

TEMPUR SEALY INTERNATIONAL, INC.

Form 4

September 09, 2015

**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

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

LEXINGTON, KY 40511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

TEMPUR SEALY  
INTERNATIONAL, INC. [TPX]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

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

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

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| THOMPSON SCOTT L<br>C/O TEMPUR SEALY INTERNATIONAL, INC.,<br>1000 TEMPUR WAY<br>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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