

TEMPUR PEDIC INTERNATIONAL INC  
Form 8-K/A  
April 27, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 25, 2012

TEMPUR-PEDIC INTERNATIONAL INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 001-31922<br>(Commission File Number) | 33-1022198<br>(I.R.S. Employer Identification<br>No.) |
|---|---------------------------------------|---|

1713 Jaggie Fox Way  
Lexington, Kentucky 40511  
(Address of principal executive offices) (Zip Code)

(800) 878-8889  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## EXPLANATORY NOTE

This amendment is to correct the reported votes regarding ratification of the appointment of Ernst & Young LLP as the Company's independent auditors. The original filing erroneously included an entry for "Broker Non-Votes" with respect to that item.

## Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) Tempur-Pedic International Inc.'s (the Company) annual meeting of stockholders was held on April 25, 2012.
- (b) The name of each director elected at the meeting and a brief description of each other matter voted upon at the meeting is set forth as in (c) below.
- (c) The stockholders elected all of the Company's nominees for directors; ratified the appointment of Ernst and Young as the Company's independent auditor for the year ending December 31, 2012; and approved on an advisory basis the Compensation of Named Executive Officers. The tabulation of votes for each proposal is as follows:

## 1) Election of Directors:

|                         | For        | Against | Abstain | Broker<br>Non-Votes |
|-------------------------|------------|---------|---------|---------------------|
| Evelyn S. Dilsaver      | 55,067,389 | 28,379  | 2,122   | 4,827,931           |
| Frank Doyle             | 55,054,723 | 37,650  | 5,517   | 4,827,931           |
| John Heil               | 55,072,705 | 19,335  | 5,850   | 4,827,931           |
| Peter K. Hoffman        | 55,060,895 | 30,196  | 6,799   | 4,827,931           |
| Sir Paul Judge          | 54,746,515 | 343,140 | 8,235   | 4,827,931           |
| Nancy F. Koehn          | 55,070,248 | 25,520  | 2,122   | 4,827,931           |
| Christopher A. Masto    | 55,081,852 | 10,127  | 5,911   | 4,827,931           |
| P. Andrews McLane       | 55,078,945 | 13,096  | 5,849   | 4,827,931           |
| Mark Sarvary            | 55,067,468 | 24,817  | 5,605   | 4,827,931           |
| Robert B. Trussell, Jr. | 55,021,720 | 70,468  | 5,702   | 4,827,931           |

## 2) Ratification of Independent Auditors:

| For        | Against | Abstain |
|------------|---------|---------|
| 59,505,164 | 418,770 | 1,887   |

## 3) Advisory Vote to Approve the Compensation of Named Executive Officers as described in our proxy statement:

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 54,862,682 | 227,124 | 8,084   | 4,827,931           |

- (d) As reported in a prior Current Report on Form 8-K, more than a majority of shares voting at the 2011 annual meeting voted, on a non-binding advisory basis, in favor of an annual frequency for future Say-on-Pay Votes. The Company currently intends, in light of that vote, to hold future Say-on-Pay votes annually, until the next required vote on the frequency of Say-on-Pay votes under the rules of the Securities and Exchange Commission, which will be the 2017 annual meeting of stockholders.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Tempur-Pedic International Inc.

Date: April 27, 2012

By: /s/ DALE E. WILLIAMS  
Name: Dale E. Williams  
Title: Executive Vice President and  
Chief Financial Officer