TEMPUR PEDIC INTERNATIONAL INC
Form 10-Q
November 01, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2007

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from

to

Commission file number 001-31922

TEMPUR-PEDIC INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware	**33-1022198**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1713 Jaggie Fox Way
Lexington, Kentucky 40511
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (800) 878-8889

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes ¨ No x

The number of shares outstanding of the registrant's common stock as of October 31, 2007 was 75,140,352 shares.

TABLE OF CONTENTS

		Page
Special Note Regarding Forward-Looking Statements		3
PART I. FINANCIAL INFORMATION		
ITEM 1.	Financial Statements	
	Condensed Consolidated Statements of Income	4
	Condensed Consolidated Balance Sheets	5
	Condensed Consolidated Statements of Cash Flows	6
	Notes to Condensed Consolidated Financial Statements	7
ITEM 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	20
ITEM 3.	Quantitative and Qualitative Disclosures About Market Risk	32
ITEM 4.	Controls and Procedures	33
PART II. OTHER INFORMATION		
ITEM 1.	Legal Proceedings	34
ITEM 1A.	Risk Factors	35
ITEM 2.	Unregistered Sales of Equity Securities and Use of Proceeds	37
ITEM 3.	Defaults upon Senior Securities	37
ITEM 4.	Submission of Matters to a Vote of Security Holders	37
ITEM 5.	Other Information	37
ITEM 6.	Exhibits	38
Signatures		39

Table of Contents

Special Note Regarding Forward-Looking Statements

This quarterly report on Form 10-Q, including the information incorporated by reference herein, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which include information concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, the impact of the adoption of recently issued accounting pronouncements, the putative securities class action lawsuits, related and other lawsuits and pending tax assessments, statements relating to the impact of initiatives to accelerate growth, expand market share, maintain costs and improve manufacturing productivity, the rollout and market acceptance of new products, increase in brand awareness, growth in international sales, the renewal of our advertising campaign, the conversion of our operations in Austria and Australia to wholly-owned subsidiaries, our new manufacturing facility in New Mexico, our growth in stand-alone pillow sales, the existence and realization of our net operating losses, and the impact of the cash dividend and stock repurchase program and other information that is not historical information. Many of these statements appear, in particular, under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in ITEM 2 of Part I of this report. When used in this report, the words "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes" and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon our current expectations and various assumptions. There can be no assurance that we will realize our expectations or that our beliefs will prove correct.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this report. Important factors that could cause our actual results to differ materially from those expressed as forward-looking statements are set forth in this report, including under the heading "Risk Factors" under ITEM 1A of Part II of this report and under the heading "Risk Factors" under Item IA of Part I of our annual report on Form 10-K. There may be other factors that may cause our actual results to differ materially from the forward-looking statements.

All forward-looking statements attributable to us apply only as of the date of this report and are expressly qualified in their entirety by the cautionary statements included in this report. Except as may be required by law, we undertake no obligation to publicly update or revise any of the forward-looking statements, whether as a result of new information, future events, or otherwise.

When used in this report, except as specifically noted otherwise, the term "Tempur-Pedic International" refers to Tempur-Pedic International Inc. only, and the terms "Company," "we," "our," "ours" and "us" refer to Tempur-Pedic International Inc. and its consolidated subsidiaries.

Table of Contents

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TEMPUR-PEDIC INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	**2007**	2006
Net sales	**$ 294,094**	$ 240,917	**$ 817,768**	$ 688,465
Cost of sales	**152,484**	124,894	**423,930**	354,672
Gross profit	**141,610**	116,023	**393,838**	333,793
Selling and marketing expenses	**48,830**	41,827	**144,630**	127,230
General and administrative expenses	**23,628**	19,235	**68,497**	55,521
Research and development expenses	**1,603**	1,240	**4,278**	3,031
Operating income	**67,549**	53,721	**176,433**	148,011
Other expense, net				
Interest expense, net	**(8,261)**	(6,728)	**(21,394)**	(17,402)
Loss on extinguishment of debt	**—**	—	**(126)**	—
Other expense, net	**(33)**	(183)	**(410)**	(142)
Total other expense	**(8,294)**	(6,911)	**(21,930)**	(17,544)
Income before income taxes	**59,255**	46,810	**154,503**	130,467
Income tax provision	**20,437**	17,947	**52,974**	48,599
Net income	**$ 38,818**	$ 28,863	**$ 101,529**	$ 81,868
Earnings per common share:				
Basic	**$ 0.50**	$ 0.35	**$ 1.25**	$ 0.96
Diluted	**$ 0.49**	$ 0.34	**$ 1.22**	$ 0.92
Cash dividend per common share	**$ 0.08**	—	**$ 0.22**	—
Weighted average common shares outstanding:				
Basic	**77,725**	82,946	**81,522**	85,533
Diluted	**79,173**	85,681	**83,069**	88,666

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

TEMPUR-PEDIC INTERNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	September 30, 2007 (Unaudited)	December 31, 2006
ASSETS		
Current Assets:		
Cash and cash equivalents	**$ 23,580**	$ 15,788
Accounts receivable, net	**165,735**	142,059
Inventories	**82,065**	61,736
Prepaid expenses and other current assets	**13,053**	8,002
Income taxes receivable	**—**	588
Deferred income taxes	**9,566**	9,383
Total Current Assets	**293,999**	237,556
Property, plant and equipment, net	**208,140**	215,428
Goodwill	**198,623**	198,207
Other intangible assets, net	**69,014**	70,826
Deferred financing costs and other non-current assets, net	**4,044**	3,649
Total Assets	**$ 773,820**	$ 725,666
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	**$ 64,880**	$ 51,220
Accrued expenses and other	**74,364**	61,050
Income taxes payable	**15,751**	—
Current portion of long-term debt	**282**	19,497
Total Current Liabilities	**155,277**	131,767
Long-term debt	**555,805**	341,635
Deferred income taxes	**34,294**	38,536
Other non-current liabilities	**330**	380
Total Liabilities	**745,706**	512,318
Commitments and contingencies—see Note 7		
Stockholders' Equity:		
Common stock—$.01 par value; 300,000 shares authorized; 99,215 shares issued as of September 30, 2007 and December 31, 2006	**992**	992
Additional paid in capital	**280,638**	264,709
Retained earnings	**207,797**	140,608
Accumulated other comprehensive income	**11,586**	3,992
Treasury stock, at cost; 24,110 and 15,993 shares as of September 30, 2007 and December 31, 2006, respectively	**(472,899)**	(196,953)
Total Stockholders' Equity	**28,114**	213,348

Total Liabilities and Stockholders' Equity	**$ 773,820**	$ 725,666

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

TEMPUR-PEDIC INTE RNATIONAL INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	**$ 101,529**	$ 81,868
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**25,326**	18,640
Amortization of deferred financing costs	**719**	1,479
Loss on extinguishment of debt	**126**	—
Amortization of stock-based compensation	**5,081**	2,672
Provision for doubtful accounts	**4,541**	2,813
Deferred income taxes	**(3,101)**	(2,479)
Foreign currency adjustments	**661**	243
Loss on sale of equipment	**101**	207
Changes in operating assets and liabilities:		
Accounts receivable	**(22,585)**	(23,696)
Inventories	**(14,228)**	18,545
Prepaid expenses and other current assets	**(5,035)**	725
Accounts payable	**10,250**	5,351
Accrued expenses and other	**10,636**	3,986
Income taxes	**25,864**	28,926
Excess tax benefit from stock-based compensation	**(10,025)**	(6,189)
Net cash provided by operating activities	**129,860**	133,091
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for trademarks and other intellectual property	**(636)**	(699)
Purchases of property, plant and equipment	**(8,181)**	(24,159)
Acquisition of businesses, net of cash	**(5,756)**	—
Proceeds from sale of equipment	**135**	83
Net cash used by investing activities	**(14,438)**	(24,775)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term revolving credit facility	**347,547**	152,000
Repayments of long-term revolving credit facility	**(119,293)**	(55,000)
Repayments of long-term debt	**(45,416)**	(70,622)
Proceeds from issuance of Series A Industrial Revenue Bonds	**15,385**	—
Repayments of Series A Industrial Revenue Bonds	**(5,765)**	(3,840)
Proceeds from exercise of stock options	**8,078**	3,401
Excess tax benefit from stock based compensation	**10,025**	6,189
Treasury stock repurchased	**(299,998)**	(144,000)
Dividends paid to stockholders	**(17,895)**	—
Payments for deferred financing costs	**(1,530)**	(698)

Net cash used by financing activities		**(108,862)**		(112,570)
NET EFFECT OF EXCHANGE RATE CHANGES ON CASH		**1,232**		1,652
Increase/(Decrease) in cash and cash equivalents		**7,792**		(2,602)
CASH AND CASH EQUIVALENTS, beginning of period		**15,788**		17,855
CASH AND CASH EQUIVALENTS, end of period	**$**	**23,580**	$	15,253
Supplemental cash flow information:				
Cash paid during the period for:				
Interest	**$**	**19,243**	$	23,560
Income taxes, net of refunds	**$**	**30,946**	$	22,663

See accompanying Notes to Condensed Consolidated Financial Statements.

Table of Contents

TEMPUR-PEDIC INTERNATIONAL INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In thousands, except per share amounts)

(1) Summary of Significant Accounting Policies

(a) *Basis of Presentation and Description of Business*—Tempur-Pedic International Inc., a Delaware corporation, together with its subsidiaries is a U.S.-based, multinational company. The term "Tempur-Pedic International" refers to Tempur-Pedic International Inc. only, and the term "Company" refers to Tempur-Pedic International Inc. and its consolidated subsidiaries.

The Company manufactures, markets, and sells pillows, mattresses, and other related products. The Company manufactures essentially all its pressure-relieving TEMPUR® products at three manufacturing facilities, with one located in Denmark and two in the U.S. The Company has sales distribution subsidiaries operating in the U.S., Europe, and Asia Pacific and has third party distribution arrangements in certain other countries where it does not have subsidiaries. The Company sells its products through four sales channels: Retail, Direct, Healthcare, and Third party.

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and do not include all of the information and disclosures required by generally accepted accounting principles in the United States (U.S. GAAP) for complete financial statements. Accordingly, these unaudited Condensed Consolidated Financial Statements should be read in conjunction with the consolidated financial statements of the Company and related footnotes for the year ended December 31, 2006, included in the Company's Annual Report on Form 10-K. The balance sheet as of December 31, 2006 has been derived from the audited consolidated financial statements as of that date but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

The results of operations for the interim periods are not necessarily indicative of results of operations for a full year. It is the opinion of management that all necessary adjustments for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein.

(b) *Reclassifications*—Certain prior period amounts have been reclassified to conform to the 2007 presentation including the presentation of Selling and marketing expenses and General and administrative expenses in the Condensed Consolidated Statements of Income and the presentation of Accounts payable and Accrued expenses and other in the Condensed Consolidated Balance Sheets and the Condensed Consolidated Statements of Cash Flows. These changes do not materially affect previously reported subtotals within the Condensed Consolidated Financial Statements for any previous period presented.

(c) *Basis of Consolidation*—The accompanying financial statements include the accounts of Tempur-Pedic International and its subsidiaries. All subsidiaries are wholly owned. Intercompany balances and transactions have been eliminated.

(d) *Use of Estimates*—The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(e) *Foreign Currency Translation*—Assets and liabilities of non-U.S. subsidiaries, whose functional currency is the local currency, are translated at period-end exchange rates. Income and expense items are translated at the average rates of exchange prevailing during the period.

Table of Contents

(f) *Financial Instruments and Hedging*—Derivative financial instruments are used within the normal course of business and are used to manage foreign currency exchange rate risk. These instruments are short term in nature and are subject to fluctuations in foreign exchange rates and credit risk. Credit risk is managed through the selection of sound financial institutions as counterparties. The changes in fair market value of foreign exchange derivatives are recognized through earnings.

The carrying value of Cash and cash equivalents, Accounts receivable, and Accounts payable approximate fair value because of the short-term maturity of those instruments. Borrowings under the 2005 Senior Credit Facility (as defined in Note (4)(b)) and under the Industrial Revenue Bonds (as defined in Note (4)(c)) are at variable interest rates and accordingly their carrying amounts approximate fair value.

(g) *Cash and Cash Equivalents*—Cash and cash equivalents consist of all investments with initial maturities of three months or less.

(h) *Inventories*—Inventories are stated at the lower of cost or market, determined by the first-in, first-out method, and consist of the following:

	September 30, 2007	December 31, 2006
Finished goods	**$ 56,348**	$ 41,847
Work-in-process	**7,739**	6,395
Raw materials and supplies	**17,978**	13,494
	$ 82,065	$ 61,736

(i) *Long Lived Assets*—In accordance with Statement of Financial Accounting Standards (SFAS) 144, “Accounting for the Impairment or Disposal of Long-lived Assets,” long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of long-lived assets is assessed by a comparison of the carrying amount of the asset to the estimated future undiscounted net cash flows expected to be generated by the asset. If estimated future undiscounted net cash flows are less than the carrying amount of the asset or group of assets, the asset is considered impaired and an expense is recorded in an amount required to reduce the carrying amount of the asset to its then fair value.

(j) *Goodwill and Other Intangible Assets*—SFAS 142, “Goodwill and Other Intangible Assets” requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment in accordance with SFAS 144. The Company performs an annual impairment test on all existing goodwill and other indefinite-life intangibles in the fourth quarter of each year. The Company performed the annual impairment test in the fourth quarter of 2006 on all existing goodwill and certain other intangible assets and no impairment existed as of December 31, 2006. If facts and circumstances lead the Company’s management to believe the existing goodwill or certain other intangible assets may be impaired, the Company will evaluate the extent to which the related cost is recoverable by comparing the future undiscounted cash flows estimated to be associated with that asset to the asset’s carrying amount and write-down that carrying amount to fair value to the extent necessary.

Table of Contents

The following table summarizes information relating to the Company's Other intangible assets:

		September 30, 2007			December 31, 2006		
	Useful Lives (Years)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Amount**	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Unamortized indefinite life intangible assets:							
Trademarks		**$ 55,000**	$ —	**$ 55,000**	$ 55,000	$ —	$ 55,000
Amortized intangible assets:							
Technology	10	**$ 16,000**	**$ 7,867**	**$ 8,133**	$ 16,000	$ 6,667	$ 9,333
Patents & Other Trademarks	5-20	**10,780**	**7,405**	**3,375**	10,105	6,470	3,635
Customer database	5	**4,853**	**4,228**	**625**	4,200	3,500	700
Foam formula	10	**3,700**	**1,819**	**1,881**	3,700	1,542	2,158
Total		**$ 90,333**	**$ 21,319**	**$ 69,014**	$ 89,005	$ 18,179	$ 70,826

Amortization expense relating to intangible assets for the Company was $1,063 and $1,021 for the three months ended September 30, 2007 and September 30, 2006, respectively. For the nine months ended September 30, 2007 and September 30, 2006 amortization expense relating to intangible assets was $3,140 and $3,049, respectively.

The changes in the carrying amount of Goodwill for the nine months ended September 30, 2007 are as follows:

Balance as of December 31, 2006	$ 198,207
Goodwill acquired during the period	2,188
Foreign currency translation adjustments and other	(1,772)
Balance as of September 30, 2007	$ 198,623

Goodwill as of September 30, 2007 and December 31, 2006 has been allocated to the Domestic and International segments as follows:

	September 30, 2007	December 31, 2006
Domestic	**$ 89,929**	$ 89,929
International	**108,694**	108,278
	$ 198,623	$ 198,207

On September 3, 2007, the Company acquired the rights to sell its products in the Australian market as well as certain assets of its Australian third party distributor. The total purchase price was approximately $4,800. The assets purchased were initially valued at approximately $2,900 and include inventory and fixed assets, among other assets. The remainder of the purchase price was allocated to Goodwill. As a Third-party distributor, for the eight months ended August 31, 2007 Australia contributed approximately $2,500 in Net sales and for the full year 2006, Australia contributed approximately $3,500 in Net sales.

On January 1, 2007, the Company acquired its third-party distributor in Austria for approximately $1,000.

Table of Contents

(k) *Accrued Sales Returns*—Estimated sales returns are provided at the time of sale based on historical sales channel return rates. The return rates are typically lower within the Retail channel as compared to the Direct channel. Estimated future obligations related to these returns are provided by a reduction of sales in the period in which the revenue is recognized. The Company allows product returns up to 120 days following a sale through certain sales channels and on certain products. Accrued sales returns are included in Accrued expenses and other in the accompanying Condensed Consolidated Balance Sheets.

The Company had the following activity for sales returns from December 31, 2006 to September 30, 2007:

Balance as of December 31, 2006	$	5,883
Amounts accrued		33,935
Returns charged to accrual		(33,676)
Balance as of September 30, 2007	$	6,142

(l) *Warranties*—The Company provides a 20-year warranty for U.S. sales and a 15-year warranty for non-U.S. sales on mattresses, each prorated for the last 10 years. The Company also provides a 2-year to 3-year warranty on pillows. Estimated future obligations related to these products are provided by charges to operations in the period in which the related revenue is recognized. Warranties are included in Accrued expenses and other in the accompanying Condensed Consolidated Balance Sheets.

The Company had the following activity for warranties from December 31, 2006 to September 30, 2007:

Balance as of December 31, 2006	$	2,903
Amounts accrued		2,546
Warranties charged to accrual		(2,170)
Balance as of September 30, 2007	$	3,279

The New Mexico manufacturing facility has successfully completed the start-up phase of production. During the start-up phase, the Company was accruing for potential incremental warranty charges. As the start-up phase is complete and the facility’s quality is meeting or exceeding the Company’s standards, the Company has ceased accruing for potential start-up phase warranty matters.

Table of Contents

(m) *Income Taxes*—Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company is regularly under audit by tax authorities around the world. The Company accounts for uncertain foreign and domestic tax positions as required by Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48) according to the facts and circumstances in the various regulatory environments.

(n) *Accumulated Other Comprehensive Income*—The adjustment resulting from translating the financial statements of foreign subsidiaries is included in Accumulated other comprehensive income, a component of Stockholders' Equity. Foreign currency transaction gains and losses are reported in results of operations. As of September 30, 2007, Accumulated other comprehensive income consists solely of $11,586 in foreign currency translation adjustments. The change in Accumulated other comprehensive income for the nine months ended September 30, 2007 is $7,594.

(o) *Revenue Recognition*—Sales of products are recognized when the products are shipped to customers and the risks and rewards of ownership are transferred. The Company extends credit based on the creditworthiness of its customers. No collateral is required on sales made in the normal course of business. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company determines the allowance based on historical write-off experience. The Company regularly reviews the adequacy of its allowance for doubtful accounts. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The allowance for doubtful accounts included in Accounts receivable, net in the accompanying Condensed Consolidated Balance Sheets were $7,672 and $6,114 as of September 30, 2007 and December 31, 2006, respectively.

The Company reflects all amounts billed to customers for shipping and handling in Net sales and the costs incurred from shipping and handling product in Cost of sales. Amounts included in Net sales for shipping and handling were approximately $2,745 and $2,437 for the three months ended September 30, 2007 and September 30, 2006, respectively. For the nine months ended September 30, 2007 and September 30, 2006 amounts included in Net sales for shipping and handling were approximately $8,370 and $8,093, respectively. Amounts included in Cost of sales for shipping and handling were approximately $21,767 and $18,977 for the three months ended September 30, 2007 and September 30, 2006, respectively. Amounts included in Cost of sales for shipping and handling were approximately $61,429 and $53,790 for the nine months ended September 30, 2007 and September 30, 2006, respectively.

(p) *Advertising Costs*—The Company expenses advertising costs as incurred except for production costs and advance payments, which are deferred and expensed when advertisements run for the first time. Direct response advance payments are deferred and are amortized over the life of the program.

(q) *Treasury Stock*—The Board of Directors may authorize share repurchases of the Company's common stock (Share Repurchase Authorizations). Share repurchases under these authorizations may be made through open market transactions, negotiated purchase or otherwise, at times and in such amounts as the Company, and a committee of the Board, deem appropriate. Shares repurchased under Share Repurchase Authorizations are held in treasury for general corporate purposes, including issuances under various employee stock option plans. Treasury shares are accounted for under the cost method and reported as a reduction of Stockholders' equity. Share Repurchase Authorizations may be suspended, limited or terminated at any time without notice.

(r) *Stock-Based Compensation*—The Company adopted SFAS 123R, "Share-Based Payment" (SFAS 123R) on January 1, 2006 using the modified prospective method for the transition. SFAS 123R requires compensation expense relating to share-based payments be recognized in the financial statements. The cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the vesting period of the equity award.

Prior to the adoption of SFAS 123R, the Company presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the Statement of Cash Flows. SFAS 123R requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits from stock-based compensation) to be classified as financing cash flows.

Table of Contents

(2) Recently Issued Accounting Pronouncements

In September 2006, the FASB issued SFAS 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in U.S. GAAP, and expands disclosure about fair value measurements. The Company is evaluating the potential impact of adopting SFAS 157, which is effective for fiscal years beginning after November 15, 2007.

In February 2007, the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities–including an amendment to FASB No. 115" (SFAS 159) which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The Company is evaluating the potential impact of adopting SFAS 159, which is effective for fiscal years beginning after November 15, 2007.

(3) Property, Plant and Equipment

Property, plant and equipment, net consisted of the following:

	September 30, 2007	December 31, 2006
Land and buildings	**$ 122,659**	$ 75,005
Machinery and equipment	**179,513**	111,024
Construction in progress	**6,869**	104,824
	309,041	290,853
Total accumulated depreciation	**(100,901)**	(75,425)
	$ 208,140	$ 215,428

Construction in progress includes capitalized interest costs of $0 and $7,879 as of September 30, 2007 and December 31, 2006, respectively, in connection with the construction of assets in 2006. Upon substantial completion of the construction phase of the Albuquerque, New Mexico manufacturing facility in January, 2007 the Company ceased capitalizing interest costs incurred for this project. Additionally, Construction in progress includes $1,893 and $756 that is also included in Accounts payable as of September 30, 2007 and December 31, 2006, respectively. These amounts have been excluded from Cash flows from investing activities in the Condensed Consolidated Statements of Cash Flows in their respective periods.

(4) Long-term Debt

(a) *Long-term Debt*—Long-term debt for the Company consisted of the following:

Table of Contents

	September 30, 2007	December 31, 2006
2005 Senior Credit Facility:		
Foreign Term Loan , payable to lenders, interest at Index Rate or LIBOR plus margin (4.78% as of December 31, 2006)	$ —	$ 43,337
Foreign Long-Term Revolving Credit Facility payable to lenders, interest at Index Rate or LIBOR plus applicable margin (5.57% and 5.82% at September 30, 2007 and December 31, 2006, respectively) commitment through and due June 8, 2012	—	14,733
Domestic Long-Term Revolving Credit Facility payable to lenders, interest at Index Rate or LIBOR plus applicable margin (6.53% and 6.41% as of September 30, 2007 and December 31, 2006, respectively), commitment through and due June 8, 2012	**497,000**	253,500
2005 Industrial Revenue Bonds:		
Variable Rate Industrial Revenue Bonds Series 2005A, interest rate determined by remarketing agent not to exceed the lesser of (a) the highest rate under state law or (b) 12% per annum (5.61% and 5.53% as of September 30, 2007 and December 31, 2006, respectively), interest due monthly through and due September 1, 2030	**57,785**	48,165
Other:		
Mortgage payable to a bank, secured by certain property, plant and equipment and other assets, bearing fixed interest at 4.0% to 5.1%	**1,302**	1,397
	556,087	361,132
Less: Current portion	**(282)**	(19,497)
Long-term debt	**$ 555,805**	$ 341,635

(b) *Secured Credit Financing*—On October 18, 2005, the Company entered into a credit agreement (2005 Senior Credit Facility) with a syndicate of banks. On February 8, 2006 and on December 13, 2006 the Company entered into amendments to its 2005 Senior Credit Facility, which increased availability, adjusted one financial covenant and added an option to increase the Domestic Revolver by an additional $50,000 at the discretion of the Company. On February 22, 2007, the Company exercised the option to increase the Domestic Revolver by an additional $50,000. On June 8, 2007, the Company entered into an amendment to its 2005 Senior Credit Facility (Amendment No. 3), which increased availability, extinguished the foreign term loan, eliminated the requirement to reduce the domestic revolver commitment by $3,000 each quarter, added an option to increase the Domestic Revolver by an additional $100,000, eliminated the quarterly redemption of the Industrial Revenue Bonds (as defined below) and adjusted certain covenants. In addition, the maturity date of the 2005 Senior Credit Facility was extended from October 18, 2010 to June 8, 2012. In conjunction with Amendment No. 3, the Company wrote-off $126 of deferred financing fees which were previously capitalized. On August 6, 2007, the Company exercised the option to increase the Domestic Revolver by an additional $100,000.

The 2005 Senior Credit Facility, as amended, consists of domestic and foreign credit facilities that provide for the incurrence of indebtedness up to an aggregate principal amount of $640,000. The domestic credit facility is a five-year, $590,000 revolving credit facility (Domestic Revolver). The foreign credit facility is a five-year $50,000 revolving credit facility (Foreign Revolver). Both credit facilities bear interest at a rate equal to the 2005 Senior Credit Facility's applicable margin, as determined in accordance with a performance pricing grid set forth in Amendment No. 3, plus one of the following indexes: LIBOR and for U.S. dollar-denominated loans only, a base rate. The base rate of U.S. dollar-denominated loans are defined as the higher of either the Bank of America prime rate or the Federal Funds rate plus .50%. The Company also pays an annual facility fee on the total amount of the 2005 Senior Credit Facility.

The facility fee is calculated based on the consolidated leverage ratio and ranges from .125% to .25%.

Table of Contents

The 2005 Senior Credit Facility is guaranteed by Tempur-Pedic International, as well as certain other subsidiaries of Tempur-Pedic International, and is secured by certain fixed and intangible assets of Dan Foam ApS and substantially all the Company's U.S. assets. The 2005 Senior Credit Facility contains certain financial covenants and requirements affecting the Company, including a consolidated interest coverage ratio and a consolidated leverage ratio. The Company was in compliance with all covenants as of September 30, 2007.

At September 30, 2007, the Company had a total of $640,000 of long-term revolving credit facilities under the 2005 Senior Credit Facility, which was comprised of the $590,000 Domestic Revolver and the $50,000 Foreign Revolver (collectively, the Revolvers). The Revolvers provide for the issuance of letters of credit which, when issued, constitute usage and reduce availability under the Revolvers. The aggregate amount of letters of credit outstanding under the Revolvers was $67,541 at September 30, 2007. After giving effect to letters of credit and $497,000 in borrowings under the Domestic Revolver, total availability under the Revolvers was $75,459 at September 30, 2007.

(c) *Industrial Revenue Bonds*— On October 27, 2005, Tempur Production USA, Inc., a subsidiary of Tempur-Pedic International Inc. (Tempur Production), completed an industrial revenue bond financing for the construction and equipping of Tempur Production's new manufacturing facility (the Project) located in Bernalillo County, New Mexico. Under the terms of the financing, Bernalillo County was to issue up to $75,000 of Series 2005A Taxable Variable Rate Industrial Revenue Bonds (the Series A Bonds). The Series A Bonds are marketed to third party qualified investors by a remarketing agent and secured by a letter of credit issued under the Company's Domestic Revolver. The Series A Bonds have a final maturity date of September 1, 2030. The interest rate on the Series A Bonds is a weekly rate set by the remarketing agent, in its sole discretion, though the interest rate may not exceed the lesser of the highest rate allowed under New Mexico law or 12% per annum. On October 27, 2005, Tempur Production made an initial draw of $53,925 on the Series A Bonds. On June 1, 2007, the Company executed an additional advance of $15,380 on the Series A Bonds. Upon completion of this draw, the Company had a total of $59,705 outstanding under the Series A Bonds. The Company used proceeds from the Bonds to pay down the Domestic Revolver, among other things. No further advances are expected by the Company under the Series A Bonds.

Bernalillo County also agreed to issue up to $25,000 of Series 2005B Taxable Fixed Rate Industrial Revenue Bonds (the Series B Bonds, and collectively with the Series A Bonds, the Bonds). The Series B Bonds were sold to Tempur World LLC, are not secured by the letter of credit described above, and will be held by Tempur World, LLC, representing the Company's equity in the Project. The Series B Bonds have a final maturity date of September 1, 2030. The interest rate on the Series B Bonds is fixed at 7.75%. On October 27, 2005, Tempur Production made an initial draw of $17,975 under the Series B Bonds, which was transferred to and used by Tempur World LLC to purchase Series B Bonds. On June 1, 2007, the Company requested an additional advance of $5,127 on the Series B Bonds. Proceeds of this draw were transferred to and used by Tempur World, LLC to purchase the additional Series B Bonds. Upon completion of this draw, the Company had a total of $23,103 outstanding under the Series B Bonds. No further advances are expected by the Company under the Series B Bonds.

On October 27, 2005, Tempur Production transferred its interest in the Project to Bernalillo County, and Bernalillo County leased the Project back to Tempur Production on a long-term basis with the right to purchase the Project for one dollar when the Bonds are retired. Pursuant to the lease agreement, Tempur Production will pay rent to Bernalillo County in an amount sufficient to pay debt service on the Bonds and certain fees and expenses. The Bonds are not general obligations of Bernalillo County, but are special, limited obligations payable solely from bond proceeds, rent paid by Tempur Production under the lease agreement, and other revenues. The substance of the transaction is that Bernalillo County issued the Bonds on behalf of Tempur Production. Therefore, the Company has recorded the obligation as long-term debt of $57,785 in its Condensed Consolidated Balance Sheet as of September 30, 2007.

Table of Contents

(5) Stockholders' Equity

(a) *Capital Stock*—Tempur-Pedic International authorized shares of capital stock are 300,000 shares of common stock and 10,000 shares of preferred stock. Subject to preferences that may be applicable to any outstanding preferred stock, holders of the common stock are entitled to receive ratably such dividends as may be declared from time to time by the Board of Directors out of funds legally available for that purpose. In the event of liquidation, dissolution, or winding up, the holders of the common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

(b) *Share Repurchase Programs*—On January 25, 2007, the Board of Directors authorized the repurchase of up to $100,000 of the Company's common stock. The Company repurchased 3,840 shares of the Company's common stock for a total of $100,000, from the January 2007 authorization and completed purchases from this authorization in June 2007. On July 19, 2007, the Board of Directors authorized an additional share repurchase authorization, to repurchase up to $200,000 of the Company's common stock. As of September 30, 2007, the Company has repurchased 6,561 shares of the Company's common stock for approximately $200,000 from the July 2007 authorization and has completed purchases from the July authorization.

On October 16, 2007, the Board of Directors authorized an additional share repurchase authorization of up to $300,000 of the Company's common stock. Share repurchases under this authorization may be made through open market transactions, negotiated purchase or otherwise, at times and in such amounts as the Company, and a committee of the Board, deem appropriate. This share repurchase authorization may be suspended, limited or terminated at any time without notice.

(6) Stock-Based Compensation

The Company applies the provisions of SFAS 123R which establishes the accounting for employee stock-based awards. The Company currently has three stock-based compensation plans: the 2002 Option Plan (the 2002 Plan), the 2003 Equity Incentive Plan (the 2003 Plan) and the 2003 Employee Stock Purchase Plan (the ESPP) which are described under the caption "Stock-based Compensation" in the notes to the Consolidated Financial Statements of the Company's 2006 Form 10-K.

The Company granted new options to purchase 18 and 402 shares of common stock during the three and nine months ending September 30, 2007, respectively. The Company recognized compensation expense of $453 and $752 associated with the 2007 grants during the three and nine months ended September 30, 2007, respectively. The Company granted new options to purchase 110 and 1,470 shares of common stock during the three and nine months ending September 30, 2006, respectively. The Company recognized compensation expense of $484 and $499 associated with the 2006 grants during the three and nine months ended September 30, 2006, respectively. As of September 30, 2007, there was $3,069 of unrecognized compensation expense associated with the options granted in 2007, which is expected to be recorded over the weighted average remaining vesting period of 2.7 years. The options granted in the three months ended September 30, 2007 had a weighted average grant-date fair value of $10.92 per option, as determined by the Black-Scholes option pricing model using the following assumptions:

Expected volatility of stock	**40–41%**
Expected life of options, in years	**5.0**
Risk-free interest rate	**4.4–5.0%**
Expected dividend yield on stock	**1.1%**

The Company recorded $1,701 and $1,168 of total stock-based compensation expense for the three months ended September 30, 2007 and September 30, 2006, respectively. The Company recorded $5,081 and $2,672 of total stock-based compensation expense for the nine months ended September 30, 2007 and September 30, 2006,

respectively.

Table of Contents

(7) Commitments and Contingencies

(a) *Purchase Commitments*—The Company will, from time to time, enter into limited purchase commitments for the purchase of certain raw materials. Amounts committed under these programs are not material as of September 30, 2007.

(b) *Securities Litigation* — Between October 7, 2005 and November 21, 2005, five complaints were filed against Tempur-Pedic International and certain of its directors and officers in the United States District Court for the Eastern District of Kentucky (Lexington Division) purportedly on behalf of a class of shareholders who purchased Tempur-Pedic International's stock between April 22, 2005 and September 19, 2005 (the "Securities Law Action"). These actions were consolidated, and a consolidated complaint was filed on February 27, 2006 asserting claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. Lead plaintiffs allege that certain of Tempur-Pedic International's public disclosures regarding its financial performance between April 22, 2005 and September 19, 2005 were false and/or misleading. On December 7, 2006, lead plaintiffs were permitted to file an amended complaint. The Company has filed a motion to dismiss the Securities Law Action which has been fully briefed, and is now awaiting a decision on that motion. The plaintiffs seek compensatory damages, costs, fees and other relief within the Court's discretion. The Company strongly believes that the Securities Law Action lacks merit, and intends to defend against the claims vigorously. However, due to the inherent uncertainties of litigation, the Company cannot predict the outcome of the Securities Law Action at this time, and can give no assurance that these claims will not have a material adverse affect on the Company's financial position or results of operations.

On November 10, 2005 and December 15, 2005, complaints were filed in the state courts of Delaware and Kentucky, respectively, against certain officers and directors of Tempur-Pedic International, purportedly derivatively on behalf of the Company (the Derivative Complaints). The Derivative Complaints assert that the named officers and directors breached their fiduciary duties when they allegedly sold Tempur-Pedic International's securities on the basis of material non-public information in 2005. In addition, the Delaware Derivative Complaint asserts a claim for breach of fiduciary duty with respect to the disclosures that also are the subject of the Securities Law Action described above. On December 14, 2005 and January 26, 2006, respectively, the Delaware court and Kentucky court stayed these derivative actions. Although the Kentucky court action remains stayed, the Delaware court action stay was lifted by the Court and the plaintiffs filed an amended complaint on April 5, 2007. The Company responded by filing a motion to dismiss the Delaware court action on April 19, 2007. That motion is fully briefed and is scheduled for oral argument. Tempur-Pedic International is also named as a nominal defendant in the Derivative Complaints, although the actions are derivative in nature and purportedly asserted on behalf of Tempur-Pedic International. Tempur-Pedic International is in the process of evaluating these claims.

On January 5, 2007, a purported class action was filed against the Company in the United States District Court for the Northern District of Georgia, Rome Division (Jacobs v. Tempur-Pedic International, Inc. and Tempur-Pedic North America, Inc., or the "Antitrust Action"). The Antitrust Action alleges violations of federal antitrust law arising from the pricing of Tempur-Pedic mattress products by Tempur-Pedic North America and certain distributors. The action alleges a class of all purchasers of Tempur-Pedic mattresses in the United States since January 5, 2003, and seeks damages and injunctive relief. Count Two of the complaint was dismissed by the court on June 25, 2007, based on a motion filed by the Company. Following a decision issued by the United States Supreme Court in *Leegin Creative Leather Prods., Inc. v. PSKS, Inc.* on June 28, 2007, the Company filed a motion to dismiss the remaining two counts of the Antitrust Action on July 10, 2007. That motion is fully briefed and the Company is awaiting a decision on the motion. The Company strongly believes that the Antitrust Action lacks merit, and intends to defend against the claims vigorously. However, due to the inherent uncertainties of litigation, the Company cannot predict the outcome of the Antitrust Action at this time, and can give no assurance that these claims will not have a material adverse affect on the Company's financial position or results of operations.

The Company is involved in various other legal proceedings incident to the ordinary course of its business. The Company believes that the outcome of all such pending legal proceedings in the aggregate will not have a materially adverse effect on its business, financial condition, liquidity, or operating results.

Table of Contents

(8) Income Taxes

The Company's effective tax rate for the nine months ended September 30, 2007 was 34.3%. For the same period in 2006, the effective tax rate was 37.3%. The decrease in the effective tax rate is primarily attributable to the increased production activities deduction allowed to U.S. manufacturers under Section 199 of the Internal Revenue Code along with a reduction of the local statutory tax rate in various foreign jurisdictions.

Reconciling items between the federal statutory income tax rate of 35.0% and the effective tax rate include certain foreign tax rate differentials, state and local income taxes, valuation allowances on certain net operating losses, foreign income currently taxable in the U.S., the production activities deduction, and certain other permanent differences.

At September 30, 2007, Tempur-Pedic International had undistributed earnings of $8,901 from its foreign subsidiaries determined under U.S. tax principles as of November 1, 2002 related to the period prior to the acquisition of Tempur World, Inc. by Tempur-Pedic International translated into U.S. dollars at the applicable exchange rate on September 30, 2007. No provisions have been made for U.S. income taxes or foreign withholding taxes on the remaining $8,901 of undistributed earnings, as these earnings are considered indefinitely reinvested. In addition, Tempur-Pedic International had remaining undistributed earnings from its foreign subsidiaries determined under U.S. GAAP for the period from November 1, 2002 through September 30, 2007 of $178,718. No provisions have been made for U.S. income taxes or foreign withholding taxes on the remaining $178,718 of undistributed earnings, as these earnings are considered indefinitely reinvested.

The Company adopted the provisions of FIN 48 on January 1, 2007. As of January 1, 2007, the Company had unrecognized tax benefits of $8,432. The Company did not record any cumulative effect adjustment to retained earnings as a result of adopting FIN 48. Of the $8,432 of unrecognized tax benefits, the entire amount would impact the effective income tax rate if recognized. Interest and penalties, if any, related to unrecognized tax benefits are recorded in income tax expense. As of January 1, 2007, the Company had $600 of accrued interest included in the $8,432 of unrecognized tax benefits.

As of September 30, 2007, the Company's unrecognized tax benefits increased by $1,893 as a result of tax positions taken during the current period and decreased by $1,557 as a result of tax positions taken during a prior period. The decrease of $1,557 did not affect the effective tax rate as it related to a position that was ultimately not taken on the applicable tax return. Of the $8,768 of unrecognized tax benefits at September 30, 2007, the entire amount would impact the effective income tax rate if recognized.

The Company is currently under audit by various Federal, State and foreign tax authorities and some of these audits may be finalized in the foreseeable future. However, based on the status of these examinations, and the protocol of finalizing audits by the relevant tax authorities, which could include formal legal proceedings, it is not possible to estimate the timing or the impact of any amount of such changes, if any, to previously recorded uncertain tax positions. On October 24, 2007, the Company received an income tax assessment from the Danish tax authority with respect to 2001, 2002 and 2003 tax years. The tax assessment relates to the royalty paid by our U.S. companies to our Danish subsidiary, and the position taken by the Danish tax authority could apply to subsequent years. Management is currently evaluating the assessment. The Company believes it has meritorious defenses to the proposed adjustment and will oppose the assessment in the Danish courts. However, there is reasonable possibility under FIN 48 that the amount of unrecognized tax benefits relating to this matter may change in the next twelve months. An estimate of the amount of such change cannot be made at this time.

With a few exceptions, the Company is no longer subject to U.S. federal, state/local, or non-U.S. income tax examinations by tax authorities for years prior to 2003, 2003 and 2000, respectively.

(9) Major Customers

Five customers accounted for approximately 19% and 16% of the Company's Net sales for the three months ended September 30, 2007 and September 30, 2006, respectively. The top five customers in each period accounted for approximately 21% and 18% of Accounts receivable, net as of September 30, 2007 and September 30, 2006. The loss of one or more of these customers could negatively impact the Company.

Table of Contents

(10) Earnings Per Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	**2007**	2006
Numerator:				
Net income	**$ 38,818**	$ 28,863	**$ 101,529**	$ 81,868
Denominator:				
Denominator for basic earnings per share-weighted average shares	**77,725**	82,946	**81,522**	85,533
Effect of dilutive securities:				
Employee stock options	**1,448**	2,735	**1,547**	3,133
Denominator for basic earnings per share-adjusted weighted average shares	**79,173**	85,681	**83,069**	88,666
Basic earnings per common share	**$ 0.50**	$ 0.35	**$ 1.25**	$ 0.96
Diluted earnings per common share	**$ 0.49**	$ 0.34	**$ 1.22**	$ 0.92

All outstanding stock options are included in the Diluted earnings per common share for the three months ended September 30, 2007. The Company excluded 475 shares issuable upon exercise of outstanding stock options for the three months ended September 30, 2006 because their exercise price was greater than the average market price of the Company's common stock or if they were otherwise anti-dilutive. The Company excluded 4 and 625 shares issuable upon exercise of outstanding stock options for the nine months ended September 30, 2007 and 2006, respectively.

(11) Business Segment Information

The Company operates in two business segments: Domestic and International. These reportable segments are strategic business units that are managed separately based on the fundamental differences in their operations. The Domestic segment consists of the two U.S. manufacturing facilities, whose customers include the U.S. distribution subsidiary and in certain third party distributors in the Americas. The International segment consists of the manufacturing facility in Denmark, whose customers include all of the distribution subsidiaries and third party distributors outside the Domestic segment. The Company evaluates segment performance based on Net sales and Operating income. Certain prior period amounts have been reclassified to conform to the 2007 presentation. The reclassifications relate to the Company's Corporate office operating expenses and certain amounts for goodwill and other assets that are carried at the holding company level which are included in the Domestic operating segment.

The following table summarizes Total assets by segment:

	September 30, 2007	December 31, 2006
Total assets:		
Domestic	**$ 561,864**	$ 485,958
International	**326,204**	322,816
Intercompany eliminations	**(114,248)**	(83,108)
	$ 773,820	$ 725,666

Table of Contents

The following tables summarize other segment information:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	**2007**	2006
Net sales from external customers:				
Domestic	**$ 200,451**	$ 164,446	**$ 546,575**	$ 458,627
International	**93,643**	76,471	**271,193**	229,838
	$ 294,094	$ 240,917	**$ 817,768**	$ 688,465
Inter-segment sales:				
Domestic	$ ——	$ 4	$ ——	$ 4
International	**921**	1,407	**2,608**	2,821
Intercompany eliminations	**(921)**	(1,411)	**(2,608)**	(2,825)
	$ ——	$ ——	$ ——	$ —
Operating income/(loss):				
Domestic	**$ 40,715**	$ 32,399	**$ 99,985**	$ 84,334
International	**26,834**	21,322	**76,448**	63,677
	$ 67,549	$ 53,721	**$ 176,433**	$ 148,011
Depreciation and amortization (excluding stock-based compensation amortization):				
Domestic	**$ 5,694**	$ 3,350	**$ 16,919**	$ 9,992
International	**2,762**	2,917	**8,407**	8,648
	$ 8,456	$ 6,267	**$ 25,326**	$ 18,640

During the course of normal operations, the Domestic segment may purchase inventory from the Danish manufacturing facility from time to time. These purchases are included in the International segment as Intercompany sales. The Intercompany profits on these sales are eliminated from the International segment when the manufacturing profit in ending finished goods inventory is eliminated during the consolidation of the Company's results. These manufacturing profits were $212 and $476 for the three months ended September 30, 2007 and September 30, 2006, respectively, and $541 and $765 for the nine months ended September 30, 2007 and September 30, 2006, respectively.

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the Condensed Consolidated Financial Statements and accompanying notes included in this Form 10-Q. The forward-looking statements in this discussion regarding the mattress and pillow industries, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion include numerous risks and uncertainties, as described under "Special Note Regarding Forward-Looking Statements" and "Risk Factors" elsewhere in this quarterly report on Form 10-Q and in our annual report on Form 10-K. Our actual results may differ materially from those contained in any forward-looking statements. Except as may be required by law, we undertake no obligation to publicly update or revise any of the forward-looking statements contained herein.

Executive Overview

General—We are the leading manufacturer, marketer and distributor of premium mattresses and pillows which we sell in over 70 countries globally under the TEMPUR® and Tempur-Pedic® brands. We believe our premium mattresses and pillows are more comfortable than standard bedding products because our proprietary pressure-relieving TEMPUR® material is temperature sensitive, has a high density and conforms to the body to therapeutically align the neck and spine, thus reducing neck and lower back pain, two of the most common complaints about other sleep surfaces.

Business Segment Information—We have two reportable business segments: Domestic and International. These reportable segments are strategic business units that are managed separately based on the fundamental differences in their geographies. The Domestic operating segment consists of our U.S. manufacturing facilities, whose customers include our U.S. distribution subsidiary and certain third party distributors in the Americas. The International segment consists of our manufacturing facility in Denmark, whose customers include all of our distribution subsidiaries and third party distributors outside the Domestic operating segment. We evaluate segment performance based on Net sales and Operating income. For the purpose of this Management's Discussion and Analysis of Financial Condition and Results of Operations, our Corporate office operating expenses and certain amounts for goodwill and other assets that are carried at the holding company level are included in the Domestic operating segment.

Strategy and Outlook

We believe we are the industry leader in term's of profitability, our long-term goal is also to become the world's largest bedding company in terms of revenue. In order to achieve this goal, we expect to continue to pursue certain key strategies in 2007:

- Maintain our focus on premium mattresses and pillows and to regularly introduce new products.
- Invest in increasing our global brand awareness through targeted marketing and advertising campaigns that further associate our brand name with better overall sleep and premium quality products.
- Selectively extend our presence and improve our account productivity in both the U.S. and International furniture and bedding stores.
- Invest in our operating infrastructure to meet the requirements of our growing business, including investments in our research and development capabilities.

20

Table of Contents

Results of Operations

Key financial highlights for the three months ended September 30, 2007 include the following:

- Net sales rose 22% to $294.1 million from $240.9 million in the third quarter of 2006. Worldwide mattress revenue increased 22%. Worldwide pillow sales rose 15%.

- Earnings per share (EPS) increased 44% to $0.49 per diluted share in the third quarter of 2007 from $0.34 per diluted common share in the third quarter of 2006

- During the third quarter, Tempur-Pedic International purchased 6.6 million shares of its common stock at a total cost of approximately $200.0 million. These purchases were funded primarily by increased borrowings under our domestic revolving credit facility.

(In millions, except earnings and dividends per common share)	**Three Months Ended September 30,**				**Nine Months Ended September 30,**			
	2007		2006		**2007**		2006	
Net sales	**$ 294.1**	**100%**	$ 240.9	100%	**$ 817.8**	**100%**	$ 688.5	100%
Cost of sales	**152.5**	**52**	124.9	52	**424.0**	**52**	354.7	52
Gross profit	**141.6**	**48**	116.0	48	**393.8**	**48**	333.8	48
Selling and marketing expenses	**48.9**	**16**	41.9	17	**144.6**	**17**	127.2	18
General and administrative expenses	**23.6**	**8**	19.1	8	**68.5**	**8**	55.6	8
Research and development expenses	**1.6**	**1**	1.2	1	**4.3**	**1**	3.0	—
Operating income	**67.5**	**23**	53.8	22	**176.4**	**22**	148.0	22
Interest expense, net	**(8.2)**	**(3)**	(6.8)	(3)	**(21.4)**	**(3)**	(17.4)	(3)
Loss on extinguishment of debt	—	—	—	—	**(0.1)**	—	—	—
Other income (expense), net	—	—	(0.2)	—	**(0.4)**	—	(0.1)	—
Income before income taxes	**59.3**	**20**	46.8	19	**154.5**	**19**	130.5	19
Income tax provision	**20.5**	**7**	17.9	7	**53.0**	**7**	48.6	7
Net income	**$ 38.8**	**13%**	$ 28.9	12%	**$ 101.5**	**12%**	$ 81.9	12%

Earnings per common share:				
Basic	**$ 0.50**	$ 0.35	**$ 1.25**	$ 0.96
Diluted	**$ 0.49**	$ 0.34	**$ 1.22**	$ 0.92
Dividends per common share:	**$ 0.08**	$ —	**$ 0.22**	$ —
Weighted average shares outstanding (In thousands):				
Basic	**77,725**	82,946	**81,522**	85,533
Diluted	**79,173**	85,681	**83,069**	88,666

21

Table of Contents

Three Months Ended September 30, 2007 Compared with Three Months Ended September 30, 2006

We sell our premium mattresses and pillows through four distribution channels: Retail, Direct, Healthcare, and Third party. The Retail channel sells to furniture and bedding, specialty and department stores. The Direct channel sells directly to consumers. The Healthcare channel sells to hospitals, nursing homes, healthcare professionals and medical retailers. The Third party channel sells to distributors in countries where we do not operate our own wholly-owned subsidiaries. The following table sets forth Net sales information, by channel:

	CONSOLIDATED Three Months Ended September 30,		DOMESTIC Three Months Ended September 30,		INTERNATIONAL Three Months Ended September 30,	
(Millions)	**2007**	2006	**2007**	2006	**2007**	2006
Retail	**$ 251.5**	$ 198.7	**$ 177.4**	$ 139.9	**$ 74.1**	$ 58.8
Direct	**18.0**	20.6	**15.2**	18.2	**2.8**	2.4
Healthcare	**12.4**	10.5	**4.2**	3.1	**8.2**	7.4
Third Party	**12.2**	11.1	**3.7**	3.2	**8.5**	7.9
	$ 294.1	$ 240.9	**$ 200.5**	$ 164.4	**$ 93.6**	$ 76.5

A summary of Net sales by product is below:

	CONSOLIDATED Three Months Ended September 30,		DOMESTIC Three Months Ended September 30,		INTERNATIONAL Three Months Ended September 30,	
(Millions)	**2007**	2006	**2007**	2006	**2007**	2006
Net sales:						
Mattresses	**$ 207.3**	$ 169.4	**$ 149.2**	$ 122.0	**$ 58.1**	$ 47.4
Pillows	**34.4**	30.0	**18.1**	14.9	**16.3**	15.1
Other	**52.4**	41.5	**33.2**	27.5	**19.2**	14.0
	$ 294.1	$ 240.9	**$ 200.5**	$ 164.4	**$ 93.6**	$ 76.5

Net sales. Net sales for the three months ended September 30, 2007 increased to $294.1 million from $240.9 million for the same period in 2006, an increase of $53.2 million, or 22%. This increase was primarily attributable to an increase in mattress sales in our Retail channel. Mattress sales increased $37.9 million, or 22%. For the three months ended September 30, 2007, our Retail channel Net sales increased to $251.5 million from $198.7 million for the same period in 2006, an increase of $52.8 million, or 27%.

Table of Contents

Consolidated pillow sales increased approximately $4.4 million or 15% from the third quarter of 2006, primarily in the Domestic segment. Consolidated Other, which includes adjustable bedbases, foundations and other related products, increased $10.9 million, or 26%, attributable to increased Mattress sales and the success of our Scandinavian bed system. The Scandinavian bed system is a product offering that is available in multiple configurations, which include a mattress, a foundation and in some cases, an adjustable bedbase. Our Healthcare channel Net sales increased 18% with growth in this channel in both the Domestic and International segments. Our Direct channel Net sales decreased 13%.

Domestic. Domestic Net sales for the three months ended September 30, 2007 increased to $200.5 million from $164.4 million for the same period in 2006, an increase of $36.1 million, or 22%. Our Domestic Retail channel contributed $177.4 million in Net sales for the three months ended September 30, 2007. This is an increase of $37.5 million, or 27% over the prior year quarter. This increase is primarily due to our efforts to increase productivity in established accounts and selectively extend our distribution. Domestic mattress sales in the third quarter of 2007 increased $27.2 million, or 22%, over the same period in 2006, related primarily to the growth of our Retail channel. Our Healthcare channel Net sales increased by $1.1 million, or 35%, related to strategic relationships with healthcare companies who market joint product offerings through their established distribution networks. Net sales in the Direct channel decreased by $3.0 million, or 16%, primarily related to growth in our Retail channel. As our Retail channel distribution increases consumers are more likely to purchase our products from this channel compared to the Direct channel. We had growth across our existing mattress line and sales of our newly launched mattresses are meeting our expectations. In addition, pillow sales increased $3.2 million, or 21%, as a result of our continued focus on pillow attach rates, emphasizing the benefits of a complete Tempur-Pedic sleep system, as well as stand-alone pillow sales.

International. International Net sales for the three months ended September 30, 2007 increased to $93.6 million from $76.5 million for the same period in 2006, an increase of $17.1 million, or 22%. The International Retail channel increased $15.3 million, or 26%, for the three months ended September 30, 2007 due to the continued success of new products launched earlier in 2007 and improved productivity of existing accounts. Our Third party sales increased 8%, even though we converted operations in Austrian and Australian third party distributors to wholly-owned subsidiaries. Additionally, the Healthcare channel Net sales increased 11% and the Direct channel Net sales increased 17%. International mattress sales in the third quarter of 2007 increased $10.7 million, or 23%, over the third quarter of 2006, related primarily to the growth of our Retail channel. Pillow sales for the third quarter of 2007 increased $1.2 million, or 8%, as compared to the third quarter of 2006.

Gross profit. Gross profit for the three months ended September 30, 2007 increased to $141.6 million from $116.0 million for the same period in 2006, an increase of $25.6 million, or 22%. Several factors have impacted Gross profit margin in 2007. These factors are identified below in the respective segment discussions; however, we currently expect the net impact of these items to negatively impact our full year Gross profit margin by thirty to fifty basis points, as compared to our 2006 full year gross margin.

Table of Contents

Domestic. Domestic Gross profit for the three months ended September 30, 2007 increased to $87.7 million from $71.7 million for the same period in 2006, an increase of $16.0 million, or 22%. The Gross profit margin in our Domestic segment was 44% for both the three months ended September 30, 2007 and September 30, 2006. For the three months ended September 30, 2007, the Gross profit margin for our Domestic segment has been impacted by approximately $2.5 million of depreciation expense associated with our new production facility in Albuquerque, New Mexico and an incremental $1.0 million, compared to the prior year period, in expediting costs of certain raw materials to address product shortages. The negative impact of these items was offset by improvements in our operations primarily related to productivity improvements and cost savings through our sourcing and distribution initiatives. Domestic Cost of sales for the three months ended September 30, 2007 increased to $112.8 million from $92.7 million for the same period in 2006, an increase of $20.1 million, or 22%.

International. International Gross profit for the three months ended September 30, 2007 increased to $53.9 million from $44.3 million for the same period in 2006, an increase of $9.6 million, or 22%. The Gross profit margin in our International segment was 58% for the three months ended September 30, 2007 and September 30, 2006. Our International Cost of sales for the three months ended September 30, 2007 increased to $39.7 million from $32.2 million for the same period in 2006, an increase of $7.5 million, or 23%.

Selling and marketing expenses. Selling and marketing expenses include advertising and media production; other marketing materials such as catalogs, brochures, videos, product samples, direct customer mailings and point of purchase materials; and sales force compensation and customer service. We also include in Selling and marketing expenses certain new product development costs, including market research and testing for new products. In the third quarter of 2007, Selling and marketing expenses increased to $48.9 million for the three months ended September 30, 2007 as compared to $41.9 million for the three months ended September 30, 2006. Selling and marketing expenses as a percentage of Net sales were 17% for both the three months ended September 30, 2007 and September 30, 2006, which is consistent with our strategy to increase our advertising spending at the same rate as our revenue growth in order to drive growth in our brand awareness.

General and administrative expenses and Research and development expenses. General and administrative expenses include management salaries, information technology, professional fees, depreciation of furniture and fixtures, leasehold improvements and computer equipment, and expenses for finance, accounting, human resources and other administrative functions. General and administrative expenses increased to $23.6 million for the three months ended September 30, 2007 as compared to $19.1 million for the three months ended September 30, 2006, an increase of $4.5 million, or 24%. The increase was attributable to increased incentive compensation, as many of our bonus plans being accrued at the maximum potential payout given our year-to-date performance. Additionally, we recorded incremental stock-based compensation expenses of $0.5 million in the quarter, compared to the same period last year. Research and development expenses increased $0.4 million, or 33%, for the three-months ended September 30, 2007, primarily related to our continued investment in research and development capabilities.

General and administrative and Research and development expenses as a percentage of Net sales were 9%, and 8% for the three months ended September 30, 2007 and September 30, 2006, respectively.

Interest expense, net. Interest expense, net, includes the interest costs associated with our borrowings and the amortization of deferred financing costs related to those borrowings. Interest expense, net, increased to $8.2 million for the three months ended September 30, 2007, as compared to $6.8 million for the three months ended September 30, 2006, an increase of $1.4 million, or 21%. The increase in interest expense is primarily attributable to the increase in our total Long-term debt levels, related to the repurchase of our common stock under our previously announced share repurchase authorizations and discontinuation of capitalized interest costs associated with the construction of the Albuquerque, New Mexico facility.

Table of Contents

Income tax provision. Our Income tax provision includes income taxes associated with taxes currently payable and deferred taxes and includes the impact of net operating losses for certain of our foreign operations. Our effective income tax rates for the three months ended September 30, 2007 and for the three months ended September 30, 2006 differed from the federal statutory rate principally because of certain foreign tax rate differentials, state and local income taxes, valuation allowances on certain net operating losses and the production activities deduction.

Our effective tax rate for the three months ended September 30, 2007 was 34%. For the same period in 2006, the effective tax rate was 38%. The decrease in the effective tax rate is primarily attributable to recent reductions in statutory tax rates in certain foreign taxing jurisdictions and the increased benefit from the production activities deduction, allowed under Section 199 of the Internal Revenue Code.

On October 24, 2007, we received an income tax assessment from the Danish Tax Authority with respect to the 2001, 2002 and 2003 tax years. The tax assessment relates to the royalty paid by our U.S. companies to our Danish subsidiary and the position taken by the Danish tax authority could apply to subsequent years, Managment is currently evaluating the assessment. The Company believes it has meritorious defenses to the proposed adjustment and will oppose the assessment in the Danish courts. However, there is a reasonable possibility under FIN 48 that the amount of unrecognized tax benefits relating to this matter may change in the next twelve months. An estimate of the amount of such change cannot be made at this time.

Nine Months Ended September 30, 2007 Compared with Nine Months Ended September 30, 2006

The following table sets forth Net sales information, by channel, for the periods indicated:

	CONSOLIDATED Nine Months Ended September 30,		**DOMESTIC Nine Months Ended September 30,**		**INTERNATIONAL Nine Months Ended September 30,**	
(Millions)	**2007**	2006	**2007**	2006	**2007**	2006
Retail	**$ 681.4**	$ 555.5	**$ 472.4**	$ 382.8	**$ 209.0**	$ 172.7
Direct	**60.7**	63.0	**52.8**	55.8	**7.9**	7.2
Healthcare	**35.4**	31.8	**10.8**	9.1	**24.6**	22.7
Third Party	**40.3**	38.2	**10.6**	10.9	**29.7**	27.3
	$ 817.8	$ 688.5	**$ 546.6**	$ 458.6	**$ 271.2**	$ 229.9

A summary of Net sales by product is below:

	CONSOLIDATED Nine Months Ended September 30,		**DOMESTIC Nine Months Ended September 30,**		**INTERNATIONAL Nine Months Ended September 30,**	
(Millions)	**2007**	2006	**2007**	2006	**2007**	2006
Net sales:						
Mattresses	**$ 572.0**	$ 479.2	**$ 406.7**	$ 339.9	**$ 165.3**	$ 139.3
Pillows	**101.1**	87.5	**48.4**	40.7	**52.7**	46.8
Other	**144.7**	121.8	**91.5**	78.0	**53.2**	43.8
	$ 817.8	$ 688.5	**$ 546.6**	$ 458.6	**$ 271.2**	$ 229.9

Table of Contents

Net sales. Net sales for the nine months ended September 30, 2007 increased to $817.8 million from $688.5 million for the same period in 2006, an increase of $129.3 million, or 19%. This increase was primarily attributable to an increase in mattress sales in our Retail channel. Mattress sales increased $92.8 million, or 19%. For the nine months ended September 30, 2007, our Retail channel Net sales increased to $681.4 million from $555.5 million for the same period in 2006, an increase of $125.9 million, or 23%.

Consolidated pillow sales increased approximately $13.6 million from the first nine months of 2006, primarily attributable to increased attach rates. Our Healthcare and Third Party channel Net sales increased by 11% and 5%, respectively. Our Direct channel sales decreased 4%.

Domestic. Domestic Net sales for the nine months ended September 30, 2007 increased to $546.6 million from $458.6 million for the same period in 2006, an increase of $88.0 million, or 19%. Our Domestic Retail channel contributed $472.4 million in Net sales for the nine months ended September 30, 2007. This is an increase of $89.6 million, or 23% over the prior year same period. This increase is due primarily to our efforts to increase productivity in established accounts and selectively extend our distribution. Our Third Party channel Net sales decreased 3% due to decreased sales to our Third Party distributor in Canada. Net sales in our Direct channel decreased 5%, primarily as a result of growth in our Retail channel. As our Retail channel distribution increases consumers are more likely to purchase our products from this channel compared to the Direct channel. Domestic mattress sales increased $66.8 million, or 20%, over the same period in 2006, driven by our Retail channel growth. We had growth across our existing mattress line and sales of our newly launched mattresses are meeting our expectations. Pillow sales increased $7.7 million, or 19%, driven by pillow attach rates, demonstrating the benefits of a complete Tempur-Pedic sleep system. We have also recently seen growth in standalone pillow sales.

International. International Net sales for the nine months ended September 30, 2007 increased to $271.2 million from $229.9 million for the same period in 2006, an increase of $41.3 million, or 18%. The International Retail channel increased $36.3 million, or 21%, for the nine months ended September 30, 2007, due to the continued success of new products launched in the first quarter of 2007 and improved productivity of existing accounts. Our Direct channel and Third party Net sales increased 10% and 9%, respectively, with Third party increasing even though we converted our operations in Austria and Australia from third party distributors to wholly-owned subsidiaries during 2007. Additionally, our Healthcare channel Net sales increased $1.9 million, or 8%. International mattress sales increased $26.0 million, or 19%, as compared to 2006, related to the growth of our Retail channel. Pillow sales for the nine-months ended September 30, 2007 increased $5.9 million, or 13%, as compared to the same period in 2006, primarily attributable to the successful execution of management initiatives set forth to strengthen the pillow market.

Gross profit. Gross profit for the nine months ended September 30, 2007 increased to $393.8 million from $333.8 million for the same period in 2006, an increase of $60.0 million, or 18%. Several factors have impacted Gross profit margin in 2007. These factors are identified below in the respective segment discussions.

Table of Contents

Domestic. Domestic Gross profit for the nine months ended September 30, 2007 increased to $237.5 million from $201.9 million for the same period in 2006, an increase of $35.6 million, or 18%. The Gross profit margin in our Domestic segment was 43% and 44% for the nine months ended September 30, 2007 and September 30, 2006, respectively. For the nine months ended September 30, 2007, the Gross profit margin for our Domestic segment was impacted by depreciation and start-up costs associated with the opening of our Albuquerque, New Mexico production facility and expediting costs of certain raw materials related to product shortages. Our Domestic cost of sales increased to $309.1 million for the nine months ended September 30, 2007 as compared to $256.7 million for the nine months ended September 30, 2006, an increase of $52.4 million, or 20%.

International. International Gross profit for the nine months ended September 30, 2007 increased to $156.3 million from $131.9 million for the same period in 2006, an increase of $24.4 million, or 18%. The Gross profit margin in our International segment was 58% and 57% for the nine months ended September 30, 2007 and September 30, 2006, respectively, primarily related to favorable product and geographic mix. Our International Cost of sales for the nine months ended September 30, 2007 increased to $114.9 million from $98.0 million for the same period in 2006, an increase of $16.9 million, or 17%.

Selling and marketing expenses. Selling and marketing expenses increased to $144.6 million for the nine months ended September 30, 2007 as compared to $127.2 million for the nine months ended September 30, 2006. Selling and marketing expenses as a percentage of Net sales was 17% and 18% for nine months ended September 30, 2007 and September 30, 2006, respectively. In 2007, we launched our new media campaign in the Domestic segment, with advertisements airing in the third quarter. Our advertising spending has remained constant as a percentage of Net sales. This is consistent with our strategy to increase our advertising spending at the same rate as our revenue growth in order to drive growth in our brand awareness.

General and administrative and Research and development expenses. General and administrative expenses increased to $68.5 million for the nine months ended September 30, 2007 as compared to $55.6 million for the nine months ended September 30, 2006, an increase of $12.9 million. General and administrative and research and development expenses as a percentage of Net sales was 8% for both the nine months ended September 30, 2007 and September 30, 2006. The increase was primarily attributable to incremental stock-based compensation charges of $1.7 million, charges related to bad debt expenses as a result of a U.S. customer seeking to reorganize its operations under Chapter 11 of the Bankruptcy Code and increased incentive compensation, with many of our bonus plans being accrued at the maximum potential payout given our year-to-date performance. In addition, Research and development expenses increased $1.3 million, or 43%, for the nine months ended September 30, 2007, primarily related to our continued investment in research and development capabilities.

Interest expense, net. Interest expense, net, increased to $21.4 million for the nine months ended September 30, 2007, as compared to $17.4 million for the nine months ended September 30, 2006, an increase of $4.0 million, or 23%, increase in interest expense is primarily attributable to the increase in our total Long-term debt levels, related to the repurchase of our common stock under the previously announced Share Repurchase Authorizations and the discontinuation of capitalized interest costs associated with the construction of the Albuquerque, New Mexico facility.

Income tax provision. Our effective income tax rates for the nine months ended September 30, 2007 and 2006 differed from the federal statutory rate principally because of certain foreign tax rate differentials, state and local income taxes, valuation allowances on certain net operating losses, compensation expense associated with certain options granted prior to the initial public offering, and the production activities deduction, allowed under Section 199 of the Internal Revenue Code.

Table of Contents

Our effective tax rate for the nine months ended September 30, 2007 was 34%. For the same period in 2006, the effective tax rate was 37%. The decrease in the effective tax rate is primarily attributable to recent reductions in statutory tax rates in certain foreign taxing jurisdictions, the effects of revaluing net deferred tax liabilities in jurisdictions subjected to a reduced statutory tax rate and the increased benefit from the production activities deduction.

Liquidity and Capital Resources

Liquidity

Our principal sources of funds are cash flows from operations and borrowings. Our principal uses of funds consist of capital expenditures, payments of principal and interest on our debt facilities, payments of dividends to our shareholders and share repurchases from time to time pursuant to share repurchase authorizations. At September 30, 2007, we had working capital of $138.7 million including Cash and cash equivalents of $23.6 million as compared to working capital of $105.8 million including $15.8 million in Cash and cash equivalents as of December 31, 2006. This increase in working capital of 31% primarily attributable to changes in certain working capital items resulting from increased Net sales and the timing of income tax payments, offset by a decrease in the Current portion of Long-term debt resulting from Amendment No. 3 to our 2005 Senior Credit Facility.

Our cash flow from operations decreased to $129.9 million for the nine months ended September 30, 2007 as compared to $133.1 million for the nine months ended September 30, 2006. The decrease in operating cash flow for the period ending September 30, 2007, was primarily related to the increase in our inventory levels offset by other working capital items and depreciation and amortization. Increases in our inventory levels resulted in cash outflow of $14.2 million for the nine months ended September 30, 2007 as compared to cash inflow of $18.5 million for the nine months ended September 30, 2006. The increase in our inventory levels are a result of ramping up to fulfill current order trends. Increased depreciation and amortization was primarily attributable to the opening of our Albuquerque, New Mexico manufacturing facility. Net income increased $19.6 million for the nine months ended September 30, 2007 as compared to the same period in 2006, which partially offset the items discussed above.

Net cash used in investing activities decreased to $14.4 million for the nine months ended September 30, 2007 as compared to $24.8 million for the nine months ended September 30, 2006, a decrease of $10.4 million. The decrease is related to the decreased expenditures on our new manufacturing facility in New Mexico, which we opened in January 2007. In the same period in 2006, the facility was incurring significant capital spending in the construction phase. During 2007, we have spent $5.8 million on the acquisition of businesses related to the purchases of third-party distributors in Austria and Australia.

Cash flow used by financing activities was $108.9 million for the nine months ended September 30, 2007 as compared to $112.6 million for the nine months ended September 30, 2006, representing a decrease in cash flow used of $3.7 million. During the nine-months ended September 30, 2007, we repurchased 10.4 million shares of treasury stock for $300.0 million as compared to $144.0 in the same period in 2006 and had an additional draw on our Industrial Revenue Bonds of $15.4 million. Additionally, we paid $17.9 million in dividends to our shareholders through the nine-months ended September 30, 2007 and paid no dividends for the same period in 2006 and incurred a larger excess tax benefit related to stock-based compensation in 2007 as compared to 2006.

Table of Contents

Capital Expenditures

Capital expenditures totaled $8.2 million for the nine months ended September 30, 2007 and $24.2 million for the nine months ended September 30, 2006. We currently expect our 2007 capital expenditures to be approximately $15.0 million as compared to $37.2 million for 2006. This decrease in capital expenditures in 2007 is directly related to the completed construction of our Albuquerque, New Mexico production facility.

Debt Service

Our long-term debt increased to $555.8 million as of September 30, 2007 from $341.6 million as of December 31, 2006. During the nine months ended September 30, 2007, we increased borrowings on our Domestic Revolver by $243.5 million in order to fund our share repurchase authorization, through which we purchased 10.4 million shares at a total cost of $300.0 million. Additionally, on June 1, 2007, we increased the borrowings under the Bonds by an additional $15.4 million. Our total availability under the Revolvers was $75.5 million at September 30, 2007.

On June 8, 2007, we amended our 2005 Senior Credit Facility to increase our availability under the Domestic Revolver. Additionally, this amendment provides for the exercise of an accordion to increase our borrowing capacity by an additional $100 million. As a result of this amendment, which extinguished the foreign term loan, we recorded $0.1 million as a loss on extinguishment of debt related to the write-off of deferred financing fees incurred at the inception of the foreign term loan. On August 6, 2007, we exercised the accordion to increase our borrowing under the Domestic Revolver by an additional $100 million. The Company currently expects that, if it borrows under the increased revolver, the funds would be used for general corporate purposes, which could include funding share repurchases.

The interest rate and certain fees that we pay in connection with the 2005 Senior Credit Facility and the Bonds are subject to periodic adjustment based on changes in our consolidated leverage ratio.

Stockholders' Equity

Share Repurchase Authorization. On January 25, 2007, the Board of Directors approved a share repurchase authorization of up to $100.0 million of common stock. We repurchased 3.8 million shares of our common stock under this authorization for a total of $100.0 million and completed purchases from this authorization in June 2007. On July 19, 2007, our Board of Directors approved an additional share repurchase authorization of up to $200.0 million of common stock. As of September 30, 2007, we have repurchased 6.6 million shares of our common stock under this authorization for a total of approximately $200.0 million.

On October 16, 2007, the Board of Directors approved an additional share repurchase authorization of up to $300.0 million of our common stock. Share repurchases under this authorization may be made through open market transactions, negotiated purchases or otherwise, at times and in such amounts as we, and a committee of the Board, deem appropriate. This share repurchase authorization may be suspended, limited or terminated at any time without notice.

Dividend Program. In the first quarter of 2007, the Board of Directors approved an annual cash dividend of $0.24 per share annually, to be paid in quarterly installments of $0.06 to the owners of our common stock. In the second quarter of 2007, the Board of Directors increased the quarterly dividend to $0.08 per share. Our Board of Directors has authorized the fourth quarter $0.08 cash dividend per share to be paid on December 14, 2007 to shareholders of record as of November 30, 2007. This annual cash dividend program may be limited, suspended, or terminated at any time without prior notice. Prior to 2007, we had never previously declared a cash dividend for our common stock.

Table of Contents

Factors That May Affect Future Performance

Managing Growth—We have grown rapidly, with our Net sales increasing from $221.5 million in 2001 to $945.0 million for 2006 and $817.8 million for the nine months ended September 30, 2007. Our growth has placed, and will continue to place, a strain on our management, production, product distribution network, information systems and other resources. In response to these challenges, management has continued to invest in increased production capacity, enhanced operating and financial infrastructure and systems and continued expansion of the human resources in our operations. Our expenditures for advertising and other marketing-related activities are made as advertising rates are favorable to us and as the continued growth in the business allows us the ability to invest in building our brand.

Competition—Participants in the mattress and pillow industries compete primarily on price, quality, brand name recognition, product availability and product performance. We compete with a number of different types of mattress alternatives, including standard innerspring mattresses, other foam mattresses, waterbeds, futons, air beds and other air-supported mattresses. These alternative products are sold through a variety of channels, including furniture stores, specialty bedding stores, department stores, mass merchants, wholesale clubs, telemarketing programs, television infomercials and catalogs.

Our largest competitors have significant financial, marketing and manufacturing resources and strong brand name recognition, and sell their products through broad and well established distribution channels. Additionally, we believe that a number of our significant competitors offer mattress products claimed to be similar to our TEMPUR® mattresses and pillows. We are susceptible to competition from lower priced product offerings. We provide strong channel profits to our retailers and distributors, which management believes will continue to provide an attractive business model for our retailers.

Significant Growth Opportunities—We believe there are significant opportunities to take market share from the innerspring mattress industry as well as other sleep surfaces. Our market share of the overall mattress industry is relatively small in terms of both dollars and units, which we believe provides us with a significant opportunity for growth. By expanding our brand awareness and offering superior sleep surfaces, we believe consumers will continue to adopt our products at an increasing rate, which should expand our market share. We believe that the premium and specialty bedding categories that we target will continue to grow at a faster rate than the overall mattress industry and we believe we will continue to experience the benefits of this consumer adoption.

In addition, by expanding distribution within our existing accounts, we believe we have the opportunity to grow our business by expanding our sales force as necessary and extending our product line. Salesforce expansion allows our salespeople to focus on fewer stores, resulting in more time spent with each retail location to work with each retailer individually on merchandising, training and to educate retail associates about the benefits of our products. Additionally, by extending our product line, we should be able to continue to expand the number of Tempur-Pedic® models offered at the retail store level, which should lead to increased sales.

Our products are currently sold in approximately 6,270 furniture and bedding retail stores in the U. S. Within the addressable market of approximately 10,000 stores, our plan is to increase our total penetration to a total of 7,000 to 8,000 over time. Our products are also sold in approximately 4,920 furniture retail and department stores outside the U.S., out of a total of approximately 7,000 stores that we have identified as appropriate targets. We are continuing to develop products that are responsive to consumer demand in our markets internationally.

In addition to these growth opportunities, management believes that we currently supply only a small percentage of approximately 15,400 nursing homes and 5,000 hospitals in the U.S., with a collective bed count in excess of 2.7 million. Clinical evidence indicates that our products are both effective and cost efficient for the prevention and treatment of pressure ulcers, or bed sores, a major problem for elderly and bed-ridden patients. We have developed strategic relationships with healthcare companies who market joint product offerings through their established

distribution networks.

Table of Contents

We are also focused on the hospitality industry. We believe there are growth opportunities for our products through this channel as well as the opportunity to increase consumer trial and brand awareness. We have approximately 20 independent sales representatives who are targeting certain hotel chains and attending hospitality trade shows. In addition, we have an advertising campaign focused on this market segment.

Financial Leverage—As of September 30, 2007, we had $555.8 million of total Long-term debt outstanding, and our Stockholders' Equity was $28.1 million. Higher financial leverage makes us more vulnerable to adverse competitive, economic and industry conditions. We believe we will be able to decrease our Long-term debt in a manner consistent with historical experience. There can be no assurance, however, that our business will generate sufficient cash flow from operations to enable us to de-leverage the business or that future borrowings will be available under our 2005 Senior Credit Facility.

Exchange Rates— As a multinational company, we conduct our business in a wide variety of currencies and are therefore subject to market risk for changes in foreign exchange rates. We use foreign exchange forward contracts to manage a portion of the exposure to the risk of the eventual net cash inflows and outflows resulting from foreign currency denominated transactions between Tempur-Pedic subsidiaries and their customers and suppliers, as well as between the Tempur-Pedic subsidiaries themselves. These hedging transactions may not succeed in effectively managing our foreign currency exchange rate risk. See "ITEM 3. Quantitative and Qualitative Disclosures About Market Risk—Foreign Currency Exposures" under Part I of this report.

Foreign currency exchange rate movements also create a degree of risk by affecting the U.S. dollar value of sales made and costs incurred in foreign currencies. We do not enter into hedging transactions to hedge this risk. Consequently, our reported earnings and financial position could fluctuate materially as a result of foreign exchange gains or losses. Our outlook assumes no significant changes in currency values from current rates. Should currency rates change sharply, our results could be negatively impacted. See "ITEM 3. Quantitative and Qualitative Disclosures About Market Risk—Foreign Currency Exposures" under Part I of this report.

Critical Accounting Policies and Estimates

For a discussion of our critical accounting policies and estimates, see "ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Form 10-K for the year ended December 31, 2006. There have been no material changes to our critical accounting policies and estimates in 2007, except as follows:

Income Taxes—In July 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48), which is an interpretation of FASB Statement No. 109. FIN 48 clarifies the accounting and disclosure requirements for uncertainty in tax positions, as defined.

We adopted FIN 48 on January 1, 2007. As of January 1, 2007, we had unrecognized tax benefits of $8.4 million. The Company did not record any cumulative effect adjustment to retained earnings as a result of adopting FIN 48.

Impact of Recently Issued Accounting Pronouncements

See Note 2 in the Notes to Condensed Consolidated Financial Statements in ITEM 1 for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition, which is incorporated herein by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exposures

Our earnings, as a result of our global operating and financing activities, are exposed to changes in foreign currency exchange rates, which may adversely affect our results of operations and financial position. Our current outlook assumes no significant changes in currency values from current rates. Should currency rates change sharply, our results could be negatively impacted.

We protect a portion of our currency exchange exposure with foreign currency forward contracts. A sensitivity analysis indicates the potential loss in fair value on foreign currency forward contracts outstanding at September 30, 2007, resulting from a hypothetical 10% adverse change in all foreign currency exchange rates against the U.S. Dollar, is approximately $0.7 million. Such losses would be largely offset by gains from the revaluation or settlement of the underlying assets and liabilities that are being protected by the foreign currency forward contracts.

We do not apply hedge accounting to the foreign currency forward contracts used to offset currency-related changes in the fair value of foreign currency denominated assets and liabilities. These contracts are marked-to-market through earnings at the same time that the exposed assets and liabilities are remeasured through earnings.

Interest Rate Risk

We are exposed to changes in interest rates. Our 2005 Senior Credit Facility and the Series A Bonds issued in connection with our New Mexico facility are variable-rate debt. We currently do not expect to seek an amendment to the 2005 Senior Credit Facility that would have the effect of fixing the interest rate of any variable-rate debt.

Interest rate changes generally do not affect the market value of such debt but do impact the amount of our interest payments and therefore, our future earnings and cash flows, assuming other factors are held constant. On September 30, 2007, we had variable-rate debt of approximately $554.8 million. Holding other variables constant, including levels of indebtedness, a one hundred basis point increase in interest rates on our variable-rate debt would cause an estimated reduction in income before income taxes for the next year of approximately $5.5 million.

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act), as of the end of the period covered by this report. Based on that evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were effective as of September 30, 2007 and designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

During our last fiscal quarter, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Between October 7, 2005 and November 21, 2005, five complaints were filed against Tempur-Pedic International and certain of its directors and officers in the United States District Court for the Eastern District of Kentucky (Lexington Division) purportedly on behalf of a class of shareholders who purchased Tempur-Pedic International's stock between April 22, 2005 and September 19, 2005 (the "Securities Law Action"). These actions were consolidated, and a consolidated complaint was filed on February 27, 2006 asserting claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. Lead plaintiffs allege that certain of Tempur-Pedic International's public disclosures regarding its financial performance between April 22, 2005 and September 19, 2005 were false and/or misleading. On December 7, 2006 lead plaintiffs were permitted to file an amended complaint. We filed a motion to dismiss the Securities Law Action which has been fully briefed, and are now awaiting a decision on that motion. The plaintiffs seek compensatory damages, costs, fees and other relief within the Court's discretion. We strongly believe that the Securities Law Action lacks merit, and intend to defend against the claims vigorously. However, due to the inherent uncertainties of litigation, we cannot predict the outcome of the Securities Law Action at this time, and can give no assurance that these claims will not have a material adverse affect on our financial position or results of operations.

On November 10, 2005 and December 15, 2005, complaints were filed in the state courts of Delaware and Kentucky, respectively, against certain officers and directors of Tempur-Pedic International, purportedly derivatively on behalf of the Company (the Derivative Complaints). The Derivative Complaints assert that the named officers and directors breached their fiduciary duties when they allegedly sold Tempur-Pedic International's securities on the basis of material non-public information in 2005. In addition, the Delaware Derivative Complaint asserts a claim for breach of fiduciary duty with respect to the disclosures that also are the subject of the Securities Law Action described above. On December 14, 2005 and January 26, 2006, respectively, the Delaware court and Kentucky court stayed these derivative actions. Although the Kentucky court action remains stayed, the Delaware court action stay was lifted by the Court and the plaintiffs filed an amended complaint on April 5, 2007. The Company responded by filing a motion to dismiss the Delaware court action on April 19, 2007. That motion is fully briefed and is scheduled for oral argument. Tempur-Pedic International is also named as a nominal defendant in the Derivative Complaints, although the actions are derivative in nature and purportedly asserted on behalf of Tempur-Pedic International. Tempur-Pedic International is in the process of evaluating these claims.

On January 5, 2007, a purported class action was filed against the Company in the United States District Court for the Northern District of Georgia, Rome Division (Jacobs v. Tempur-Pedic International, Inc. and Tempur-Pedic North America, Inc., or the "Antitrust Action"). The Antitrust Action alleges violations of federal antitrust law arising from the pricing of Tempur-Pedic mattress products by Tempur-Pedic North America and certain distributors. The action alleges a class of all purchasers of Tempur-Pedic mattresses in the United States since January 5, 2003, and seeks damages and injunctive relief. Count Two of the complaint was dismissed by the court on June 25, 2007, based on a motion filed by the Company. Following a decision issued by the United States Supreme Court in *Leegin Creative Leather Prods., Inc. v. PSKS, Inc.* on June 28, 2007, we filed a motion to dismiss the remaining two counts of the Antitrust Action on July 10, 2007. That motion is fully briefed and the Company is awaiting a decision on the motion. We strongly believe that the Antitrust Action lacks merit, and intend to defend against the claims vigorously. However, due to the inherent uncertainties of litigation, we cannot predict the outcome of the Antitrust Action at this time, and can give no assurance that these claims will not have a material adverse affect on our financial position or results of operation.

We are involved in various other legal proceedings incident to the ordinary course of its business. We believe that the outcome of all such pending legal proceedings in the aggregate will not have a materially adverse effect on our business, financial condition, liquidity, or operating results.

Table of Contents

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this quarterly report, you should carefully consider the factors discussed under the heading, "Risk Factors" in Item IA of Part I of our annual report on Form 10-K, some of which are updated below. These risks are not the only ones facing the Company. Please also see "Special Note Regarding Forward-Looking Statements" on page 3.

We are subject to risks from our international operations, such as increased costs and the potential absence of intellectual property protection, which could impair our ability to compete and our profitability.

We currently conduct international operations in over 70 countries, and we may pursue additional international opportunities. We generated approximately 33% of our Net sales from non-U.S. operations during the nine months ended September 30, 2007. Our international operations are subject to the customary risks of operating in an international environment, including complying with foreign laws and regulations and the potential imposition of trade or foreign exchange restrictions, tariff and other tax increases, the potential assessment of duplicative taxes in multiple jurisdictions, fluctuations in exchange rates, inflation and unstable political situations, the potential unavailability of intellectual property protection and labor issues.

On October 24, 2007, the Company received an income tax assessment from the Danish tax authority with respect to the 2001, 2002 and 2003 tax years. The tax assessment relates to the royalty paid by our U.S. companies to our Danish subsidiary and the position taken by the Danish tax authority could apply to subsequent years. Management is currently evaluating the assessment. The Company believes it has meritorious defenses to the proposed adjustment and will oppose the assessment in the Danish courts. However, there is a reasonable possibility under FIN 48 that the amount of unrecognized tax benefits relating to this matter may change in the next twelve months. An estimate of the amount of such change cannot be made at this time.

Because we depend on our significant customers, a decrease or interruption in their business with us would reduce our sales and profitability.

Our top five customers, collectively, accounted for 19% and 18% of our Net sales for the three and nine months ended September 30, 2007, respectively. Many of our customer arrangements are by purchase order or are terminable at will at the option of either party. A substantial decrease or interruption in business from our significant customers could result in write-offs or in the loss of future business and could reduce our liquidity and profitability.

In the future, retailers may consolidate, undergo restructurings or reorganizations, or realign their affiliations, any of which could decrease the number of stores that carry our products or increase the ownership concentration in the retail industry. Some of these retailers may decide to carry only a limited number of brands of mattress products, which could affect our ability to sell our products to them on favorable terms, if at all. Our loss of significant customers would impair our sales and profitability and have a material adverse effect on our business, financial condition and results of operations.

We produce all of our products in three manufacturing facilities and unexpected equipment failures, delays in deliveries, catastrophic loss or construction delays may lead to production curtailments or shutdowns.

We manufacture all of our products at our three facilities in Aarup, Denmark, Duffield, Virginia and Albuquerque, New Mexico. An interruption in production capabilities at these plants as a result of equipment failure could result in our inability to produce our products, which would reduce our sales and earnings for the affected period. In addition, we generally deliver our products only after receiving the order from the customer or the retailer and thus do not hold large inventories. In the event of a disruption in production at either of our manufacturing facilities, even if only temporary, or if we experience delays as a result of events that are beyond our control, delivery

times could be severely affected. For example, a third party carrier could potentially be unable to deliver our products within acceptable time periods due to a labor strike or other disturbance in its business. Any significant delay in deliveries to our customers could lead to increased returns or cancellations and cause us to lose future sales. Any increase in freight charges could increase our costs of doing business and harm our profitability. We have introduced new distribution programs to increase our ability to deliver products on a timely basis, but if we fail to deliver products on a timely basis, we may lose sales which could decrease our liquidity and profitability. Our manufacturing facilities are also subject to the risk of catastrophic loss due to unanticipated events such as fires, explosions or violent weather conditions. We may in the future experience material plant shutdowns or periods of reduced production as a result of equipment failure, delays in deliveries or catastrophic loss.

Table of Contents

Our leverage limits our flexibility and increases our risk of default.

As of September 30, 2007, we had $556.1 million in total Long-term debt outstanding. In addition, as of September 30, 2007, our Stockholders' Equity was $28.1 million. Between October 2005 and September 30, 2007, we repurchased a total of $520.0 million in common stock pursuant to stock repurchase authorizations authorized by our Board of Directors. We funded the repurchase in part through borrowings under our 2005 Senior Credit Facility, which has substantially increased our leverage. On October 16, 2007, our Board of Directors authorized an additional stock repurchase program for up to $300.0 million of our common stock. Our Board of Directors may authorize additional share repurchases in the future and we may fund these repurchases with debt. In addition, in the first quarter of 2007 our Board of Directors initiated an annual $0.24 cash dividend, paid in quarterly installments of $0.06. In the second quarter of 2007, our Board of Directors increased the quarterly dividend payment to $0.08. We expect that payments of this dividend in 2007 will be approximately $23.8 million. Our degree of leverage could have important consequences to our investors, such as:

- limiting our ability to obtain in the future additional financing we may need to fund future working capital, capital expenditures, product development, acquisitions or other corporate requirements; and

- requiring the dedication of a substantial portion of our cash flow from operations to the payment of principal and interest on our debt, which will reduce the availability of cash flow to fund working capital, capital expenditures, product development, acquisitions and other corporate requirements.

In addition, the instruments governing our debt contain financial and other restrictive covenants, which limit our operating flexibility and could prevent us from taking advantage of business opportunities. In addition, our failure to comply with these covenants may result in an event of default. If such event of default is not cured or waived, we may suffer adverse effects on our operations, business or financial condition, including acceleration of our debt.

Our current executive officers, directors and their affiliates own a large percentage of our common stock and could limit you from influencing corporate decisions.

As of October 31, 2007, our executive officers, directors, and their respective affiliates own, in the aggregate, approximately 11% of our outstanding common stock on a fully diluted basis, after giving effect to the vesting of all unvested options. These stockholders, as a group, are able to influence all matters requiring approval by our stockholders, including mergers, sales of assets, the election of all directors, and approval of other significant corporate transactions, in a manner with which you may not agree or that may not be in your best interest.

Table of Contents

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Not applicable.

(b) Not applicable.

(c) Issuer Purchases of Equity Securities

The following table sets forth purchases of our common stock for the three months ended September 30, 2007:

Period	(a) Total number of shares purchased	(b) Average Price Paid per Share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares (or approximate dollar value) of shares that may yet be purchased under the plans or programs (in millions)
July 1, 2007 – July 31, 2007	2,329,600	$ 31.81	2,329,600	$ 125.9
August 1, 2007 – August 31, 2007	3,867,800	29.73	3,867,800	10.9
September 1, 2007 – September 30, 2007	364,089	29.97	364,089	--
Total	6,561,489		6,561,489	

On January 25, 2007, the Board of Directors authorized the repurchase of up to $100 million of our common stock. This January 2007 authorization was completed in June 2007. On July 19, 2007, the Board of Directors authorized the repurchase of up to $200 million of our common stock. This July 2007 authorization was completed in September 2007.

On October 16, 2007, the Board of Directors authorized the repurchase of up to $300 million of our common stock. Share repurchases under this authorization may be made through open market transactions, negotiated purchases or otherwise, at times and in such amounts as we, and a committee of the Board, deem appropriate. This share repurchase authorization may be suspended, limited or terminated at any time without notice.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

(a) Not applicable.

(b) Not applicable.

Table of Contents

ITEM 6. EXHIBITS

The following is an index of the exhibits included in this report:

10.1	Modification Agreement, dated as of August 6, 2007, among Tempur-Pedic, Inc., Tempur Production USA, Inc., Dan-Foam Aps, Tempur-Pedic International, Inc., Tempur World LLC, and Tempur World Holdings, LLC and certain other subsidiaries as guarantors, Bank of America, N.A., Nordea Bank Danmark A/S, Fifth Third Bank, Sun Trust Bank, JPMorgan Chase Bank, N.A. and Wells Fargo Bank, N.A., Regions Bank, and National City Bank.
31.1	Certification of Chief Executive Officer, pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78r), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TEMPUR-PEDIC INTERNATIONAL INC.
(Registrant)

Date: November 1, 2007

By: /s/ DALE E. WILLIAMS

Dale E. Williams
Executive Vice President, Chief Financial Officer,
and Secretary