

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) **January 30, 2009**

TEMPUR-PEDIC INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

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)

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

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

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. First Quarter 2009 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: January 30, 2009

Tempur-Pedic International Inc.

By: /s/ Dale E. Williams

Name: Dale E. Williams

Title: Executive Vice President, Chief Financial Officer & Secretary

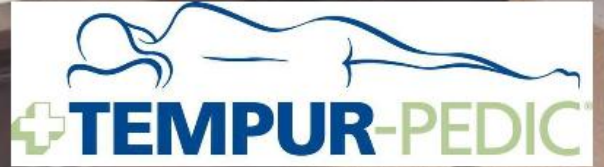
EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. First Quarter 2009 Investor Presentation

Investor Presentation 1Q09



TPX
LISTED
NYSE



Forward-Looking Statements

This presentation may contain “forward-looking statements,” within the meaning of federal securities laws, which include information concerning the Company’s plans, objectives, goals, strategies, future revenues or performance, 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, the Company’s expectations regarding improving the quality and range of existing products, improving transportation and network design increasing brand awareness and adding new marketing initiatives, international and domestic growth opportunities, increasing effectiveness with retailers, increasing market share, improving gross margin strengthening direct channel and online sales efforts, , consumer preferences and behavior, meeting financial obligations, cost and operating expense reductions and cash flow generation, 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, particularly in the retail sector, as well as consumer confidence and the availability of consumer financing; the Company’s ability to reduce expenses to align with reduced sales levels; uncertainties arising from global events; the effects of changes in foreign exchange rates on the Company’s reported earnings; 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 increase sales productivity within existing retail accounts and to further penetrate the U.S. retail furniture channel, including the timing of opening or expanding within large retail accounts; the Company’s dependence on its significant customers; the Company’s ability to address issues in certain underperforming international markets; 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; changes in foreign tax rates, including the ability to utilize tax loss carry forwards; rising commodity costs; the Company’s ability to retain members of its senior management team; the effects of increased interest rates; 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.

Mark Sarvary, President & CEO

Industry Situational Assessment

- u Mattress industry experiencing unprecedented downturn, though the market remains large (~\$13 billion worldwide wholesale)
- u 2008 represents by far the worst year on record for the bedding industry
 - u 4Q industry sales volume sharply lower
- u Consumer credit, while still available, has tightened
- u Retailer bankruptcies continue
- u Many competitors in financial distress

Tempur-Pedic Situational Assessment

- u Great company with great potential
- u Strong brand, highly valued by consumer and customers
 - u Brand recognition comparable to leading S brands
 - u Extremely satisfied consumers who act as enthusiastic promoters
- u Most profitable and best financially positioned mattress company
- u Leading share in the specialty market
- u Unique marketing brings consumers to retail asking for the product
- u Advantaged business structure
 - u Single product line
 - u Global reach
 - u Unique pricing and promotion
 - u Vertically integrated
 - u Differentiated R&D

Management Team

- u Strong management team with >130 years running large, international businesses

Name	Position	Prior Experience	Prior Experience	
			Consumer Products	Inter'l
Mark Sarvary	President & CEO	President, Cambell Soup North America CEO, J. Crew Group President, Stouffer's Frozen Food Division at Nestle	✓	✓
Rick Anderson	EVP and President, North America	VP, Gillette Gillette / P&G	✓	✓
David Montgomery	EVP and President, International	President, Rubbermaid Europe VP, Black & Decker Europe, Middle East, Africa	✓	✓
Matt Clift	EVP, Global Operations	VP / GM Lexmark International Lexmark / IBM	✓	✓
Dale Williams	EVP & CFO	CFO, Honeywell Control Products CFO, Saga Systems CFO, GE Information Services	✓	✓

Near-term Priorities

- u For the short term, focused on costs and cash flow to ensure we come out of the current economic environment much stronger than our competitors
- u Full compliance with debt covenants
- u Continue to improve cost structure and set stage for a stronger base in 2010
 - u Opportunities exist in both gross margin and operating expenses
- u Improve share versus our relevant competitive set, primarily premium and specialty
- u Maintain flexibility to respond to economic change
- u Set stage for growth in 2010 and beyond

Long-term Initiatives

- u In 2009, we will set the stage for growth with focus on key strategic initiatives
- u Drive gross margin improvement
 - u Utilization rates, network re-design, sourcing, commodity costs
- u Improve effectiveness with retail customers
 - u Arm retailers with ready-made advertising to tie our marketing with theirs
- u Improve the quality and range of products
 - u Utilizing consumer research to design products for specific consumer needs, improve existing product line and optimize communications
- u Strengthened direct response channel
 - u Invest and strengthen our on-line presence
- u Expand international household penetration
 - u Strengthen product innovation, work closer with retail customers, increased marketing investment

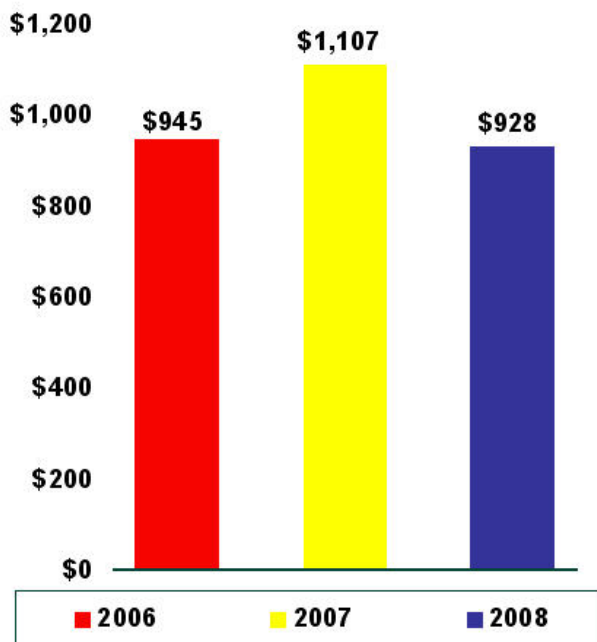
Summary

- u 2008 and current economic environment is unprecedented
- u Current environment is not the “new normal”
- u Great company with great potential
- u For the short term, focused on costs and cash flow to emerge stronger
- u Management is simultaneously working on initiatives that will enable us to re-ignite growth when the market recovers

Dale Williams, CFO

Net Sales

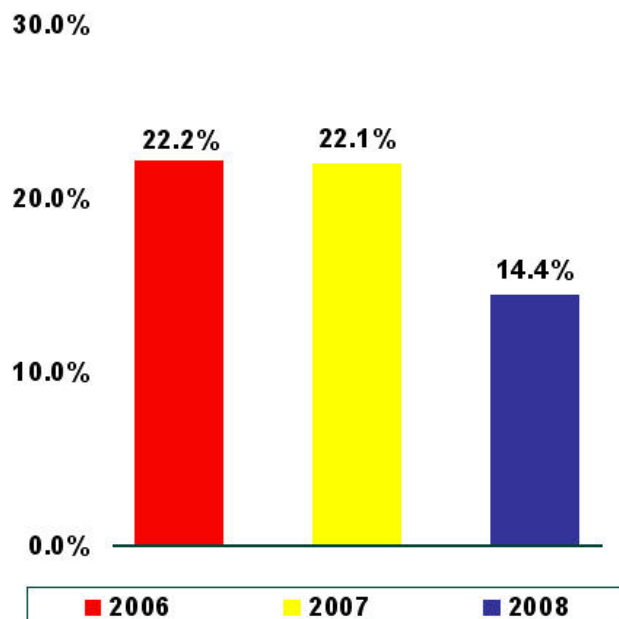
(\$ in millions)



- u Planning '09 volumes flat to 4Q08
- u Pricing opportunities
- u Improving effectiveness with retailers
- u International household penetration

For a discussion of the Company's performance, please refer to the Company's press release for 4Q08 results and the Company's prior 10K and 10Q filings.

Operating Margin

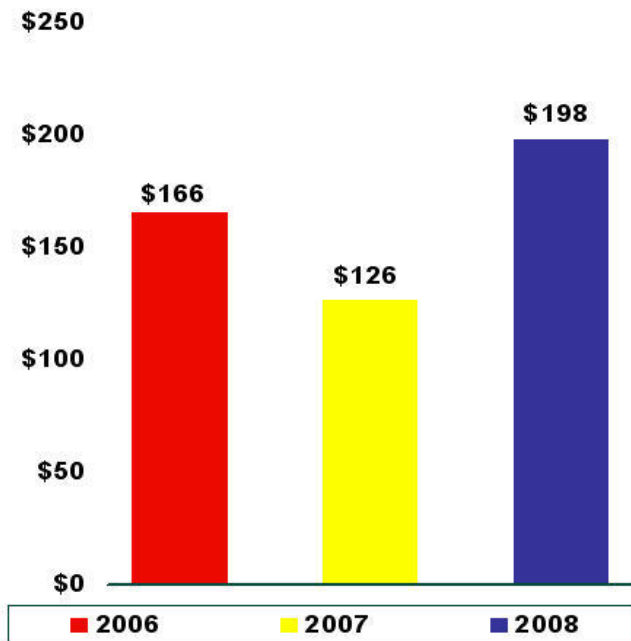


- u Easing commodity costs
- u Transportation & network redesign
- u Operating expense reductions
- u Sourcing

For a discussion of the Company's performance, please refer to the Company's press release for 4Q08 results and the Company's prior 10K and 10Q filings.

Operating Cash Flow

(\$ in millions)

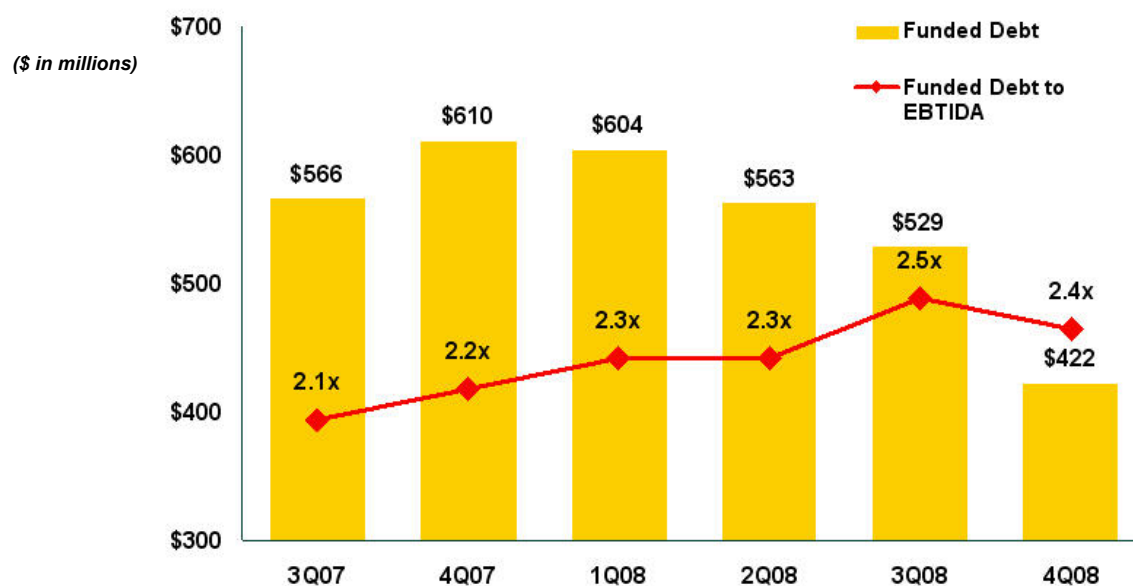


- u Receivables management
- u Reduced inventories
- u Repatriation initiative

For a discussion of the Company's performance, please refer to the Company's press release for 4Q08 results and the Company's prior 10K and 10Q filings.

Funded Debt to EBITDA Covenant

- u 3.0x covenant through July 2012 (maturity)
- u Despite economic environment, held covenant ratio flat in 2H08
- u Substantial covenant cushion
- u Anticipate de-leverage in 2009



- Notes:
1. For a discussion of the Company's performance, please refer to the Company's press release for 4Q08 results and the Company's prior 10K and 10Q filings
 2. Please see appendix for a reconciliation of GAAP to Non-GAAP measures and calculation of Funded Debt to EBITDA ratio.



Conclusion

- u Strong brand
- u Leading share in the Specialty segment
- u Most profitable mattress company
- u Credit facility covenant cushion
- u Initiatives to drive long-term growth of sales and earnings

Appendix



GAAP to Non-GAAP Reconciliations

Reconciliation of EBITDA to Net Income and Funded debt to Total debt

Non-GAAP Measures

The Company provides information regarding EBITDA and Funded debt which are not recognized terms under GAAP (Generally Accepted Accounting Principles) and do not purport to be alternatives to Net income as a measure of operating performance or Total debt. Because not all companies use identical calculations, these presentations may not be comparable to other similarly titled measures of other companies. A reconciliation of EBITDA to the Company's Net income and a reconciliation of Funded debt to Total debt are provided below. Management believes that the use of these non-GAAP financial measures provides investors with additional useful information with respect to the terms of the Company's credit facility.

The following tables set forth the reconciliation of the Company's reported Net income to the calculation of EBITDA and the reconciliation of the Company's reported Total debt to the calculation of Funded debt:

Q1 - 2008		Q2 - 2008		Q3 - 2008		Q4 - 2008	
GAAP Net Income/Loss After Tax	125,194	GAAP Net Income/Loss After Tax	112,490	GAAP Net Income/Loss After Tax	97,743	GAAP Net Income/Loss After Tax	58,868
Net Interest (Income)/Expense	31,314	Net Interest (Income)/Expense	30,687	Net Interest (Income)/Expense	28,720	Net Interest (Income)/Expense	25,123
Income Taxes	61,700	Income Taxes	56,361	Income Taxes	48,546	Income Taxes	48,554
Depr & Amort Exp	40,018	Depr & Amort Exp	40,617	Depr & Amort Exp	40,684	Depr & Amort Exp	40,797
EBITDA	258,226	EBITDA	240,155	EBITDA	215,693	EBITDA	173,342
Total Debt	597,069	Total Debt	556,500	Total Debt	518,750	Total Debt	419,341
Letters of Credit Outstanding	7,011	Letters of Credit Outstanding	6,680	Letters of Credit Outstanding	9,898	Letters of Credit Outstanding	2,871
Funded Debt	604,080	Funded Debt	563,180	Funded Debt	528,648	Funded Debt	422,212
Debt to Ebitda	2.34	Debt to Ebitda	2.35	Debt to Ebitda	2.45	Debt to Ebitda	2.44

Q3 - 2007		Q4 - 2007	
GAAP Net Income/Loss After Tax	131,983	GAAP Net Income/Loss After Tax	141,459
Net Interest (Income)/Expense	27,913	Net Interest (Income)/Expense	30,484
Income Taxes	66,817	Income Taxes	71,415
Depr & Amort Exp	37,770	Depr & Amort Exp	40,142
EBITDA	264,483	EBITDA	283,500
Total Debt	556,086	Total Debt	602,044
Letters of Credit Outstanding	9,756	Letters of Credit Outstanding	8,264
Funded Debt	565,842	Funded Debt	610,308
Debt to Ebitda	2.14	Debt to Ebitda	2.15