

TA ADVENT VIII LP
Form 4
December 11, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TA ASSOCIATES INC

2. Issuer Name and Ticker or Trading Symbol
TEMPUR PEDIC
INTERNATIONAL INC [TPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
See General Remarks

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/10/2008		J ⁽¹⁾		669,274	D	(15) 0	I	See Footnote 2 (2)
Common Stock	12/10/2008		J ⁽³⁾		136,818	A	(15) 136,818	I	See Footnote 4 (4)
Common Stock	12/10/2008		J ⁽⁵⁾		136,818	D	(15) 0	I	See Footnote 6 (6)
Common	12/10/2008		J ⁽⁷⁾		1,260	A	(15) 47,164	D	

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Stock

Common Stock	12/10/2008	J ⁽⁸⁾	665,419	D	(15)	0	I	See Footnote 9 ⁽⁹⁾
Common Stock	12/10/2008	J ⁽¹⁰⁾	130,629	A	(15)	130,629	I	See Footnote 11 ⁽¹¹⁾
Common Stock	12/10/2008	J ⁽¹²⁾	130,629	D	(15)	0	I	See Footnote 13 ⁽¹³⁾
Common Stock	12/10/2008	J ⁽¹⁴⁾	1,306	A	(15)	48,470	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X				See General Remarks
					See General Remarks

TA ADVENT VIII LP
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

TA ASSOCIATES VIII LLC
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA / ATLANTIC & PACIFIC IV LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES AP IV LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
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 Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) TA/Advent VIII L.P. distributed 669,274 shares pro rata for no consideration to the partners of TA/Advent VIII L.P. in a transaction exempt under Rule 16a-9(a).
- (2) These securities were owned solely by TA/Advent VIII L.P. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. Each of TA Associates, Inc. and TA Associates VIII LLC may be deemed to have a beneficial interest in shares held by TA/Advent VIII L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (3) TA Associates VIII LLC is the General Partner and a Limited Partner of TA/Advent VIII L.P. and received 136,818 shares from TA/Advent VIII L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (4) These securities are owned solely by TA Associates VIII LLC. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held

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by TA Associates VIII LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 1,260 shares.

- (5) TA Associates VIII LLC distributed 136,818 shares pro rata for no consideration to the partners of TA Associates VIII LLC in a transaction exempt under Rule 16a-9(a).
- (6) These securities were owned solely by TA Associates VIII LLC. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates VIII LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (7) TA Associates, Inc. is the General Partner of TA Associates VIII LLC and received 1,260 shares from TA Associates VIII LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (8) TA/Atlantic and Pacific IV L.P. distributed 665,419 shares pro rata for no consideration to the partners of TA/Atlantic and Pacific IV L.P. in a transaction exempt under Rule 16a-9(a).
- (9) These securities were owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (10) TA Associates AP IV L.P. is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. and received 130,629 shares from TA/Atlantic and Pacific IV L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (11) These securities are owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 1,306 shares.
- (12) TA Associates AP IV L.P. distributed 130,629 shares pro rata for no consideration to the partners of TA Associates AP IV L.P. in a transaction exempt under Rule 16a-9(a).
- (13) These securities were owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (14) TA Associates, Inc. is the General Partner of TA Associates AP IV L.P. and received 1,306 shares from TA Associates AP IV L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (15) Not Applicable

Remarks:

The Reporting Persons have a representative on the Issuer's board of directors. P. Andrews McLane currently serves as the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.