

TEMPUR SEALY INTERNATIONAL, INC.
Form 3
May 20, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Nabi Usman		(Month/Day/Year)	TEMPUR SEALY INTERNATIONAL, INC. [TPX]	
(Last)	(First)	(Middle)	05/11/2015	
888 SEVENTH AVENUE, Â 29TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10019			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,642,500 ⁽¹⁾	I	By H Partners, LP ⁽¹⁾
Common Stock	1,367,700 ⁽²⁾	I	By H Offshore Fund, Ltd. ⁽²⁾
Common Stock	1,064,800 ⁽³⁾	I	By Managed Account ⁽³⁾

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

SEC 1473 (7-02)

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 number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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Date Exercisable	Expiration Date	Derivative Security Title (Instr. 4)	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nabi Usman 888 SEVENTH AVENUE 29TH FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ Usman Nabi 05/20/2015
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) H Partners, LP ("H LP") directly owns the reported securities. H Partners Capital, LLC ("H Capital") is the general partner of H LP. H Partners Management, LLC ("H Management") is the investment manager of H LP, and Usman Nabi is a senior partner of H Management. As a result, H Capital, H Management and Mr. Nabi may be deemed to have voting and dispositive power with respect to the shares of common stock held by H LP. Mr. Nabi disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (2) H Offshore Fund, Ltd. ("H Offshore") directly owns the reported securities. H Management is the investment manager of H Offshore, and Mr. Nabi is a senior partner of H Management. As a result, H Management and Mr. Nabi may be deemed to have voting and dispositive power with respect to the shares of common stock held by H Offshore. Mr. Nabi disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) Shares held in an account managed by H Management. H Management is the investment adviser of the managed account, and Mr. Nabi is a senior partner of H Management. As a result, H Management and Mr. Nabi may be deemed to have voting and dispositive power with respect to the shares of common stock held in the managed account. Mr. Nabi disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.