

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2004-08-12** | Period of Report: **2004-08-10**
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FILER

SIMMONS BEDDING CO

CIK: **1014022** | IRS No.: **133875743** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **333-76723** | Film No.: **04969893**
SIC: **2511** Wood household furniture, (no upholstered)

Mailing Address

*ONE CONCOURSE PARKWAY
SUITE 800
ATLANTA GA 30328*

Business Address

*ONE CONCOURSE PARKWAY
SUITE 800
ATLANTA GA 30328
7705127700*

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

FORM 8-K

[X] PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES
EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported) AUGUST 10, 2004

SIMMONS BEDDING COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

333-113861 13-3875743
(Commission file number) (I.R.S. Employer Identification No.)

ONE CONCOURSE PARKWAY, SUITE 800, ATLANTA, GEORGIA 30328-6188
(Address of principal executive offices) (Zip Code)

(770) 512-7700
Registrant's telephone number, including area code

ITEM 5. REGULATION FD DISCLOSURE

Further detail relating to the reconciliation of EBITDA and Adjusted EBITDA to Net income follows (amounts in thousands):

<Table>
<Caption>

	Quarter Ended		Six Months Ended	
	Successor June 26, 2004	Predecessor June 28, 2003	Successor June 26, 2004	Predecessor June 28, 2003
<S>	<C>	<C>	<C>	<C>
Adjusted EBITDA:				
Net income	\$ 5,958	\$ 3,485	\$ 9,923	\$10,965
Interest expense	10,919	6,845	22,056	14,274
Amortization of intangibles	(1,197)	98	2,289	170
Depreciation and other amortization expense	4,294	5,542	8,428	11,210
Income tax expense	3,351	2,314	5,582	7,363
EBITDA	23,325	18,284	48,278	43,982
Non-cash stock compensation expense	--	9,591	3,308	10,421
Transaction related expenditures, including cost of product sold	--	--	6,484	--
Plant opening, closing charges	4,722	--	6,951	--
Sleep Country acquisition expenses	--	50	--	822
Mattress Gallery transaction expenses	662	--	662	--
Management fees	469	706	869	1,359
Litigation and insurance	(650)	778	(650)	1,556
Non-recurring retail segment charges	--	432	--	432
Non-recurring marketing expense	--	250	--	250
Impairment of investment	--	--	--	249
Non-recurring hourly compensation adjustment	350	--	350	--
Other	29	97	(48)	207

Adjusted EBITDA	\$28,907		\$30,188		\$66,204		\$59,278
	=====		=====		=====		=====

</Table>

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 99.1 Press release dated as of August 10, 2004.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 10, 2004, the Company issued a press release reporting its 2004 second quarter and first six months results of operations, and announcing the appointment of B. Joseph Messner to the Board of Directors. The press release is furnished as Exhibit 99.1.

As provided in General Instruction B.6 of Form 8-K, the information and exhibits contained in this Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

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

SIMMONS BEDDING COMPANY

By: /s/ William S. Creekmuir

William S. Creekmuir
Executive Vice President and Chief Financial Officer

Date: August 11, 2004

EXHIBIT INDEX

<TABLE>	
<CAPTION>	
Exhibit	Exhibit Name
Number	-----
-----	-----
<S>	<C>
99.1	Press release dated as of August 10, 2004.
</TABLE>	

Contacts: Chris Tofalli
Broadgate Consultants, Inc.
212-232-2226

William S. Creekmuir
Simmons Company
770-673-2625

FOR IMMEDIATE RELEASE

SIMMONS BEDDING COMPANY ANNOUNCES
SECOND QUARTER RESULTS

OPERATING EARNINGS INCREASE ON INCREASED SALES;
B. JOSEPH MESSNER JOINS BOARD OF DIRECTORS

ATLANTA, August 10, 2004 - Simmons Bedding Company, a leading manufacturer of premium branded bedding products, today announced its operating results for the second quarter ended June 26, 2004, posting increased net income on increased second quarter sales.

For the second quarter of 2004, net sales increased 1.3% to \$201.8 million, as compared to \$199.3 million in the same period one year ago. Wholesale bedding net sales increased 2.0% to \$187.7 million in the second quarter. In comparison to the prior year, Simmons' wholesale bedding average unit selling price in the second quarter increased 4.8% while wholesale bedding unit shipments decreased 1.3%. The Company's retail store net sales in the second quarter of 2004 decreased \$4.2 million, or 17.9%, to \$19.2 million from \$23.4 million in the second quarter of 2003, due to the sale of the Company's Mattress Gallery retail operations on May 1, 2004.

The Company had net income of \$6.0 million in the second quarter of 2004 compared to \$3.5 million in the same period one year ago. The increase in net income was due principally to a 60% increase in operating income, offset in part by increased interest expense that resulted from the December 19, 2003 acquisition of Simmons by affiliates of Thomas H. Lee Partners ("THL"). Adjusted EBITDA for the second quarter of 2004 decreased by \$1.3 million, or 4.2%, to \$28.9 million from \$30.2 million in the second quarter of 2003.

Simmons' Chairman and Chief Executive Officer, Charlie Eitel, said, "We are very pleased with our second quarter results when considering the timing of this year's fiscal quarter end in relation to the fourth of July holiday and in comparison to the prior year second quarter, during which we had a significantly higher growth rate as compared to the industry. During the quarter we achieved record sales, opened a new manufacturing facility in Hazleton, Pennsylvania, continued construction on another new facility in Waycross, Georgia which began production earlier this week, finalized the sale of our Mattress Gallery retail operations, and increased our operating cash flows."

For the first six months of 2004, net sales increased 10.2% to \$425.1 million, as compared to \$385.9 million in the same period one year ago. Wholesale bedding net sales increased 10.9% to \$394.8 million for the first six months of 2004. Simmons' wholesale bedding unit shipments and wholesale bedding average unit selling price increased 3.5% and 7.1%, respectively, in the first six months of 2004 versus the prior year. The Company's retail store net sales in the first six months of 2004 decreased \$1.3 million, or 2.9%, to \$44.3 million from \$45.7 million in the first six months of 2003.

The Company had net income of \$9.9 million in the first six months of 2004 compared to \$11.0 million in the same period one year ago. The decrease in net income was due principally to increased interest expense, intangible amortization expense, and non-recurring expenses, all of which are related to the December 19, 2003 acquisition of Simmons by THL. Adjusted EBITDA for the first six months of 2004 increased by \$6.9 million, or 11.7 %, to \$66.2 million

from \$59.3 million in the first six months of 2003.

Mr. Eitel added, "While our operating earnings and net income in the second quarter of 2004 improved compared to a year ago, our results were negatively impacted by increases in the cost of raw materials, primarily steel, wood and foam; increased fuel costs; non-recurring costs associated with the closing of one manufacturing facility; and start-up costs for our two new manufacturing facilities. We expect these new facilities to generate cost savings for us by the end of 2004."

Net debt (total debt less cash) totaled \$728.2 million as of June 26, 2004, a decline of \$28.9 million during the second quarter. For the first six months of 2004, net debt decreased by \$38.4 million as a result of increased cash flow from operations.

Mr. Eitel also stated, "We are pleased to announce that B. Joseph Messner has joined the Board of Directors of Simmons as the Company's fourth independent director. Joe is a seasoned chief executive who is currently CEO of Bushnell Performance Optics, developer and marketer of Bushnell,

Tasco, Bolle and Serengeti brands of sports optics. Prior to being named CEO of Bushnell Performance Optics, Mr. Messner was President and CEO of First Alert, Inc., a leading manufacturer and marketer of residential safety products. The Simmons management team welcomes the counsel Joe brings to our Board."

The Board of Directors also includes independent directors David A. Jones, Chairman and Chief Executive Officer of Rayovac Corporation, and Albert L. Prillaman, Chairman of Stanley Furniture Company, Inc., both of whom were elected to the Board in connection with THL's purchase of Simmons in December 2003, and William P. Carmichael, Chairman of the Nations Funds (Bank of America advised mutual funds), who was elected in May of this year.

The Company also announced that to enhance the balance of independent directors on the Simmons Board, Robert W. Hellyer and William S. Creekmuir, President and Executive Vice President and Chief Financial Officer of the Company, respectively, had relinquished their Board positions.

Mr. Eitel concluded, "We are very pleased with our financial performance for the first six months of 2004, and are excited about our new product lines which will be introduced in October at the International Home Furnishings Market, and the acquisition of the crib mattress business of Simmons Juvenile Products Company, Inc. which we anticipate will be finalized during the third quarter. And while we are encouraged by industry sales in recent months, as reported by the International Sleep Products Association, and our own sales to date for our third quarter, there is some concern about the impact of rising raw material costs and fuel prices. We remain cautiously optimistic about the balance of 2004."

The Company will webcast its second quarter and first six months of 2004 financial results via a conference call on Monday, August 16, 2004 beginning at 11:00 a.m. Eastern Daylight Time. It will be available at the Company's website www.simmons.com. The webcast will also be available for replay through August 30, 2004.

Atlanta-based Simmons Bedding Company 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), Olympic(R) Queen, Deep Sleep(R) and sang(TM). The Company operates 18 plants across the United States and Puerto Rico. Simmons is committed to helping consumers attain a higher quality of sleep and supports its mission through a Better Sleep Through Science(R) philosophy, which includes

developing superior mattresses and promoting a sound, smart sleep routine. For more information, consumers and customers can visit the Company's website at 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 or trends, or that do not relate to historical matters, identify forward-looking statements. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs and projections will result 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 our expectations. The forward-looking statements in this press release speak only as of the date of this release. These factors include, but are not limited to: i) the level of competition 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 labor relations; (viii) departure of key personnel; (ix) encroachments on our intellectual property; (x) product liability claims; (xi) the timing, cost and success of opening new manufacturing facilities; (xii) our level of indebtedness; (xiii) interest rate risks; (xiv) future acquisitions; (xv) an increase in return rates; and (xvi) other risks and factors identified from time to time in our and our predecessor's reports filed with the Securities and Exchange Commission, including the Form 10-K for 2003, the Form 10-Q filed for the first quarter of 2004, and the Form 10-Q to be filed for the second quarter of 2004. 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 BEDDING COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS)
(UNAUDITED)

<TABLE>
<CAPTION>

	QUARTER ENDED		SIX MONTHS ENDED	
	SUCCESSOR JUNE 26, 2004	PREDECESSOR JUNE 28, 2003	SUCCESSOR JUNE 26, 2004	PREDECESSOR JUNE 28, 2003
<S>	<C>	<C>	<C>	<C>
Wholesale net sales	187,735	184,001	394,837	356,144
Retail net sales	19,198	23,389	44,305	45,650
Eliminations	(5,138)	(8,091)	(14,027)	(15,880)
Net sales	201,795	199,299	425,115	385,914
Cost of products sold (a)	110,245	104,738	230,110	202,971
Gross profit	91,550	94,561	195,005	182,943
Operating expenses:				
Selling, general and administrative expenses	74,267	84,632	159,528	154,876
Plant closure charges	764	--	764	--
Amortization of intangibles	(1,197)	98	2,289	170
Transaction expenses (b)	--	50	--	822
Licensing fees	(2,481)	(2,810)	(5,062)	(5,424)
	71,353	81,970	157,519	150,444
Operating income	20,197	12,591	37,486	32,499
Interest expense, net	10,888	6,792	21,981	14,171
Income before income taxes	\$ 9,309	\$ 5,799	\$ 15,505	\$ 18,328
Net income	\$ 5,958	\$ 3,485	\$ 9,923	\$ 10,965
Adjusted EBITDA	\$ 28,907	\$ 30,188	\$ 66,204	\$ 59,278
Adjusted EBITDA:				

Net income	\$ 5,958	\$ 3,485	\$ 9,923	\$ 10,965
Interest expense	10,919	6,845	22,056	14,274
Amortization of intangibles	(1,197)	98	2,289	170
Depreciation and other amortization expense	4,294	5,542	8,428	11,210
Income tax expense	3,351	2,314	5,582	7,363
	-----	-----	-----	-----
EBITDA	23,325	18,284	48,278	43,982
Non-cash stock compensation expense	--	9,591	3,308	10,421
Transaction related expenditures, including cost of product sold	--	--	6,484	--
Plant opening, closing charges	4,722	--	6,951	--
Sleep Country acquisition expenses	--	50	--	822
Mattress Gallery transaction expenses	662	--	662	--
Management fees and other	198	2,263	521	4,053
	-----	-----	-----	-----
Adjusted EBITDA	\$ 28,907	\$ 30,188	\$ 66,204	\$ 59,278
	=====	=====	=====	=====

</TABLE>

See Notes to Condensed Financial Data

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

<TABLE>
<CAPTION>

	JUNE 26, 2004	DECEMBER 27, 2003*
	----- (UNAUDITED) <C>	----- <C>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 24,377	\$ 3,670
Accounts receivable, net	76,199	65,868
Inventories	30,228	31,355
Other current assets	18,362	23,589
Assets held for sale	--	8,564
	-----	-----
Total current assets	149,166	133,046
	-----	-----
Property, plant and equipment, net	55,781	53,228
Goodwill, net	492,154	792,230
Intangible assets, net	527,626	159,198
Other assets	46,432	45,417
	-----	-----
	\$ 1,271,159	\$ 1,183,119
	=====	=====
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Current maturities of long-term debt	\$ 1,575	\$ 9,512
Accounts payable and accrued liabilities	106,422	93,904
Liabilities held for sale	--	2,064
	-----	-----
Total current liabilities	107,997	105,480
	-----	-----
Long-term debt	751,001	760,741
Other non-current liabilities	166,368	36,621
	-----	-----
Total liabilities	1,025,366	902,842
	-----	-----
Commitments and contingencies		

Stockholder's equity

245,793

280,277

\$ 1,271,159

\$ 1,183,119

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</TABLE>

See Notes to Condensed Financial Data

*Derived from the Company's 2003 Audited Consolidated Financial Statements.

SIMMONS BEDDING COMPANY AND SUBSIDIARIES
(NOTES TO CONDENSED FINANCIAL DATA)

- a) The Company's capital structure changed significantly as a result of the December 19, 2003 acquisition by THL and the concurrent refinancing of debt. Due to required purchase accounting adjustments relating to the transaction, the consolidated financial and other data for the period subsequent to the acquisition (the "Successor" period) is not comparable to such data for the periods prior to the acquisition (the "Predecessor" periods). The first six months of 2004 results ("Successor" period) include a \$6.5 million charge, or 1.5% of net sales, for the step-up of inventory to fair market value, which had the effect of lowering gross profit by such an amount for the period. Additionally, as a result of the new capital structure and related accounting adjustments, amortization of intangibles decreased \$1.3 million for the second quarter and increased \$2.1 million for the first six months of 2004. Interest expense increased \$4.1 million and \$7.8 million in the second quarter and first six months of 2004, respectively, compared to the second quarter and first six months of 2003.
- b) Reflects non-recurring transaction expenses related to the Simmons acquisition of SC Holdings, Inc. on February 28, 2003.
- c) Adjusted EBITDA (as defined in the 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, ESOP expenses, variable stock compensation expense, transaction expenses, etc. Adjusted EBITDA is presented herein because it is a material component of the covenants contained within our credit agreements. 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 of America and does not necessarily indicate whether cash flows will be sufficient to fund cash needs.