

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)
  - 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. 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

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

---

**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

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

### **Supplemental Information Regarding – 2013 Long-Term Incentive Targets**

The following information relates to the Tempur-Pedic International Inc.'s (the "Company") 2013 Long-Term Incentive Targets and supplements information contained in the Company's definitive proxy statement dated April 12, 2013. The following information 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 by persons making solicitations on our behalf.

The Company will hold its 2013 Annual Meeting of Stockholders at the Grandover Resort, 1000 Club Road, Greensboro, NC 27407 on Wednesday, May 22, 2013, at 8:00 a.m. At the Annual Meeting, stockholders will vote to approve the adoption of the 2013 Equity Incentive Plan. Proposal 3 is described in the Company's 2013 Proxy Statement and includes information regarding this matter.

#### **Supplemental Information Regarding 2013 Long-Term Incentive Targets**

The Company's 2013 Long-Term Incentive targets are structured to ensure that focus is appropriately placed on strengthening the Company for the next few years. As disclosed in the Company's definitive proxy statement, the 2013 long-term incentive grant consisted of 50% of the value in the form of stock options and 50% in the form of performance restricted stock units ("PRSUs"). The 2013 PRSUs have a performance period of two years and are earned if targets based on the ratio of Net Debt as of December 31, 2014 to Consolidated EBITDA for the four quarters ended December 31, 2014 are met. The award payout will range from 0% to 200% of the target number of PRSUs. The specific award payout objectives for Net Debt to Consolidated EBITDA are as follows: 0% payout if greater than 3.75:1.00, 50% of Target if equal to 3.75:1.00, 100% of Target if equal to 3.25:1.00, and 200% of Target if equal to 2.75:1.00. If the ratio falls between two of these specific target points the amount of the payout will be adjusted accordingly.

"Net Debt" means, as of any date, the sum of all Consolidated Funded Debt on such date less the aggregate amount (not to exceed \$150,000,000) of Qualified Cash on such date.

The terms "Consolidated EBITDA", "Consolidated Funded Debt" and "Qualified Cash" are defined using the terms used in the Company's new senior credit facility, dated December 12, 2012, among the Company, certain of its subsidiaries, and the lenders and agents named therein as filed with the SEC on a Form 8-K on December 13, 2012.