

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of Earliest Event Reported): October 30, 2009

SIMMONS COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

333-124138

(Commission File Number)

20-0646221

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

One Concourse Parkway, Suite 800
Atlanta, Georgia

(Address of Principal Executive Offices)

30328-6188

(Zip Code)

770-512-7700

(Registrant's Telephone Number, Including Area Code)

NA

(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 1.01. Entry into a Material Definitive Agreement

On October 30, 2009, Simmons Bedding Company (“SBC”) entered into an amendment to the Commitment Letter (the “Commitment Letter”) dated as of August 20, 2009 among Deutsche Bank Trust Company Americas (“DBTCA”), Deutsche Bank Securities Inc. (“DBSI” and, together with DBTCA, “DB”), Bedding Holdco Incorporated (“BHI”), SBC, and certain of SBC’s subsidiaries (together with SBC and BHI, collectively, the “Company”) regarding DB’s arrangement of a debtor-in-possession revolving credit facility in an aggregate principal amount of US\$35 million. The amendment became effective upon the payment of an amendment fee and extends the termination date of the Commitment Letter from October 31, 2009 to November 30, 2009 and, if the Company pays an additional amendment fee on or prior to November 30, 2009, December 31, 2009. The amendment is filed herewith as exhibit 99.1 and its contents are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Amendment to the Commitment Letter

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 hereto duly authorized.

SIMMONS COMPANY

By: /s/ William S. Creekmuir
William S. Creekmuir
Executive Vice President and Chief Financial Officer

Date: November 2, 2009

**DEUTSCHE BANK SECURITIES INC.
DEUTSCHE BANK TRUST COMPANY AMERICAS**
60 Wall Street
New York, New York 10005

October 30, 2009

CONFIDENTIAL

Simmons Bedding Company
One Concourse Parkway, Suite 800
Atlanta, Georgia 30328

Attn: William S. Creekmuir
Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary

Amendment to Commitment Letter

Ladies and Gentlemen:

Reference is made to the Commitment Letter (the "Commitment Letter") dated as of August 20, 2009 among Deutsche Bank Trust Company Americas ("DBTCA"), Deutsche Bank Securities Inc. ("DBSI" and, together with DBTCA, "DB", "we" or "us"), Bedding Holdco Incorporated ("BHI"), Simmons Bedding Company ("SBC"), and certain of SBC's subsidiaries (individually and collectively, the "Entities," and together with SBC and BHI, collectively, the "Company") regarding our arrangement of a super-priority secured debtor-in-possession revolving credit facility in an aggregate principal amount of US\$35,000,000 (the "Facility").

Whereas, the Company has requested that the Commitment Letter be amended pursuant to paragraph 12 of the Commitment Letter to extend the termination date thereof and the parties to the Commitment Letter hereby agree to the following terms:

1. Amendment to Termination Date. The last sentence of the final paragraph of the Commitment Letter is hereby deleted in its entirety and replaced with the following:

"In the event that the entry of the initial order approving the Facility does not occur on or before November 30, 2009, then this Commitment Letter and the commitments hereunder shall automatically terminate unless the Bookrunner and the Initial Lender shall have received from the Company on or prior to November 30, 2009 the Amendment Fee, in which case this Commitment Letter and the commitments hereunder shall automatically terminate on December 31, 2009."

2. Continuing Effect of the Commitment Letter. Except as expressly amended hereby, the provisions of the Commitment Letter are and shall remain in full force and effect.

3. Conditions to Effectiveness. The terms of this letter agreement shall become effective upon DBTCA having received (i) counterparts of this letter agreement duly executed and delivered by the Company and us and (ii) from the Company a fee paid to DBTCA in an amount equal to the Amendment Fee.

If the foregoing correctly sets forth our understanding, please so indicate by executing this letter.

Very truly yours,

DEUTSCHE BANK TRUST COMPANY AMERICAS

By Keith C. Braun
Name: Keith C. Braun
Title: Managing Director

By Vincent D'Amore
Name: Vincent D'Amore
Title: Director

DEUTSCHE BANK SECURITIES INC.

By Keith C. Braun
Name: Keith C. Braun
Title: Managing Director

By Vincent D'Amore
Name: Vincent D'Amore
Title: Director

Accepted and agreed to as of the date first
written above by:

SIMMONS BEDDING COMPANY

For itself and each of its affiliates
constituting the Company

By: /s/ William Creekmuir

Name: William Creekmuir

Title: Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary