

TEMPUR PEDIC INTERNATIONAL INC
Form DEFA14A
March 25, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to § 240.14a-12

TEMPUR-PEDIC INTERNATIONAL INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

TEMPUR-PEDIC INTERNATIONAL INC.

IMPORTANT NOTICE

Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held May 5, 2009

Stockholder Meeting to be held on May 5, 2009

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

Proxy Materials Available on the Internet

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information in the proxy material before voting.

Notice and Proxy Statement
Annual Report on Form 10-K
Form of Proxy

The Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

TEMPUR-PEDIC INTERNATIONAL INC.
1713 JAGGIE FOX
LEXINGTON, KY 40511

PROXY MATERIALS - VIEW OR RECEIVE

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 21, 2009 to facilitate timely delivery.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number available and visit:

HOW TO REQUEST A COPY OF MATERIALS

- 1) BY INTERNET- www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL*- sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

R1TPD

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

Meeting Type: Annual
Meeting Date: 5/5/09
Meeting Time: 10:00 a.m. EDT
For holders as 3/6/09

Meeting Location:

THE OFFICES OF BINGHAM MCCUTCHEN LLP
ONE FEDERAL STREET, 13TH FLOOR
BOSTON, MA 02110

Meeting Directions:

For Meeting Directions, Please Call:
(617-951-8000)

R1TPD

How To Vote

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet

To vote now by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Matters Intended to be
Acted Upon at the
Annual Meeting

1. ELECTION OF
DIRECTORS

Nominees:

01) H. Thomas Bryant	06) Nancy F. Koehn
02) Francis A. Doyle	07) Christopher A. Mastro
03) John Heil	08) P. Andrews McLane
04) Peter K. Hoffman	09) Mark Sarvary
05) Sir Paul Judge	10) Robert B. Trussell, Jr.

THE BOARD OF DIRECTORS UNANIMOUSLY
RECOMMENDS A VOTE "FOR" THE ELECTION TO
THE BOARD OF DIRECTORS OF EACH OF THE
NOMINEES.

2. FIRST AMENDMENT TO THE AMENDED AND
RESTATED 2003 EQUITY INCENTIVE PLAN

THE BOARD OF DIRECTORS UNANIMOUSLY
RECOMMENDS A VOTE "FOR" THE FIRST
AMENDMENT TO OUR AMENDED AND RESTATED
2003 EQUITY INCENTIVE PLAN.

3. RATIFICATION OF ERNST & YOUNG LLP AS
INDEPENDENT AUDITORS

THE BOARD OF DIRECTORS UNANIMOUSLY
RECOMMENDS A VOTE "FOR" THE RATIFICATION
OF THE APPOINTMENT OF ERNST & YOUNG LLP
TO SERVE AS TEMPUR-PEDIC INTERNATIONAL'S
INDEPENDENT AUDITORS FOR THE YEAR ENDING
DECEMBER 31, 2009.

R1TPD

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