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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): August 30, 2006

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**SIMMONS COMPANY**

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(Exact Name of Registrant as Specified in its Charter)

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**Delaware**

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(State or Other Jurisdiction of Incorporation)

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**333-124138**

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(Commission File Number)

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**20-0646221**

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

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

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(Address of Principal Executive Offices)

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**30328-6188**

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(Zip Code)

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**770-512-7700**

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(Registrant's Telephone Number, Including Area Code)

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**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)
  - Per-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 2.01. Completion of Acquisition or Disposition of Assets.**

On August 29, 2006, Simmons Company's indirect subsidiary, Simmons Bedding Company ("Simmons Bedding") and certain of its affiliates, completed the sale of its Sleep Country USA, Inc. to an affiliate of ST San Diego, LLC.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release dated August 30, 2006 announcing the completion of the Company's sale of Sleep Country USA.

**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: August 31, 2006

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**EXHIBIT INDEX**

Exhibit

Number      Exhibit Name

99.1 Press Release dated August 30, 2006 announcing the completion of the Company's sale of Sleep Country USA.

Contacts: Alan H. Oshiki  
Broadgate Consultants, Inc.  
(212) 232-2222

William S. Creekmuir  
Simmons Company  
(770) 392-6768

Dale R. Carlsen  
Sleep Train  
(916)735-1300

**For Immediate Release**

**Simmons Completes Sale of Sleep Country USA to Sleep Train**

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ATLANTA, August 30, 2006 – Simmons Company, a leading manufacturer of premium-branded bedding products, today announced the completion of the sale of Sleep Country USA, its retail sales business, to an affiliate of The Sleep Train, Inc., a leading bedding retailer, for approximately \$55 million in cash. The proceeds of the sale will be used for general corporate purposes.

As previously announced, Simmons entered into a multi-year supply agreement with the combined Sleep Train and Sleep Country USA entities. This agreement is expected to generate purchases in excess of \$300 million.

“We are pleased to complete this transaction with Sleep Train, which allows us to focus on growing our core manufacturing business,” said Simmons’ Chairman and Chief Executive Officer, Charlie Eitel.

Atlanta-based Simmons Company, through its indirect subsidiary Simmons Bedding Company, is one of the world’s largest mattress manufacturers, manufacturing and marketing a broad range of products including Beautyrest®, BackCare®, Natural Care™ Latex, BackCare Kids® and Deep Sleep®. Simmons Bedding Company 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).

**“SafeHarbor” 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 Simmons believes 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 pricing pressures in the bedding industry; (ii) legal and regulatory requirements; (iii) the success of Simmons’ new products; (iv) Simmons’ relationships with and viability of its major suppliers; (v) fluctuations in Simmons’ costs of raw materials; (vi) Simmons’ relationship with significant customers and licensees; (vii) Simmons’ ability to increase prices on its products and the effect of these price increases on its unit sales; (viii) an increase in Simmons’ return rates and warranty claims; (ix) Simmons’ labor relations; (x) departure of Simmons’ key personnel; (xi) encroachments on Simmons’ intellectual property; (xii) Simmons’ product liability claims; (xiii) Simmons’ level of indebtedness; (xiv) interest rate risks; (xv) compliance with covenants in Simmons’ debt agreements; (xvi) Simmons’ future acquisitions; (xvii) Simmons’ ability to achieve the expected benefits from the long-term supply agreement with the combined Sleep Train and Sleep Country USA entities; and (xviii) other risks and factors identified from time to time in Simmons’ and Simmons Beddings’ reports filed with the Securities and Exchange Commission (“SEC”). Simmons’ undertakes no obligation to update or revise any forward-looking statements, either to reflect new developments or for any other reason.

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