressable market: \$3.6 billion
- The premium market grew 36% in 2004



Source: International Sleep Products Association, 2004 Annual Report

Robust Retail Channel Growth

- Sales to established accounts: expect 20-25% growth in 2005
- Average floor slots per store increased from 1.7 to 2.2 in 2004, up to 2.8 in 3Q05
- Total doors targeted in U.S.: 10,000
- Overall U.S. mattress market: ~\$5.6 billion in 2004



Recent U.S. Mattress Introductions

The EuroBed by Tempur-Pedic™

- Brought to U.S. following great performance in Europe
- Queen SRP: \$2,600
- Shipping as of July '05
- 24% Account Penetration as of 9/30/05



The OriginalBed by Tempur-Pedic™

- Significantly expands addressable market
 - Fills important price gap in premium category
- Queen SRP: \$1,199
- Shipping as of September '05
- 28% Account Penetration as of 9/30/05



The Scandinavian Bed Collection by Tempur-Pedic™

- Unique bed system: Tempur-Pedic mattress, foundation and adjustable frame
- Designed for the Nordic region; very successful launch
 - Began broader European rollout mid '05; exceeding expectations
- Demonstrates our continued investment in product innovation
 - Leveraging our 2 R&D centers to develop product for the U.S. and International markets



New Pillow Introductions

Domestic

- Travel-size ComfortPillow by Tempur-Pedic™
 - Fills need as airlines eliminate pillows
 - Shipping November '05 -Holiday shopping
 - SRP: \$80



International

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

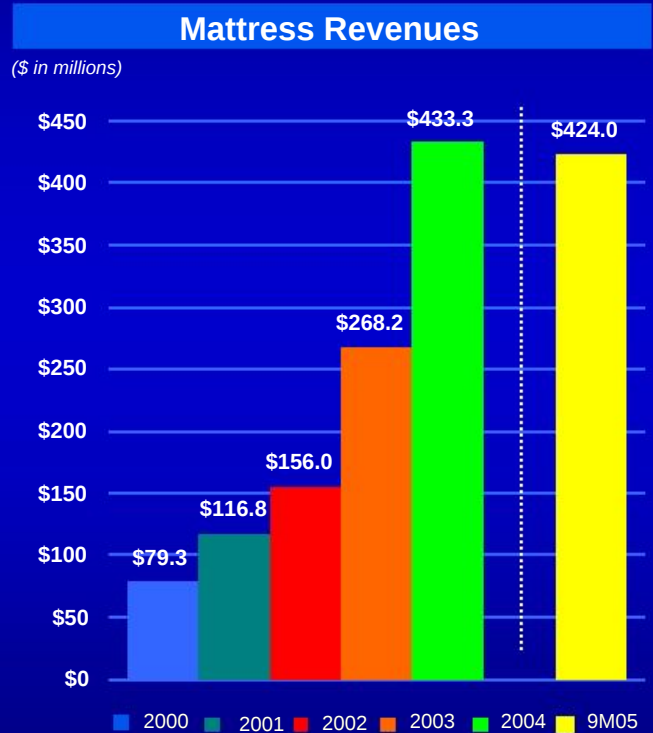




Dale Williams
SVP and Chief Financial Officer

Mattresses Key Growth Driver

- New stores
- Increasing slots per store
- Growing brand awareness
- 39% Growth 3Q05 YTD



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 industry endorsement communicate the Tempur-Pedic proposition

**Better Sleep
Better Health
Better Bed**

Comfort Happiness Health
Happiness Joy
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 cited almost by the media. And ours is the only mattress recommended worldwide by more than 25,000 medical professionals.

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 asleep 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


TEMPUR-PEDIC
PRESSURE RELIEVING
ENHANCED MATTRESSES AND PILLOWS

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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...

Use only the normal products of physics to be bed gives you the engaging lift of "weightless" sleep. Unlike the stiff, rolling, and steel springs of conventional mattresses— that can't really ease painful pressure points—inside this bed billions of memory cells absorb and redistribute your weight. No springs or air, just smart foam, soft yet firming out on intimate form. Tempur-Pedic is the only one moving... all—1922!

Using NASA's anti-G force research, our all-unique viscoelastic TEMPUR® pressure relieving material—a remarkable, where no other artificial bed mattress ever achieves—your body's weight and temperature. It automatically conforms to your exact shape—ensuring you're always in your best position.

Maximizing pressure is your enemy, never your friend. So, as you rest, you sleep it all... you're being held in a customized cradle of sleep that will help you relax and you wake up fully refreshed in the morning.

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

ALYPTEDIC
SPACE
CO-TRAK

TEMPUR-PEDIC
PRESSURE RELIEVING
ENHANCED MATTRESSES AND PILLOWS

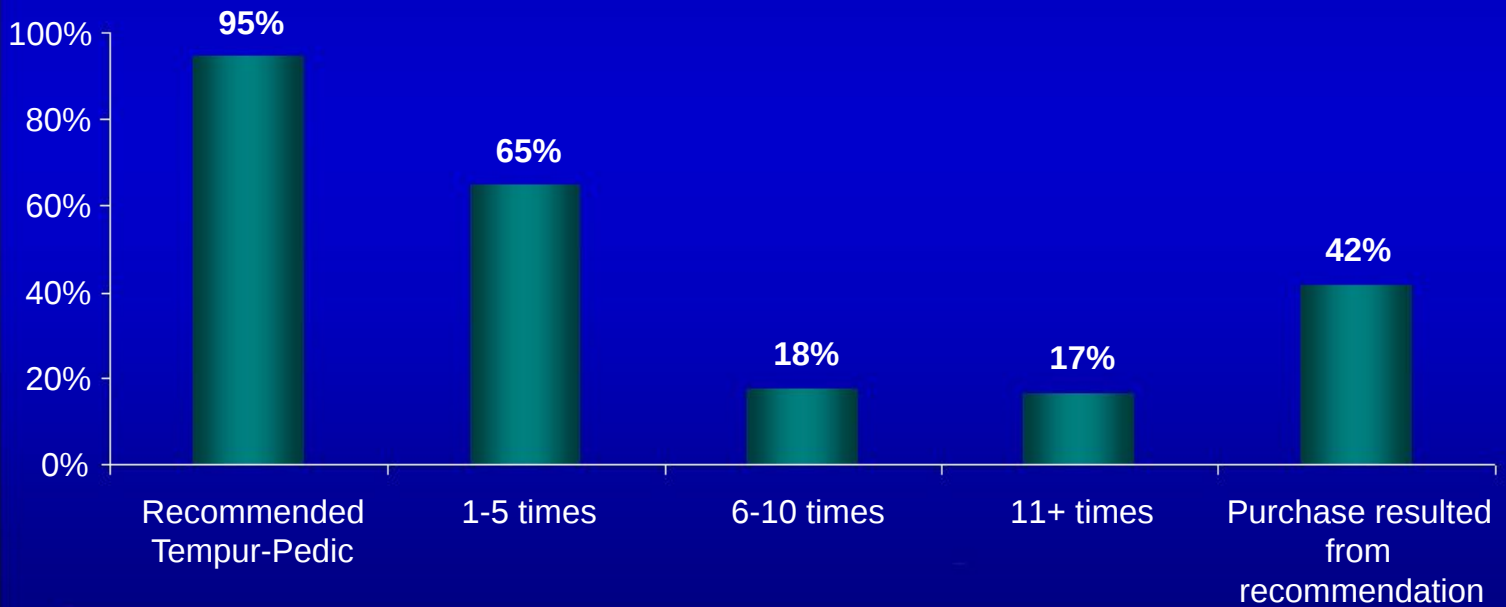
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Free Video!
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Recommending Tempur-Pedic

- 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

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. 9M05 includes \$1.9 million in compensation expense relating to stock option grants.

Growing Earnings and Cash Flows

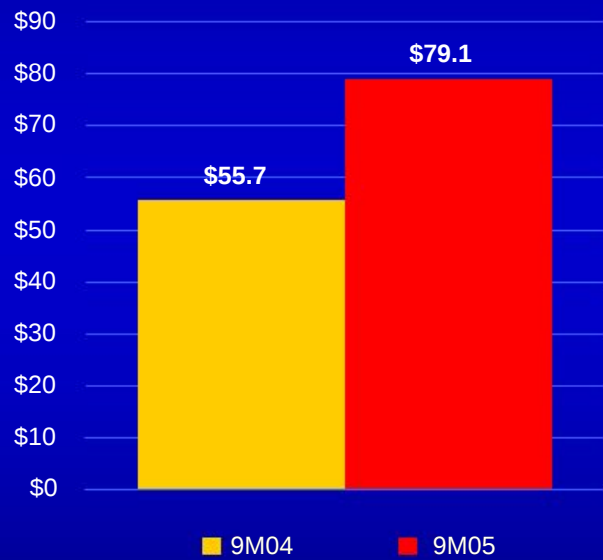
Pro-Forma EPS



32% Growth

Operating Cash Flows

(\$ in millions)



42% Growth

1. GAAP EPS of \$0.50 for 9M04 and \$0.67 for 9M05 for a 34% GAAP 9M YTD growth

Recent Financial Accomplishments

- **\$80M Share Repurchase Plan**
 - Announced our first repurchase plan effective October 20, 2005

- **New Global Senior Credit Facility**
 - \$340M comprised of \$200M U.S. revolver, \$30M European revolver and \$110M European 5-year term loan
 - Approximately 100 basis point reduction in interest margin on outstanding borrowings and improved terms and conditions
 - Letter of credit under new facility supporting \$75M of Industrial Revenue Bonds to finance Albuquerque construction

- **Repatriated \$115M in Foreign Earnings under the American Jobs Creation Act**
 - We expect to repatriate \$30-35M more by year end
 - Reinvesting proceeds in Albuquerque facility, advertising, other capital needs

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 income tax expense on repatriation of foreign dividend of \$6.5 million for the nine months ended September 30, 2005. In addition, non-cash stock-based compensation expense of \$0.02 and \$0.04 for the nine months ended September 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. 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 nine months ended September 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 the income tax provision on repatriation dividend, 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 to Date	
	Sept. 30, 2005	Sept. 30, 2004
GAAP Net Income per Share, Diluted	\$ 0.67	\$ 0.50
Income Tax provision on Repatriation	\$ 0.06	\$ -
Stock-based compensation expense	\$ 0.02	\$ 0.04
Loss on debt extinguishment and transaction expenses, net of tax	\$ -	\$ 0.03
Proforma Net Income per Share, Diluted	\$ 0.75	\$ 0.57

1. Amounts presented represent the Company's GAAP net income per share before income tax provision on repatriation dividend of \$0.06 for the nine months ended September 30, 2005 and non-cash stock-based compensation expense of \$0.02 and \$0.04 for the nine months ended September 30, 2005 and 2004, respectively.

2. Pro forma net income also excludes loss on debt extinguishment, net of tax.

The Company believes that excluding income tax provision for repatriation dividend, non-cash stock-based 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.



Investor Presentation

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