

TEMPUR PEDIC INTERNATIONAL INC  
Form 8-K  
January 31, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) January 26, 2006**

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**TEMPUR-PEDIC INTERNATIONAL INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**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**

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(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)

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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 1.01. Entry into a Material Definitive Agreement.**

In connection with a commitment letter received by Tempur-Pedic International Inc. on January 26, 2006, from Bank of America, N.A., Nordea Bank Danmark, A/S, Fifth Third Bank and Suntrust Bank (the Lenders ) to increase the amount of the U.S. revolving line of credit in the Company's Credit Agreement, dated October 18, 2005 (the Credit Agreement ), the Company and the Lenders amended the covenant in the Credit Agreement addressing maintenance of a minimum Consolidated Fixed Charge Coverage Ratio (as defined in the Credit Agreement) to make the covenant less restrictive. This amendment is effective January 26, 2006.

**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: January 31, 2006

Tempur-Pedic International Inc.

By: /s/ Jeffrey B. Johnson

Name: Jeffrey B. Johnson

Title: Vice President, Corporate Controller,

Chief Accounting Officer and

Assistant Secretary