

TEMPUR SEALY INTERNATIONAL, INC.
 Form 4
 September 09, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 THOMPSON SCOTT L

2. Issuer Name and Ticker or Trading Symbol
 TEMPUR SEALY INTERNATIONAL, INC. [TPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

C/O TEMPUR SEALY INTERNATIONAL, INC., 1000 TEMPUR WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LEXINGTON, KY 40511

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Subscription Right (Right to Buy) | \$ 71.75 | 09/04/2015 | | A | 69,686 (1) | (1) | (1) | Common Stock, \$0.01 par value | 69,686 (1) |
| Stock Option (Right to Buy) | \$ 71.75 | 09/04/2015 | | A | 310,000 | (2) | 09/04/2025 | Common Stock, \$0.01 par value | 310,000 |
| Restricted Stock Units | (3) | 09/04/2015 | | A | 118,000 | (4) | (4) | Common Stock, \$0.01 par value | 118,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON SCOTT L C/O TEMPUR SEALY INTERNATIONAL, INC., 1000 TEMPUR WAY LEXINGTON, KY 40511 | X | | Chairman, President and CEO | |

Signatures

/s/ Bhaskar Rao as attorney-in-fact for Scott L. Thompson 09/09/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction is subject to a Subscription Agreement pursuant to which Mr. Thompson agreed to purchase and the Company agreed to sell, 69,686 shares of Common Stock (the "Purchased Shares") for a price of \$71.75 per share (the closing price on the NYSE on September 4, 2015) and a total price of \$4,999,970.50, payable in cash at closing. The closing of this purchase is subject to completion of the NYSE listing process and is expected to close in September.

(2) These options will vest in three annual installments with options covering 103,334 shares of common stock vesting on September 4, 2016, options covering 103,333 shares of common stock vesting on September 4, 2017 and options covering 103,333 shares of common stock vesting on September 4, 2018.

(3) Each restricted stock unit represents a contingent right to receive one share of TPX common stock.

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- (4) The restricted stock units will vest over three years and will not become payable until the date of the Reporting Person's termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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