

TEMPUR PEDIC INTERNATIONAL INC  
Form SC 13G  
February 13, 2004

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OMB APPROVAL

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_\_\_)\***

Tempur-Pedic International, Inc.

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(Name of Issuer)

Common Stock Par Value \$.01

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(Title of Class of Securities)

88023U 10 1

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(CUSIP Number)

12/31/03

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(Date of Event Which Requires Filing of this Statement)

**This schedule is being filed pursuant to Rule 13d-1 (d)**

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 88023U 10 1

13G

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1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

TA IX L.P.	04-3520503
TA/Advent VIII L.P.	04-3334380
TA/Atlantic and Pacific IV L.P.	04-3465628
TA Strategic Partners Fund A L.P.	01-0682418
TA Strategic Partners Fund B L.P.	01-0682422
TA Subordinated Debt Fund L.P.	04-3506994
TA Investors LLC	04-3395404

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2. Check the Box if a Member of a Group\*

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization

TA IX L.P.	Delaware
TA/Advent VIII L.P.	Delaware
TA/Atlantic and Pacific IV L.P.	Delaware
TA Strategic Partners Fund A L.P.	Delaware
TA Strategic Partners Fund B L.P.	Delaware
TA Subordinated Debt Fund L.P.	Delaware
TA Investors LLC	Delaware

5. Sole Voting Power

	TA IX L.P.	25,949,982
	TA/Advent VIII L.P.	6,440,662
	TA/Atlantic and Pacific IV L.P.	6,487,506
	TA Strategic Partners Fund A L.P.	531,313
	TA Strategic Partners Fund B L.P.	95,363
	TA Subordinated Debt Fund L.P.	2,502,365
NUMBER OF	TA Investors LLC	697,828

6. Shared Voting Power

BENEFICIALLY

OWNED BY N/A

EACH

7. Sole Dispositive Power

REPORTING

PERSON	TA IX L.P.	25,949,982
WITH	TA/Advent VIII L.P.	6,440,662
	TA/Atlantic and Pacific IV L.P.	6,487,506
	TA Strategic Partners Fund A L.P.	531,313
	TA Strategic Partners Fund B L.P.	95,363
	TA Subordinated Debt Fund L.P.	2,502,365
	TA Investors LLC	697,828

8. Shared Dispositive Power

N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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TA IX L.P.	25,949,982
TA/Advent VIII L.P.	6,440,662
TA/Atlantic and Pacific IV L.P.	6,487,506
TA Strategic Partners Fund A L.P.	531,313
TA Strategic Partners Fund B L.P.	95,363
TA Subordinated Debt Fund L.P.	2,502,365
TA Investors LLC	697,828

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11. Percent of Class Represented by Amount in Row 9

TA IX L.P.	26.68%
TA/Advent VIII L.P.	6.62%
TA/Atlantic and Pacific IV L.P.	6.67%
TA Strategic Partners Fund A L.P.	0.55%
TA Strategic Partners Fund B L.P.	0.10%
TA Subordinated Debt Fund L.P.	2.57%
TA Investors LLC	0.72%

12. Type of Reporting Person

Each entity is a Partnership

**SEE INSTRUCTION BEFORE FILLING OUT!**

**Item 1 (a) Name of Issuer:** Tempur-Pedic International, Inc.

**Item 1 (b) Address of Issuer's Principal Executive Offices:**

1713 Jaggie Fox Way  
Lexington, Kentucky 40511

**Item 2 (a) Name of Person Filing:**

TA IX L.P.  
TA/Advent VIII L.P.  
TA/Atlantic and Pacific IV L.P.  
TA Strategic Partners Fund A L.P.  
TA Strategic Partners Fund B L.P.  
TA Subordinated Debt Fund L.P.  
TA Investors LLC

**Item 2 (b) Address of Principal Business Office:**

c/o TA Associates  
125 High Street, Suite 2500  
Boston, MA 02110

**Item 2 (c) Citizenship:** Not Applicable

**Item 2 (d) Title and Class of Securities:** Common

**Item 2 (e) CUSIP Number:** 88023U 10 1

**Item 3** If this statement is filed pursuant to Rules 13d-1 (b) or 13d-2 (b), check whether the person filing is a:

Not Applicable

**Item 4** **Ownership**

**Item 4 (a)** **Amount Beneficially Owned:**

**Common Stock**

TA IX L.P.	25,949,982
TA/Advent VIII L.P.	6,440,662
TA/Atlantic and Pacific IV L.P.	6,487,506
TA Strategic Partners Fund A L.P.	531,313
TA Strategic Partners Fund B L.P.	
TA Subordinated Debt Fund L.P.	95,363
	2,502,365
TA Investors LLC	697,828

**Item 4 (b)** **Percent of Class**

**Percentage**

TA IX L.P.	26.68%
TA/Advent VIII L.P.	6.62%
TA/Atlantic and Pacific IV L.P.	6.67%
TA Strategic Partners Fund A L.P.	0.55%
TA Strategic Partners Fund B L.P.	0.10%
	2.57%

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TA Subordinated Debt Fund L.P. 0.72%

TA Investors LLC

**Item 4 (c) Number of shares as to which such person has:**

**(i) sole power to vote or direct the vote:**

**Common Stock**

TA IX L.P.	25,949,982
TA/Advent VIII L.P.	6,440,662
TA/Atlantic and Pacific IV L.P.	6,487,506
TA Strategic Partners Fund A L.P.	531,313
TA Strategic Partners Fund B L.P.	

TA Subordinated Debt Fund L.P.	95,363
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	2,502,365
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TA Investors LLC	697,828
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**(ii) shared power to vote or direct the vote:**

N/A

**(iii) sole power to dispose or direct the disposition:**

**Common Stock**

TA IX L.P.	25,949,982
TA/Advent VIII L.P.	6,440,662
TA/Atlantic and Pacific IV L.P.	6,487,506
TA Strategic Partners Fund A L.P.	531,313
TA Strategic Partners Fund B L.P.	95,363
TA Subordinated Debt Fund L.P.	2,502,365
TA Investors LLC	697,828

**(iv) shared power to dispose or direct the disposition**

N/A

**Item 5 Ownership of Five Percent or Less of a Class:**

Not Applicable

**Item 6 Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7 Identification and Classification of the subsidiary that acquired the Security being reported on by the Parent Holding Company:**

Not Applicable

**Item 8 Identification and Classification of Members of the Group:**

This schedule 13G is filed pursuant to Rule 13d-1 (d). For the agreement of the TA group members to a joint filing, see below.

**Item 9 Notice of Dissolution of Group:**

Not Applicable

**Item 10 Certification:**

Not Applicable



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Agreement for Joint Filing**

TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., TA Subordinated Debt Fund L.P. and TA Investors LLC, hereby agree that TA Associates shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Tempur-Pedic International, Inc.

Dated: February 13, 2004

**TA IX L.P.**

By: TA Associates IX LLC., its General Partner

By: TA Associates, Inc. its Manager

By: \_\_\_\_\_ /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

**TA/Advent VIII L.P.**

By: TA Associates VIII LLC, its General Partner

By: TA Associates, Inc. its Manager

By: \_\_\_\_\_ /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

**TA/Atlantic and Pacific IV L.P.**

By: TA Associates AP IV L.P., its General Partner

By: TA Associates, Inc. its General Partner

By: \_\_\_\_\_ /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

**TA Strategic Partners Fund A L.P.**

By: TA Associates SPF L.P., its General Partner

By: TA Associates, Inc. its General Partner

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By:                   /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

**TA Strategic Partners Fund B L.P.**

By: TA Associates SPF L.P., its General Partner

By: TA Associates, Inc. its General Partner

By:                   /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

**TA Subordinated Debt Fund L.P.**

By: TA Associates SDF LLC., its General Partner

By: TA Associates, Inc. its Manager

By:                   /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer

**TA Investors LLC**

By: TA Associates, Inc., its Manager

By:                   /s/ THOMAS P. ALBER

Thomas P. Alber, Chief Financial Officer