

TEMPUR PEDIC INTERNATIONAL INC
Form DEFA14A
March 24, 2008
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:
-

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on 5/6/08.

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 contained in the proxy materials before voting.

The following materials are available for view.

Notice and Proxy Statement / Form 10-K

To view this material, have the 12-digit Control #(s) available and visit: www.proxyvote.com

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If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 4/16/08.

To request material: Internet: www.proxyvote.com Telephone: 1-800-579-1639 **Email: sendmaterial@proxyvote.com

** If requesting material by email please send a blank e-mail with the 12-digit Control # (located on the following page) in the subject line.

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

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

Vote in Person

Many stockholder 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.

- 1-BROADRIDGEXXXXXXXXXXXXXXXXXXXXXXXXXXXX40
- 2-FINANCIAL SOLUTIONSXXXXXXXXXXXXXXXXXXXX40
- 3-ATTESTATION:XXXXXXXXXXXXXXXXXXXXXXXXXXXX40
- 4-TEST PRINT
- 5-51 MERCEDES WAY
- 6-EDGEWOOD,
- 7-NY
- 8-11717

Vote by Internet

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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.

Meeting Location
The Annual Meeting for holders as of 3/7/08
is to be held on 5/6/08 at 10:00 A.M. Local Time
at: Bingham McCutchen LLP
150 Federal Street
Boston, Massachusetts 02110

Directions/Access to Garage (Entrance on High Street)

- From the North: From I-93 South and the Tobin Bridge, take Exit 23 (Purchase Street/South Station). Upon exiting proceed on Purchase Street to the fifth set of traffic lights and turn right onto Summer Street. Turn right at the next set of lights (High Street). Continue on High Street 1-1/2 blocks. The High Street entrance to the garage is just before Congress Street on the left.
- From the South: Take I-93 north to Exit 20 (Mass. Turnpike/South Station. Stay in left lane. While on the long ramp, follow the sign for South Station/Chinatown. Continue straight (Lincoln Street) and at the 3rd traffic light turn right onto Summer Street. Take next left onto High Street. Continue on High Street 1-1/2 blocks. The High Street entrance to the garage is just before Congress Street on the left.
- From the West: Take the Mass. Turnpike (I-90) to Exit 24-A (South Station), following signs for Atlantic Avenue. At the 3rd traffic light, turn left onto Summer Street. Continue on Summer Street through 2 traffic lights, turning right onto High Street. Continue on High Street 1 1/2 blocks. The High Street entrance to the garage is just before Congress street on the left.
- From Logan Airport:: Follow the "Exit" signs from the airport to the Sumner Tunnel. Stay in the left lane of the tunnel. At the end of the tunnel, bear left and follow signs for Government Center. Turn left onto Congress Street. Follow Congress Street to Purchase Street. Turn right onto Purchase Street. Follow Purchase Street to Summer Street. Turn right onto Summer Street, turn right at the next set of lights (High Street). Continue on High Street 1 1/2 blocks. The High Street entrance to the garage is just before Congress Street on the left.

Follow signs to the Bingham McCutchen Parking Area (despite any signage stating that the garage is full). Enter the garage, taking a ticket from the machine to open the gate. Drive to the first level. A Standard Parking attendant will part your vehicle after issuing a valet check, to be used for retrieving your vehicle when leaving the building.

From the MBTA Red Line, Amtrak, and Commuter Rail (South Station). Coming out of South Station onto Summer Street, cross Surface Road and walk one block to High Street. Turn right on High Street. Proceed to 80 High Street (80 High Street is an alternate entrance to 150 Federal Street).

THIS AREA RESERVED FOR LANGUAGE
PERTAINING TO HOUSEHOLDING
IF APPLICABLE.

PAGE B (OF DUPLEX A/B)

Voting Items

1. ELECTION OF DIRECTORS

Nominees:

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

2. AMENDMENT TO THE 2003 EQUITY INCENTIVE PLAN

3. RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS

Our Board of Directors asks you to vote in favor of the director nominees, an amendment to the 2003 Equity Incentive Plan and the ratification of Ernst & Young LLP as the Company's independent registered public accounting firm. This Proxy Statement provides you with detailed information about each of these matters. We encourage you to read this Proxy Statement carefully.

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