



Office of the Secretary

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

March 7, 2013

Bill Berkowitz  
Counsel for Tempur-Pedic  
Bingham McCutchen LLP  
One Federal Street  
Boston, MA 02110

Re: Acquisition by Tempur-Pedic International Inc. of Sealy Corporation,  
FTC File No. 1310009

Dear Mr. Berkowitz:

The Federal Trade Commission's Bureau of Competition has been conducting a nonpublic investigation to determine whether the acquisition of Sealy Corporation by Tempur-Pedic International Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no further action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission, Commissioner Leibowitz not participating.

April J. Tabor  
Acting Secretary

