

TEMPUR PEDIC INTERNATIONAL INC
Form SC 13G
February 13, 2008

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.

(Name of Issuer)

Common Stock Par Value \$.01

(Title of Class of Securities)

88023U 10 1

(CUSIP Number)

12/31/07

(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

TA Associates Inc. 04-3205751

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

(a) x(b) ..

3. SEC Use Only

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

TA Associates Inc. Delaware

NUMBER OF 5. Sole Voting Power

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SHARES

| | | |
|--------------|-----------------------------------|-----------|
| BENEFICIALLY | TA IX L.P. | 2,655,725 |
| OWNED BY | TA/Advent VIII L.P. | 669,274 |
| EACH | TA/Atlantic and Pacific IV L.P. | 665,419 |
| REPORTING | TA Strategic Partners Fund A L.P. | 52,372 |
| PERSON | TA Strategic Partners Fund B L.P. | 9,627 |
| WITH | TA Subordinated Debt Fund L.P. | 259,610 |
| | TA Investors LLC | 87,160 |
| | TA Associates Inc. | 38,690 |

6. Shared Voting Power

N/A

7. Sole Dispositive Power

| | |
|-----------------------------------|-----------|
| TA IX L.P. | 2,655,725 |
| TA/Advent VIII L.P. | 669,274 |
| TA/Atlantic and Pacific IV L.P. | 665,419 |
| TA Strategic Partners Fund A L.P. | 52,372 |
| TA Strategic Partners Fund B L.P. | 9,627 |
| TA Subordinated Debt Fund L.P. | 259,610 |
| TA Investors LLC | 87,160 |
| TA Associates Inc. | 38,690 |

8. Shared Dispositive Power

N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

| | |
|------------|-----------|
| TA IX L.P. | 2,655,725 |
|------------|-----------|

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| | |
|-----------------------------------|---------|
| TA/Advent VIII L.P. | 669,274 |
| TA/Atlantic and Pacific IV L.P. | 665,419 |
| TA Strategic Partners Fund A L.P. | 52,372 |
| TA Strategic Partners Fund B L.P. | 9,627 |
| TA Subordinated Debt Fund L.P. | 259,610 |
| TA Investors LLC | 87,160 |
| TA Associates Inc. | 38,690 |

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

..

11. Percent of Class Represented by Amount in Row 9

| | |
|-----------------------------------|-------|
| TA IX L.P. | 3.56% |
| TA/Advent VIII L.P. | 0.90% |
| TA/Atlantic and Pacific IV L.P. | 0.89% |
| TA Strategic Partners Fund A L.P. | 0.07% |
| TA Strategic Partners Fund B L.P. | 0.01% |
| TA Subordinated Debt Fund L.P. | 0.35% |
| TA Investors LLC | 0.12% |
| TA Associates Inc. | 0.05% |

12. Type of Reporting Person

Six Partnerships

One Corporation

One Limited Liability Company

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
TA Associates Inc.

Item 2 (b) Address of Principal Business Office:

c/o TA Associates
John Hancock Tower
200 Clarendon St 56th Floor

Boston, MA 02116

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. | 2,655,725 |
| TA/Advent VIII L.P. | 669,274 |
| TA/Atlantic and Pacific IV L.P. | 665,419 |
| TA Strategic Partners Fund A L.P. | 52,372 |
| TA Strategic Partners Fund B L.P. | 9,627 |
| TA Subordinated Debt Fund L.P. | 259,610 |
| TA Investors LLC | 87,160 |
| TA Associates Inc. | 38,690 |

Item 4 (b) Percent of Class

Percentage

| | |
|---------------------|-------|
| TA IX L.P. | 3.56% |
| TA/Advent VIII L.P. | 0.90% |

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| | |
|-----------------------------------|-------|
| TA/Atlantic and Pacific IV L.P. | 0.89% |
| TA Strategic Partners Fund A L.P. | 0.07% |
| TA Strategic Partners Fund B L.P. | 0.01% |
| TA Subordinated Debt Fund L.P. | 0.35% |
| TA Investors LLC | 0.12% |
| TA Associates Inc. | 0.05% |

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. | 2,655,725 |
| TA/Advent VIII L.P | 669,274 |
| TA/Atlantic and Pacific IV L.P. | 665,419 |
| TA Strategic Partners Fund A L.P. | 52,372 |
| TA Strategic Partners Fund B L.P. | 9,627 |
| TA Subordinated Debt Fund L.P. | 259,610 |
| TA Investors LLC | 87,160 |
| TA Associates Inc. | 38,690 |

(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. | 2,655,725 |
| TA/Advent VIII L.P | 669,274 |
| TA/Atlantic and Pacific IV L.P. | 665,419 |
| TA Strategic Partners Fund A L.P. | 52,372 |
| TA Strategic Partners Fund B L.P. | 9,627 |
| TA Subordinated Debt Fund L.P. | 259,610 |
| TA Investors LLC | 87,160 |
| TA Associates Inc. | 38,690 |

(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., TA Investors LLC and TA Associates Inc. 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, 2008

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

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

TA Associates, Inc.

By: /s/ THOMAS P. ALBER
Thomas P. Alber, Chief Financial Officer