

FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS LP  
Form SC 13G/A  
February 14, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

Tempur-Pedic International Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

88023U 10 1

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(CUSIP Number)

December 31, 2005

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(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)

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x 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).

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CUSIP No. 88023U 10 1

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Friedman Fleischer & Lowe Capital Partners, L.P. 52-2137801

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF  
SHARES

0  
6. Shared Voting Power

BENEFICIALLY

OWNED BY  
EACH

5,724,840  
7. Sole Dispositive Power

REPORTING  
PERSON

0  
8. Shared Dispositive Power

WITH:

5,724,840

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,724,840

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

..

11. Percent of Class Represented by Amount in Row (9)

6.2%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 88023U 10 1

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

FFL Executive Partners, L.P. 94-3365731

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

0

6. Shared Voting Power

BENEFICIALLY

OWNED BY

103,563

7. Sole Dispositive Power

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power

WITH:

103,563

9. Aggregate Amount Beneficially Owned by Each Reporting Person

103,563

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

..

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 88023U 10 1

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Friedman Fleischer & Lowe GP, LLC 52-2137805

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

0

6. Shared Voting Power

BENEFICIALLY

OWNED BY

5,828,403

7. Sole Dispositive Power

EACH

REPORTING

PERSON

0

8. Shared Dispositive Power

WITH:

5,828,403

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,8828,403

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

..

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person (See Instructions)

OO

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CUSIP No. 88023U 10 1

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Tully M. Friedman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

NUMBER OF

SHARES

584,434  
6. Shared Voting Power

BENEFICIALLY

OWNED BY

EACH

5,828,403  
7. Sole Dispositive Power

REPORTING

PERSON

585,434  
8. Shared Dispositive Power

WITH:

5,828,403

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,413,837

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

..

11. Percent of Class Represented by Amount in Row (9)

6.9%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 88023U 10 1

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**Christopher A. Masto**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

SHARES

278,947

6. Shared Voting Power

BENEFICIALLY

OWNED BY

5,828,403

7. Sole Dispositive Power

EACH

REPORTING

PERSON

278,947

8. Shared Dispositive Power

WITH:

5,828,403

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,107,350

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

..

11. Percent of Class Represented by Amount in Row (9)

6.6%

12. Type of Reporting Person (See Instructions)

IN

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**Item 1.**

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

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

1713 Jaggie Fox Way

Lexington, KY 40511

**Item 2.**

**(a) Name of Person Filing**

This schedule is being filed on behalf of the following persons:

(i) Friedman Fleischer & Lowe Capital Partners, LP

(ii) FFL Executive Partners, LP

(iii) Friedman Fleischer & Lowe GP, LLC

(iv) Tully M. Friedman

(v) Christopher A. Masto

**(b) Address of Principal Business Office or, if none, Residence**

The principal business address of the persons filing this Schedule 13G is One Maritime Plaza, Suite 1000, San Francisco, CA 94111.

**(c) Citizenship**

Friedman Fleischer & Lowe Capital Partners, L.P., FFL Executive Partners, L.P. and Friedman Fleischer & Lowe GP, LLC are organized under the laws of the state of Delaware. Messrs. Friedman and Masto are citizens of the United States of America.

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP Number**

88023U 10 1

**Item 3.**

Not applicable.

**Item 4. Ownership.**

**(a) Amount beneficially owned:**

Friedman Fleischer & Lowe Capital Partners, L.P.	5,724,840 shares
FFL Executive Partners, L.P.	103,563 shares
Friedman Fleischer & Lowe GP, LLC	5,828,403 shares
Tully M. Friedman	6,413,837 shares
Christopher A. Masto	6,107,350 shares

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**(b) Percent of class:**

Friedman Fleischer & Lowe Capital Partners, L.P.	6.2%
FFL Executive Partners, L.P.	0.1%
Friedman Fleischer & Lowe GP, LLC	6.3%
Tully M. Friedman	6.9%
Christopher A. Masto	6.6%

**(c) Number of shares as to which the person has:****(i) Sole power to vote or to direct the vote:**

Friedman Fleischer & Lowe Capital Partners, L.P.	0 shares
FFL Executive Partners, L.P.	0 shares
Friedman Fleischer & Lowe GP, LLC	0 shares
Tully M. Friedman	585,434 shares
Christopher A. Masto	278,947 shares

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

Friedman Fleischer & Lowe Capital Partners, L.P.	5,724,840 shares
FFL Executive Partners, L.P.	103,563 shares
Friedman Fleischer & Lowe GP, LLC	5,828,403 shares
Tully M. Friedman	5,828,403 shares
Christopher A. Masto	5,828,403 shares

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

Friedman Fleischer & Lowe Capital Partners, L.P.	0 shares
FFL Executive Partners, L.P.	0 shares
Friedman Fleischer & Lowe GP, LLC	0 shares
Tully M. Friedman	585,434 shares
Christopher A. Masto	278,947 shares

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

Friedman Fleischer & Lowe Capital Partners, L.P.	5,724,840 shares
FFL Executive Partners, L.P.	103,563 shares
Friedman Fleischer & Lowe GP, LLC	5,828,403 shares
Tully M. Friedman	5,828,403 shares
Christopher A. Masto	5,828,403 shares

The shares of Common Stock beneficially owned by the persons named in this Schedule 13G are directly held by Friedman Fleischer & Lowe Capital Partners, L.P. ( FFL Capital Partners ) and FFL Executive Partners, L.P. ( FFL Executive Partners ) and together with FFL Capital Partners, the FFL Funds ).

Friedman Fleischer & Lowe GP, LLC ( FFL GP ) is the General Partner of the FFL Funds. As such, FFL GP may be deemed to have the power to direct the voting and disposition of the shares owned by the FFL Funds. FFL GP disclaims beneficial ownership of any shares of Common Stock owned by the FFL Funds, except to the extent of its pecuniary interest therein.

Tully M. Friedman and Christopher A. Masto are, respectively, Senior Managing Member and Managing Member of FFL GP and have the power to vote or direct the voting of the shares held by the FFL Funds. Messrs. Friedman and Masto disclaim beneficial ownership of any shares of Common Stock owned by the FFL Funds, except to the extent of their pecuniary interest therein.

Mr. Masto's shares are held in a revocable trust for the benefit of Mr. Masto's children.

**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 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**

Not applicable.

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**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.

Date: February 13, 2006

FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS, L.P.

By: Friedman Fleischer & Lowe GP, LLC, its general partner

By: /s/ Christopher A. Masto  
Name: Christopher A. Masto  
Title: Managing Member

FFL EXECUTIVE PARTNERS, L.P.

By: Friedman Fleischer & Lowe GP, LLC, its general partner

By: /s/ Christopher A. Masto  
Name: Christopher A. Masto  
Title: Managing Member

FRIEDMAN FLEISCHER & LOWE GP, LLC

By: /s/ Christopher A. Masto  
Name: Christopher A. Masto  
Title: Managing Member

/s/ Tully M. Friedman  
Tully M. Friedman

/s/ Christopher A. Masto  
Christopher A. Masto

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**EXHIBIT A**

**AGREEMENT REGARDING JOINT FILING**

The undersigned hereby agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Tempur-Pedic International Inc.

Dated as of the 13th day of February, 2006.

FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS, L.P.

By: Friedman Fleischer & Lowe GP, LLC, its general partner

By /s/ Christopher A. Masto  
Name: Christopher A. Masto  
Title: Managing Member

FFL EXECUTIVE PARTNERS, L.P.

By: Friedman Fleischer & Lowe GP, LLC, its general partner

By: /s/ Christopher A. Masto  
Name: Christopher A. Masto  
Title: Managing Member

FRIEDMAN FLEISCHER & LOWE GP, LLC

By: /s/ Christopher A. Masto  
Name: Christopher A. Masto  
Title: Managing Member

/s/ Tully M. Friedman  
Tully M. Friedman

/s/ Christopher A. Masto  
Christopher A. Masto