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

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**FORM 8-K**

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

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Date of Report (Date of Earliest Event Reported): March 13, 2006

**SIMMONS COMPANY**

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(Exact Name of Registrant as Specified in its Charter)

**Delaware**

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(State or Other Jurisdiction of Incorporation)

**333-124138**

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(Commission File Number)

**20-0646221**

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(I.R.S. Employer Identification No.)

**One Concourse Parkway, Suite 800,  
Atlanta, Georgia**

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(Address of Principal Executive Offices)

**30328-6188**

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(Zip Code)

**(770) 512-7700**

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(Registrant's Telephone Number, Including Area Code)

**NA**

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(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)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition**

On March 13, 2006, the Company issued a press release reporting its results of operations for the fourth quarter and full year of 2005. The press release is furnished as Exhibit 99.1 and incorporated into this Item 2.02 by reference.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

Exhibit 99.1 Press release dated as of March 13, 2006.

**SIGNATURES**

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

SIMMONS COMPANY

By: /s/ William S. Creekmuir

William S. Creekmuir  
Executive Vice President and Chief Financial Officer

Date: March 16, 2006

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Name</u>
99.1	Press release dated as of March 13, 2006.

SIMMONS COMPANY  
REPORTS FOURTH QUARTER AND FULL YEAR 2005 RESULTS

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ATLANTA, March 13, 2006 -- Simmons Company ("Company" or "Simmons"), the ultimate parent of Simmons Bedding Company ("Simmons Bedding"), a leading manufacturer of premium-branded bedding products, today released operating results for the fourth quarter and full year 2005.

For the fourth quarter of 2005, net sales were \$214.8 million compared to \$206.6 million for the same period last year, a 4.0% increase. The fourth quarter of 2005 was a 14 week period whereas the fourth quarter of 2004 was a 13 week period. The additional week added approximately \$14 million of net sales in 2005. For the fourth quarter of 2005, Simmons' wholesale and retail bedding segment net sales increased 2.2% and 28.6%, respectively, compared to the same period last year. On a comparable store basis, retail store sales for our Sleep Country USA stores increased 19.0% in the fourth quarter of 2005, compared to the prior year period, adjusted for the additional week in 2005. Gross profit for Simmons was \$92.4 million, or 43.0% of net sales, for the fourth quarter of 2005 compared to \$91.5 million, or 44.3% of net sales, for the same period last year. For the fourth quarter of 2005, operating income was \$19.6 million, or 9.1% of net sales, compared to \$16.5 million, or 8.0% of net sales, for the same period last year. Net income was \$0.5 million for the fourth quarter of 2005 compared to \$4.4 million for the same period of the prior year. For the fourth quarter of 2005, adjusted EBITDA (see the Supplemental Information to this press release) was \$30.7 million, or 14.3% of net sales, for the fourth quarter of 2005 compared to \$29.3 million, or 14.2% of net sales, for the same period last year. Simmons' fourth quarter net sales and adjusted EBITDA were both historical highs for the Company.

For fiscal year 2005, net sales declined 1.7% to \$855.3 million from \$869.9 million for 2004. Fiscal year 2005 was a 53 week year whereas fiscal year 2004 was a 52 week year. For 2005, Simmons' wholesale bedding segment net sales decreased 2.5% and retail bedding segment sales increased 1.6% compared to the prior year. On a comparable store basis, retail store sales for our Sleep Country USA stores increased 18.6% in 2005 compared to the prior year, adjusted for the additional week in 2005. Gross profit for Simmons was \$372.6 million, or 43.6% of net sales, for 2005 compared to \$397.6 million, or 45.7% of net sales, for the prior year. For 2005, operating income was \$76.3 million, or 8.9% of net sales, compared to \$79.5 million, or 9.1% of net sales, for the prior year. Net income was

\$3.3 million for 2005 compared to \$23.8 million for 2004. For 2005, adjusted EBITDA was \$113.6 million, or 13.3% of net sales, compared to \$130.1 million, or 15.0% of net sales, for the prior year. Simmons repaid \$27.1 million of debt in fiscal year 2005. Simmons' working capital (see the Supplemental Information to this press release) as a percentage of net sales was 2.0% as of December 31, 2005 compared to 2.1% as of December 25, 2004.

Simmons' Chairman and Chief Executive Officer, Charlie Eitel, said, "Despite the fourth quarter challenges of a temporary foam shortage and unprecedented increases in the cost of foam, we continued to see improvement in our overall sales and profitability during the quarter driven by our reinvigorated product lines and our focus on taking costs out of our business processes. In addition, we also improved our sales strategy in the fourth quarter by realigning our sales organization to better match our customers' needs. As we start 2006, we are excited about our new sales strategy and lower cost structure."

The Company will webcast its 2005 financial results via a conference call on Tuesday, March 14, 2006, beginning at 11:00 a.m. Eastern Time. The webcast will be available at the Company's website [www.simmons.com](http://www.simmons.com) and will also be available for replay through March 28, 2006.

Atlanta-based Simmons Company, through its indirect subsidiary Simmons Bedding, is one of the world's largest mattress manufacturers, manufacturing and marketing a broad range of products including Beautyrest(R), BackCare(R), BackCare Kids(R) and Deep Sleep(R). Simmons Bedding operates 17 conventional bedding manufacturing facilities and two juvenile bedding manufacturing facilities across the United States and Puerto Rico. Simmons is committed to developing superior mattresses and promoting a higher quality sleep for consumers around the world. For more information, visit the Company's website at [www.simmons.com](http://www.simmons.com).

"Safe Harbor" Statement under Private Securities Litigation Reform Act of 1995:

This press release includes forward-looking statements that reflect Simmons' current views about future events and financial performance. Words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts" and variations of such words or similar expressions that predict or indicate future events, results or trends, or that do not relate to historical matters, identify forward-looking statements. The forward-looking statements in this press release speak only as of the date of this release. These forward-looking statements are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Investors should not rely on forward-looking statements because they are subject to a variety of risks, uncertainties, and other factors that could cause actual results to differ materially from Simmons' expectations. These factors include, but are not limited to: (i) competitive and pricing pressures in the bedding industry; (ii) legal and regulatory requirements; (iii) the success of new products; (iv) our relationships with our major suppliers; (v) fluctuations in costs of raw materials; (vi) our relationship with significant customers and licensees; (vii) our ability to increase prices on our products and the effect of these price increases on our unit sales; (viii) an increase in return rates and warranty claims; (ix) our labor relations; (x) departure

of key personnel; (xi) encroachments on our intellectual property; (xii) product liability claims; (xiii) our level of indebtedness; (xiv) interest rate risks; (xv) compliance with covenants in our debt agreements; (xvi) future acquisitions; (xvii) our ability to achieve the expected benefits from any personnel realignments; and (xviii) other risks and factors identified from time to time in the Company's and Simmons Beddings' reports filed with the Securities and Exchange Commission ("SEC"). We undertake no obligation to update or revise any forward-looking statements, either to reflect new developments or for any other reason.

-table follows-

SIMMONS COMPANY AND SUBSIDIARIES  
CONDENSED HISTORICAL CONSOLIDATED STATEMENTS OF OPERATIONS  
(IN THOUSANDS)

<TABLE>  
<CAPTION>

	Quarter Ended		Year Ended	
	December 31, 2005	December 25, 2004	December 31, 2005	December 25, 2004
	(14 weeks)	(13 weeks)	(53 weeks)	(52 weeks)
<S>	<C>	<C>	<C>	<C>
Wholesale net sales	\$ 195,551	\$ 191,405	\$ 788,123	\$ 808,373
Retail net sales	22,766	17,701	82,274	80,985
Eliminations	(3,508)	(2,549)	(15,121)	(19,465)
Net sales	214,809	206,557	855,276	869,893
Cost of products sold	122,362	115,092	482,710	472,252
Gross profit	92,447	91,465	372,566	397,641
Operating expenses:				
Selling, general and administrative expenses	72,780	71,587	299,057	317,755
Amortization of intangibles	1,417	1,424	5,693	4,933
Plant closure charges	--	2,304	72	3,068
Transaction expenses	379	1,688	556	1,993
Licensing fees	(1,709)	(2,125)	(9,128)	(9,622)
	72,867	74,878	296,250	318,127
Operating income	19,580	16,587	76,316	79,514
Interest expense, net	18,574	11,498	70,355	44,216
Income before income taxes	1,006	5,089	5,961	35,298
Income tax expense	548	649	2,636	11,524
Net income	\$ 458	\$ 4,440	\$ 3,325	\$ 23,774
Adjusted EBITDA (a)	\$ 30,716	\$ 29,291	\$ 113,573	\$ 130,100

</TABLE>

See Notes to Condensed Historical Financial Data.

SIMMONS COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)

	December 31, 2005	December 25, 2004
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<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 24,622	\$ 24,206
Accounts receivable, net	76,032	87,467
Inventories	33,050	33,300
Other current assets	17,950	22,649
	-----	-----
Total current assets	151,654	167,622
	-----	-----
Property, plant and equipment, net	58,360	62,842
Goodwill, net	488,230	488,686
Intangible assets, net	537,290	542,983
Other assets	45,243	45,157
	-----	-----
	\$1,280,777	\$1,307,290
	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current maturities of long-term debt	\$ 1,602	\$ 4,124
Accounts payable and accrued liabilities	110,170	125,457
	-----	-----
Total current liabilities	111,772	129,581
	-----	-----
Long-term debt	906,148	913,611
Deferred income taxes	144,418	147,924
Other non-current liabilities	14,092	13,346
	-----	-----
Total liabilities	1,176,430	1,204,462
	-----	-----
Stockholders' equity	104,347	102,828
	-----	-----
	\$1,280,777	\$1,307,290
	=====	=====

See Notes to Condensed Historical Financial Data.

SIMMONS COMPANY AND SUBSIDIARIES  
(NOTES TO CONDENSED HISTORICAL FINANCIAL DATA - CONTINUED)

a) Adjusted EBITDA (as defined in Simmons Bedding's senior credit facility) differs from the term "EBITDA" as it is commonly used. In addition to adjusting net income to exclude interest expense, income taxes and depreciation and amortization, adjusted EBITDA also adjusts net income by excluding items or expenses not typically excluded in the calculation of "EBITDA" such as management fees, non-cash stock compensation expenses, reorganization costs, and other unusual or non-recurring charges or credits. Adjusted EBITDA is presented because it is a material component of the covenants contained within Simmons Bedding's credit agreements and a measure used by management to determine operating performance. EBITDA does not represent net income or cash flow from operations as those terms are defined by accounting principles generally accepted in the United States and does not necessarily indicate whether cash flows will be sufficient to fund cash needs. Below is a reconciliation of net income to adjusted EBITDA:

<TABLE>  
<CAPTION>

	Quarter Ended		Year Ended	
	December 31, 2005	December 25, 2004	December 31, 2005	December 25, 2004
<S>	<C>	<C>	<C>	<C>
Net income	\$ 458	\$ 4,440	\$ 3,325	\$ 23,774
Depreciation and amortization	7,518	6,431	27,722	23,084
Income tax expense	548	648	2,636	11,524
Interest expense	18,727	11,522	70,621	44,357
EBITDA	27,251	23,041	104,304	102,739
Non-cash stock compensation expense	7	39	9	3,347
Reorganization expense	2,508	--	6,534	--
Transaction related expenditures, including cost of products sold	379	1,346	556	8,797
Plant opening/closing charges	--	4,072	321	13,549
Other	571	793	1,849	1,668
Adjusted EBITDA	\$ 30,716	\$ 29,291	\$ 113,573	\$ 130,100

</TABLE>

b) Working capital computation (current assets less current liabilities as defined in our senior credit facility):

	December 31, 2005	December 25, 2004
Current assets	\$ 151,654	\$ 167,622
Less:		
Cash and equivalents	(24,622)	(24,206)
	127,032	143,416
Current liabilities	111,772	129,581
Less:		
Current maturities of long-term debt	(1,602)	(4,124)
	110,170	125,457
Working capital	\$ 16,862	\$ 17,959