

THOMPSON SCOTT L

Form 4/A

September 11, 2017

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)

02/24/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO & PRESIDENT

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/28/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2017		A	23,229 (1)	A \$ 0 182,622	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	02/24/2017		A		35,000	⁽²⁾ ⁽²⁾	Common Stock 35,000
Restricted Stock Units	\$ 0 ⁽³⁾	02/24/2017		A		16,370	⁽³⁾ ⁽³⁾	Common Stock 16,370

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		CEO & PRESIDENT	

Signatures

/s/ Bhaskar Rao,
Attorney-in-Fact

09/11/2017

**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) The line item in Table I has been included in this amendment solely to amend footnote (1) to the original filing. The original Form 4 filed on February 28, 2017 is amended by this Form 4 amendment to replace "October 7, 2015" with "September 4, 2015" in footnote (1) as the Grant Date of the award. The original line item in Table I and the remainder of footnote (1) included in the original filing are identical.

(2) The original Form 4 filed on February 28, 2017 is amended by this Form 4 amendment to include Matching Performance Restricted Stock Units ("MPRSUs") that were granted to the Reporting Person on March 18, 2016 (the "Grant Date") subject to a performance metric for the year 2016 being met. Each MPRSU represents a contingent right to receive one share of TPX Common Stock for each share purchased by the Reporting Person on or about the Grant Date pursuant to the award agreement. On February 24, 2017, the Company's Compensation Committee determined that the performance threshold had been satisfied, and the award agreement became subject only to time vesting restrictions. Pursuant to the award agreement, the MPRSUs vest in five equal annual installments, with 7,000 units vesting on each anniversary of the Grant Date.

(3) The original Form 4 filed on February 28, 2017 is amended by this Form 4 amendment to include Matching Performance Restricted Stock Units ("MPRSUs") that were granted to the Reporting Person on May 6, 2016 (the "Grant Date") subject to a performance metric for the year 2016 being met. Each MPRSU represents a contingent right to receive one share of TPX Common Stock for each share purchased by the Reporting Person on or about the Grant Date pursuant to the award agreement. On February 24, 2017, the Company's Compensation

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Committee determined that the performance threshold had been satisfied, and the award agreement became subject only to time vesting restrictions. Pursuant to the award agreement, the MPRSUs vest in five equal annual installments, with 3,274 units vesting on each anniversary of the Grant Date.

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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