

**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) May 13, 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))
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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

(c) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. May 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: May 13, 2005

Tempur-Pedic International Inc.

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

Name: Robert B. Trussell, Jr.

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Tempur-Pedic International Inc. May 2005 Investor Presentation.



Investor Presentation

May 2005

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 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. Certain of these risk factors are discussed in the Company's filings with the Securities and Exchange Commission. 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 statements 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.



Company Overview

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 primarily 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
- 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
- Premium segment (>\$1,000) of ~\$10 billion global wholesale mattress market
 - Fastest-growing segment of U.S. market
 - Represented ~24% of U.S. mattress sales in 2004

Investment Highlights

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



Industry & Business Overview

*Thomas Bryant
President*

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., Japanese futon)

Further Penetrate Existing Channels

- Drive new store growth of the U.S. Furniture Store and Specialty Retail channels
- Continue to increase slots per door
- Leverage success of direct response model in international markets
- 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 3.6 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

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

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

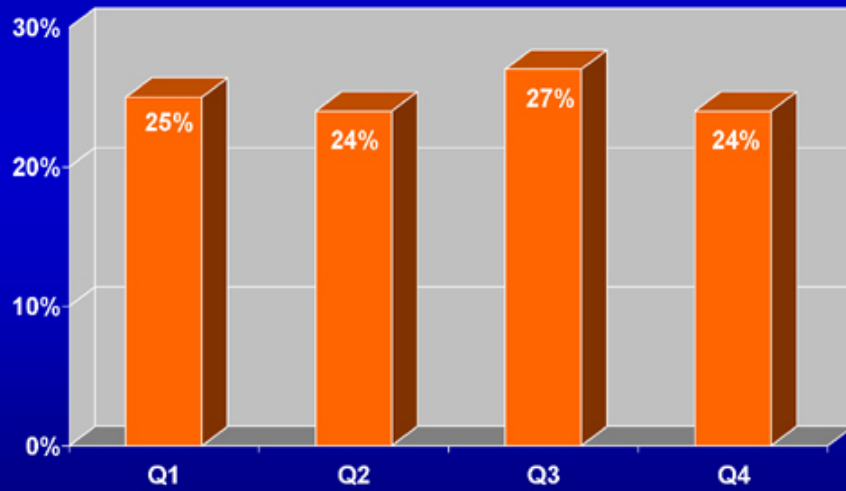
\$5.6 Billion U.S. 2004 Market by Segment



Source: International Sleep Products Association, 2004 Annual Report

US Mattress Seasonality

Percent of total
2002-2004 Quarterly Average



Source: International Sleep Products Association, 2004 Annual Report

Diversity Across Products

Mattresses

- 2004 Sales: \$433.3 million (63.3% of Total)
- Retail Price: \$1,000 – \$3,000



Pillows

- 2004 Sales: \$138.1 million (20.1% of Total)
- Retail Price: \$70 – \$165

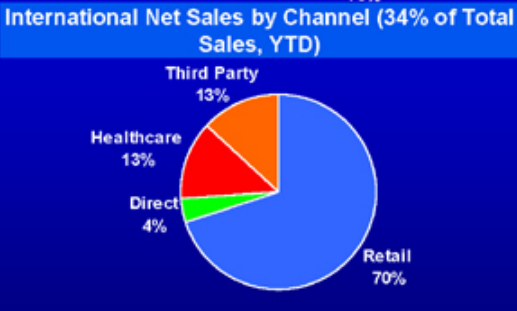
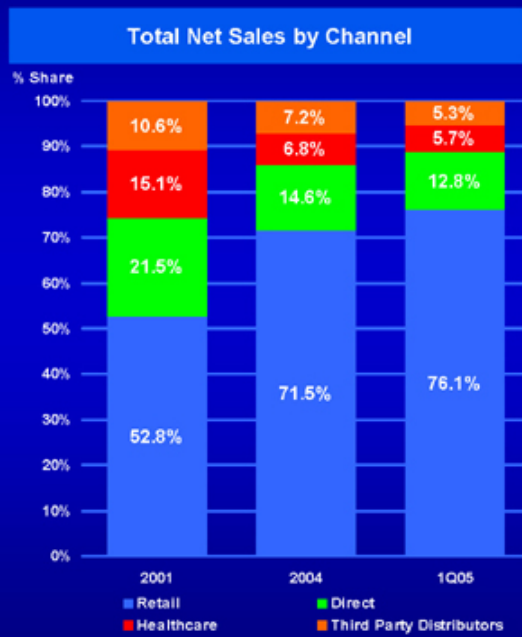


Adjustable Beds / Other

- 2004 Sales: \$113.5 million (16.6% of Total)
- Retail Price
 - Adjustable Beds: \$1,300 – \$2,800
 - Other: \$35 – \$150



Diversity of Sales Channels



Note: Channel Splits are as of March 31, 2005

Focus on Core Products

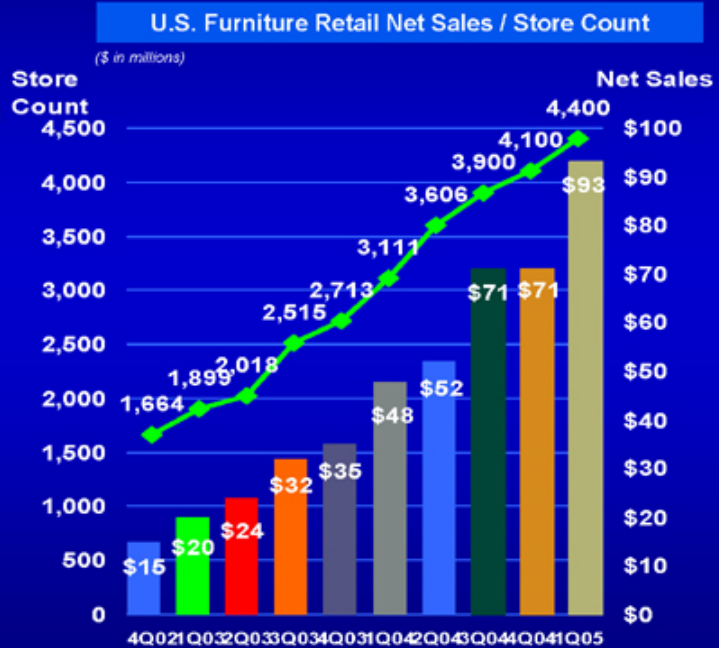
- Focus on new product development and product line expansion
- Update on product introductions:
 - CelebrityBed – \$3,000 price point
 - Supreme Pillow – softest, most luxurious pillow in portfolio
 - Body Pillow – supports the stomach, hips, back and shoulders
 - Launched new EuroBed by Tempur-Pedic
- Deluxe MattressTM and CelebrityBedTM now account for 64% of U.S. mattress sales⁽¹⁾



1. For quarter ended March 31, 2005

Robust Retail Channel Growth

- Sales to established accounts increased 49% in 2004 – expect 30-35% in 2005
- Average floor slots per store increased from 1.7 to 2.2 in 2004, 1Q05 up to 2.3
- Total doors targeted in U.S.: 10,000
- Overall U.S. mattress market: ~\$5.6 billion in 2004



Cost Effective Advertising to Build Global Brand

Tempur's national advertising campaign drives over 3.6 billion consumer "impressions" per month

Television

- Over 2.2 billion "impressions" per month
- High profile events: The Apprentice, Oscar's, Emmy's, Grammy's



Magazines

- Over 756 million "impressions" per month



Radio

- Over 581 million "impressions" per month
- Includes national spots on such shows as: Bill O'Reilly, Westwood One, Dr. Laura Schlessinger, Dick Clark, Dr. Joy Browne and WOR with John Gambling

Newspapers

- Over 74 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



The Weightless Comfort of Tempur-Pedic!

In a recent survey, 92% of our sophisticated consumers agreed sleeping better and waking more refreshed. The sleep technology is recognized by NASA, and used aboard the shuttle. And now in the right mattress construction, we make the same 3D cell structure performance.

Tempur-Pedic's innovative construction uses 100% latex, with 0% springs, to create "fluid" pressure-relieving support - a revolutionary new kind of orthopedic bedding that moves with you and conforms to your body's shape. It's the reason why millions of Americans are falling in love with the best mattress ever - 70 years in the making.

Tempur-Pedic's 100% latex construction is made of a special kind of latex called "Tempur" latex, which is made of a special kind of latex called "Tempur" latex, which is made of a special kind of latex called "Tempur" latex.

TEMPUR-PEDIC
The Weightless Comfort of Tempur-Pedic!
Changing the way the world sleeps.

FREE VIDEO/VIDEO SAMPLES INFO
800-955-4051
Call today or visit us at www.Tempur-Pedic.com

No springs.
No air. No water.
No kidding!



No better bed than Tempur-Pedic.

Our Weightless Sleep bed utilizes an entirely new sleep technology. It's recognized by NASA. And widely acclaimed by the media. In the only one recommended worldwide by more than 23,000 medical professionals. Moreover, our high-tech bed is preferred by countless men and children, people who demand the best.

Our scientists invented an amazing, innovative sleep surface - 100% of pressure-relieving material. It's called "Tempur" latex. It's made of a special kind of latex called "Tempur" latex, which is made of a special kind of latex called "Tempur" latex.

SPACI
Free Sample/Video/Info
Call toll-free or visit us at www.Tempur-Pedic.com

800-955-9259
Call toll-free or visit us at www.Tempur-Pedic.com

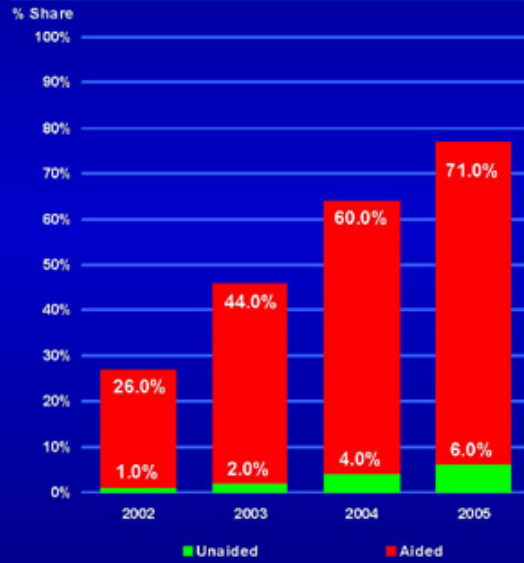
TEMPUR-PEDIC
The Weightless Comfort of Tempur-Pedic!
Changing the way the world sleeps.

Success in Building Our Brand

Tempur-Pedic U.S. Ad Spending



Tempur-Pedic U.S. Brand Awareness (1)

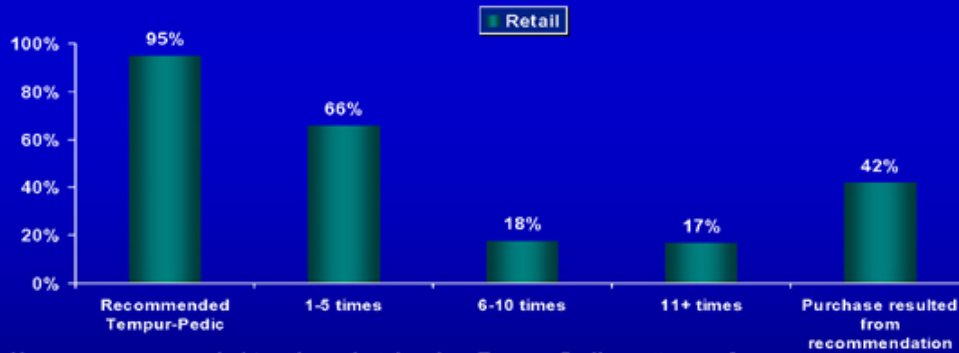


Note: Data represents brand awareness for mattresses.

1. Source: Northwestern Research. Study commissioned by Tempur-Pedic International and completed in first quarter of each year.

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.



Q. Have you recommended to others that they buy Tempur-Pedic mattresses? How many times? Has anyone purchased a Tempur-Pedic mattress as a result of your recommendation?

Source: Independent survey commissioned by Tempur-Pedic

Significant Barriers to Market Success

- Significant lead time in developing high-quality proprietary visco-elastic foam mattresses and pillows
 - Proprietary chemical formula and manufacturing process
 - 40 design and process and application patents
 - Over \$100 million capital invested in highly automated plants
 - Two R&D centers dedicated to only visco-elastic products

- Ahead in market acceptance
 - Brand awareness
 - Superior quality product image
 - Marketing muscle
 - Distribution breadth
 - Established relationship with retailers
 - Medical endorsements



Financial Review

Dale Williams
SVP and Chief Financial Officer

Growing Net Sales and Profitability



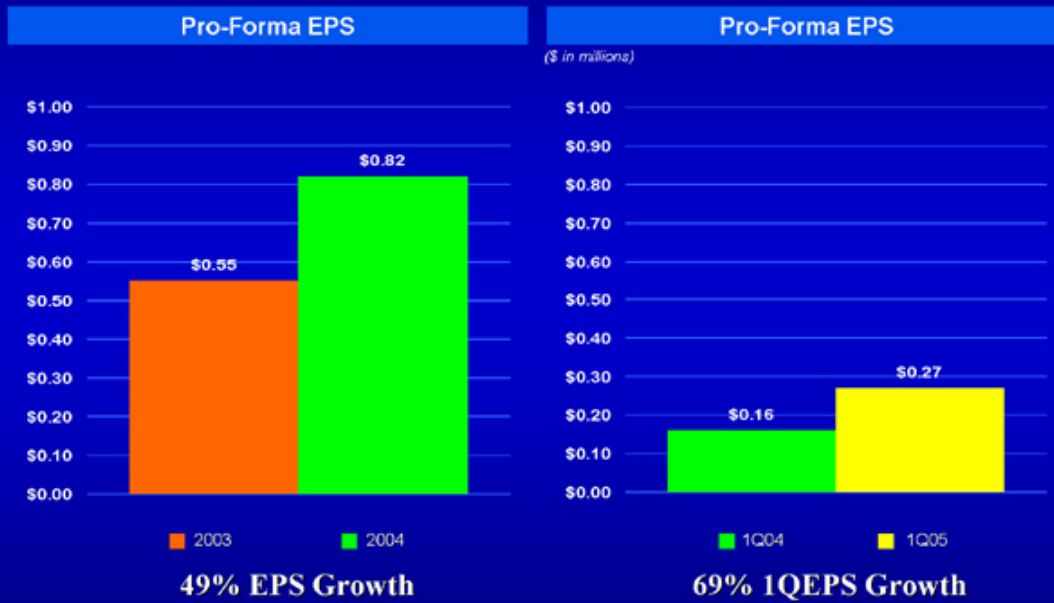
¹ Includes \$9.8 million in non-cash charges for the two months ended December 31, 2002 relating to the step-up in inventory as of November 1, 2002 relating to the Tempur acquisition. For the year ended December 31, 2003 includes \$4.1 million in compensation expense relating to stock option grants and 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. 1Q05 includes \$0.7 million in compensation expense relating to stock option grants.

Mattresses Key Growth Driver

- New stores
- Increasing slots per store
- Strong acceptance of our high MSRP products
- Successful direct marketing initiatives
- 65% growth in 1Q05



Growing Earnings



1. GAAP full-year EPS of \$0.39 in 2003 and \$0.73 in 2004 for an 87% GAAP full-year EPS growth
2. GAAP 1Q EPS of \$0.11 in 1Q2004 and \$0.26 in 1Q 2005 for a 127% GAAP 1Q EPS growth

Updated FY 2005 Guidance

- Prior 2005 Guidance
 - Revenue ~ \$880 million
 - Pro-forma EPS ~ \$1.10 earnings per share
- Updated FY 2005 Guidance (April 21, 2005)
 - Revenue range: \$880 - \$890 million
 - Pro-forma EPS range: \$1.10 - \$1.13 earnings per share

The Company updated its Guidance on April 21, 2005 and notes that its expectations are based on information available at that time and are subject to changing conditions, many of which are outside the Company's control. GAAP EPS includes amortization of stock-based compensation expense of \$0.02.

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 non-cash stock-based compensation expense of \$0.01 and \$0.02 for the quarter ended March 31, 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. For the year ended December 31, 2004, GAAP net income per share includes \$0.01 of secondary public offering expenses related to the registration and offering of the company's common stock in the fourth quarter of 2004, while pro forma net income per share excludes these expenses. 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 quarter ended March 31, 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 secondary offering expenses, 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 Ended		Quarter Ended	
	December 31, 2004	December 31, 2003	March 31, 2005	March 31, 2004
GAAP Net Income per Share, Diluted	\$ 0.73	\$ 0.39	\$ 0.26	\$ 0.11
Stock-based compensation expense	\$ 0.05	\$ 0.05	\$ 0.01	\$ 0.02
Secondary public offering expenses	\$ 0.01	\$ -	\$ -	\$ -
Loss on debt extinguishment and transaction expenses, net of tax	\$ 0.03	\$ 0.11	\$ -	\$ 0.03
Proforma Net Income per Share, Diluted	\$ 0.82	\$ 0.55	\$ 0.27	\$ 0.16

1. Amounts presented represents the Company's GAAP net income per share before non-cash stock-based compensation expense of \$0.01 and \$0.02 for the quarter ended March 31, 2005 and 2004, respectively, and \$0.05 and \$0.05 for the year ended December 31, 2004 and 2003, respectively.

2. Pro forma net income also excludes secondary public offering expenses and loss on debt extinguishment, net of tax.

The Company believes that excluding secondary offering expenses, non-cash stock 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.



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Investor Presentation

May 2005

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