

TEMPUR PEDIC INTERNATIONAL INC  
Form SC 13G  
March 08, 2013

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  
(Title of Class  
of Securities)

88023U101  
(CUSIP  
Number)

March 8, 2013  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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Pages)

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\*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 on 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).

|   |   |  |
|---|---|--|
|   |   | NAME OF REPORTING PERSON   |
| 1 |   | SENATOR INVESTMENT GROUP LP  |
|   |   | CHECK THE APPROPRIATE  |
| 2 |   | BOX IF A MEMBER (b) x OF A GROUP                                   |
| 3 |   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                  |
| 4 |   | DELAWARE   |
|   |   | SOLE VOTING POWER  |
|   |   | 5,040,000 SHARED VOTING POWER                                      |
|   | 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
|   |   | 0 SOLE DISPOSITIVE POWER   |
|   | 7 |  |
|   |   | 5,040,000 SHARED DISPOSITIVE POWER                                 |
|   | 8 |  |
|   |   | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON     |
| 9 |   | 5,040,000  |

|    |   |
|----|---|
| 10 | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED BY |
| 11 | AMOUNT IN ROW<br>(9)  |
| 12 | 8.43%<br>TYPE OF<br>REPORTING<br>PERSON   |
|    | IA  |

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Item 1(a). NAME OF ISSUER

Tempur-Pedic International Inc.

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1000 Tempur Way  
Lexington, Kentucky 40511

Item 2(a). NAME OF PERSON FILING

Senator Investment Group LP

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The principal office of Senator Investment Group LP is:

510 Madison Avenue  
28th Floor  
New York, NY 10022

Item 2(c). CITIZENSHIP

Senator Investment Group LP is a Delaware limited partnership.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock

Item 2(e). CUSIP NUMBER

88023U101

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

Not applicable.

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Item 4. OWNERSHIP

(a) Amount beneficially owned: 5,040,000

(b) Percent of class: 8.43%

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

(i) Sole power to vote or to direct the vote:

5,040,000

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

5,040,000

(iv) Shared power to dispose or to direct the disposition of:

0

Senator Investment Group LP, a Delaware limited partnership, serves as investment manager to two Delaware limited partnerships, four Cayman Islands limited partnerships, and a Cayman Islands company (collectively, the "Funds"), and as such, has investment discretion with respect to the Funds. Douglas Silverman, a United States citizen, and Alexander Klabin, a United States citizen, have control of a Delaware limited liability company that may be deemed to control Senator Investment Group LP.

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

The partners and shareholders of the Funds have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities reported herein held by the Funds in accordance with their respective ownership interests in the Funds.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.





Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated as of March 8, 2013

SENATOR  
INVESTMENT  
GROUP LP

By: Evan Gartenlaub  
General Counsel

By: /s/ Evan Gartenlaub