

TEMPUR PEDIC INTERNATIONAL INC

Form 8-K

April 19, 2013

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 19, 2013

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.)

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 (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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item
7.01. Other Events

On April 19, 2013, Tempur-Pedic International Inc. (the "Company") filed additional definitive soliciting materials containing supplemental information relating to its 2013 Long-Term Incentive Targets. This information supplements information contained in the Company's proxy statement and may be used by employees and directors of the Company and its proxy solicitor, DF King & Co. Inc. to communicate with certain stockholders about the Company's upcoming Annual Meeting of Stockholders. Copies of this supplemental information will be first used on or about April 22, 2013. A copy of the supplemental information is furnished as Exhibit 99.1 to this Current Report.

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

Exhibit	Description
<u>99.1</u>	<u>Document titled "Supplemental Information Regarding 2013 Long-Term Incentive Targets"</u>

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.

Tempur-Pedic International Inc.

April 19, 2013

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

EXHIBIT INDEX

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