

**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 2, 2004

**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))

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**Item 7.01. Regulation FD Disclosure.**

On November 2, 2004, Tempur-Pedic International Inc. issued a press release announcing it had filed a registration statement with the Securities and Exchange Commission for an offering by certain of its stockholders of 10,000,000 shares of the Company's Common Stock (plus up to an additional 1,500,000 shares of Common Stock that may be sold pursuant to the exercise of the underwriters' over-allotment option). The Company will not be selling any shares for its own account. This press release is furnished herewith as Exhibit 99.1 and incorporated by reference herein.

The information in this report (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing 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.**

(a) Financial Statements of Businesses Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Exhibits.

99.1. Press release dated November 2, 2004, titled "Tempur-Pedic International Inc. Files for Secondary Public Offering by Selling Stockholders."

**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 2, 2004

Tempur-Pedic International Inc.

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

Name: Robert B. Trussell, Jr.

Title: President and Chief Executive Officer

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**EXHIBIT INDEX**

**Exhibit**   **Description**

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99.1   Press release dated November 2, 2004, titled "Tempur-Pedic International Inc. Files for Secondary Public Offering by Selling Stockholders."

**Tempur-Pedic International Inc. Files for Secondary Public Offering by Selling Stockholders**

**Lexington, KY – November 2, 2004** – Tempur-Pedic International Inc. (NYSE: TPX) announced today that it has filed with the Securities and Exchange Commission a registration statement for a secondary public offering of shares of its common stock. Ten million (10,000,000) shares of common stock will be offered by certain selling stockholders. The underwriters will also have an option to purchase up to an additional 1,500,000 shares from the selling stockholders. The Company will not be selling any shares.

The offering will be underwritten by a group of underwriters, with Lehman Brothers Inc. and Goldman, Sachs & Co. acting as joint book-running managers on the offering. When available, a copy of the preliminary prospectus relating to the offering may be obtained at [www.sec.gov](http://www.sec.gov) or from Lehman Brothers' prospectus department at 745 Seventh Avenue, New York, New York 10019, or by phone at (212) 526-7000, and from Goldman, Sachs & Co. at Prospectus Department, 85 Broad St., New York, NY 10004, or by phone at (212) 902-1171.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy these securities be accepted prior to the time the registration statement becomes effective. 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 these securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**About the Company**

Tempur-Pedic International Inc. (NYSE: TPX) manufactures and distributes premium mattresses and pillows made from its proprietary Tempur® pressure-relieving material, a visco-elastic material that conforms to the body to provide support and help alleviate pressure points. Products are currently sold in 60 countries under the Tempur® and Tempur-Pedic® brand names. World headquarters for Tempur-Pedic International are in Lexington, KY.

**Contact:**

Tempur-Pedic International Inc.

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