

**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) April 26, 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**

On April 26, 2005, Tempur-Pedic International Inc. issued a press release stating that it has been informed by Friedman Fleischer & Lowe (FFL) that FFL has made a partial distribution to its partners of a total of 7 million shares of Tempur-Pedic International common stock. A copy of this press release is furnished as Exhibit 99.1 to this report.

On April 26, 2005, Tempur-Pedic International Inc. also issued a press release stating that it had completed its annual meeting of shareholders for 2005, at which all nominees for director were re-elected and the retention of Ernst & Young as the company's independent accountant for the 2005 audit was approved. The press release additionally confirmed statements made at the meeting by Chief Executive Officer Robert B. Trussell, Jr., in response to questions about the above referenced distribution of shares by FFL. A copy of this press release is furnished as Exhibit 99.2 to this report.

The information in this report (including Exhibits 99.1 and 99.2) 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	Press Release dated April 26, 2005, titled "Tempur-Pedic International Confirms Partial Distribution by Major Stockholder."
99.2	Press Release dated April 26, 2005, titled "Tempur-Pedic Announces Completion of Its Annual Meeting; Confirms remarks of CEO."

**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: April 27, 2005

Tempur-Pedic International Inc.

By: /s/ Jeffrey B. Johnson

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Name: Jeffrey B. Johnson  
Title: Vice President, Corporate Controller,  
Chief Accounting Officer and  
Assistant Secretary

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**EXHIBIT INDEX**

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**Tempur-Pedic International Confirms Partial Distribution by Major Stockholder**

**LEXINGTON, Ky.**, April 26, 2005 - PRNewswire: Tempur-Pedic International Inc. (NYSE: TPX), the market-leading manufacturer, marketer and distributor of premium mattresses and pillows worldwide, confirmed that it has been informed by Friedman, Fleischer & Lowe, LLC (FFL) that FFL has made a partial distribution to its partners of a total of 7 million shares of Tempur-Pedic International common stock.

The Company further noted that FFL acquired these shares in connection with its original investment in the Company in November 2002, and that after giving effect to this distribution FFL will still be a significant stockholder, owning approximately 6 million shares of the Company's common stock. In addition, two persons affiliated with FFL remain on the Tempur-Pedic Board of Directors.

**About the Company**

Tempur-Pedic International Inc. (NYSE: TPX) manufactures and distributes Swedish Mattresses and Neck 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 Inc. are in Lexington, Kentucky. For more information about the Company, visit [www.tempurpedic.com](http://www.tempurpedic.com).

**TEMPUR-PEDIC ANNOUNCES COMPLETION OF ITS ANNUAL MEETING****Confirms remarks of CEO**

**LEXINGTON, Ky.**, April 26, 2005 - PRNewswire: Tempur-Pedic International Inc. (NYSE: TPX), the market-leading manufacturer, marketer and distributor of premium mattresses and pillows worldwide, announced today that it has completed its annual meeting of stockholders for 2005. All of the nominees for director, including Jeffrey S. Barber, P. Andrews McLane, Francis A. Doyle, Tully M. Friedman, Nancy F. Koehn, Sir Paul Judge, Christopher A. Masto and Robert B. Trussell, Jr., were re-elected as directors. In addition, the retention of Ernst & Young as the company's independent accountants for the 2005 audit was also approved.

The company also announced that at its 2005 annual meeting of stockholders, its Chief Executive Officer Robert B. Trussell, Jr. was asked questions regarding the background of the decision by Friedman Fleischer & Lowe ("FFL") to make a partial distribution to its investors as previously disclosed by the company earlier in the day. In response to these questions, Mr. Trussell noted that FFL is in the business of making investments and providing returns for their investors, this has been a great investment for FFL, and they are making a distribution of shares to their investors to allow their investors to hold or sell the stock as they see fit. Mr. Trussell further stated that he was not aware of any business reason related to the company that would cause FFL to sell shares.

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