

TEMPUR PEDIC INTERNATIONAL INC  
Form 8-K  
December 07, 2012

**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): December 7, 2012

**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.)

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**1000 Tempur 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:

- .. 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 8.01. Other Events.**

On December 7, 2012, Tempur-Pedic International Inc. issued a press release announcing that it proposes to offer, subject to market conditions and other factors, \$350 million aggregate principal amount of senior notes due 2020 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit</b>	<b>Description</b>
99.1	<u>Press Release dated as of December 7, 2012 of Tempur-Pedic International Inc. announcing the launch of proposed \$350 million senior notes offering.</u>

**SIGNATURE**

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.

**Tempur-Pedic International Inc.**

Date: December 7, 2012

By: /s/ DALE E. WILLIAMS  
Name: Dale E. Williams  
Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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99.1	<u>Press Release dated as of December 7, 2012 of Tempur-Pedic International Inc. announcing the launch of proposed \$350 million senior notes offering.</u>