

TEMPUR SEALY INTERNATIONAL, INC.

Form 4

February 10, 2016

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 *
JAFFER REHAN

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)
C/O H PARTNERS
MANAGEMENT, LLC, 888
SEVENTH AVENUE, 29TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(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
X Form filed by More than One Reporting
Person

NEW YORK, NY 10019

(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 ⁽¹⁾ <u>(2)</u>	02/08/2016		P	56,040	A \$ 51.7128 <u>(6)</u>	3,698,540	I By H Partners, LP ⁽³⁾
Common Stock ⁽¹⁾ <u>(2)</u>	02/08/2016		P	50,660	A \$ 52.4634 <u>(7)</u>	3,749,200	I By H Partners, LP ⁽³⁾
Common Stock ⁽¹⁾ <u>(2)</u>	02/08/2016		P	87,870	A \$ 51.7128 <u>(6)</u>	1,604,300	I By H Offshore Fund,

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Common Stock <u>(1)</u> <u>(2)</u>	02/08/2016	P	21,900	A	\$ 52.4634 <u>(7)</u>	1,626,200	I	Ltd. <u>(4)</u> By H Offshore Fund, Ltd. <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/08/2016	P	20,000	A	\$ 51.7128 <u>(6)</u>	1,084,800	I	By Managed Account <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/08/2016	P	14,800	A	\$ 52.4634 <u>(7)</u>	1,099,600	I	By Managed Account <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/09/2016	P	100,660	A	\$ 52.4102 <u>(8)</u>	3,849,860	I	By H Partners, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/09/2016	P	101,940	A	\$ 53.476 <u>(9)</u>	3,951,800	I	By H Partners, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/09/2016	P	43,700	A	\$ 52.4102 <u>(8)</u>	1,669,900	I	By H Offshore Fund, Ltd. <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/09/2016	P	44,200	A	\$ 53.476 <u>(9)</u>	1,714,100	I	By H Offshore Fund, Ltd. <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/09/2016	P	29,600	A	\$ 52.4102 <u>(8)</u>	1,129,200	I	By Managed Account <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/09/2016	P	29,900	A	\$ 53.476 <u>(9)</u>	1,159,100	I	By Managed Account <u>(5)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/10/2016	P	101,300	A	\$ 54.5347 <u>(10)</u>	4,053,100	I	By H Partners, LP <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/10/2016	P	44,000	A	\$ 54.5347 <u>(10)</u>	1,758,100	I	By H Offshore Fund, Ltd. <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u>	02/10/2016	P	29,700	A	\$ 54.5347 <u>(10)</u>	1,188,800	I	By Managed Account

(5)

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

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

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAFFER REHAN C/O H PARTNERS MANAGEMENT, LLC 888 SEVENTH AVENUE, 29TH FLOOR NEW YORK, NY 10019		X		
H PARTNERS MANAGEMENT, LLC 888 SEVENTH AVENUE 29TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Rehan Jaffer	02/10/2016
**Signature of Reporting Person	Date
/s/ H Partners Management, LLC, By: /s/ Rehan Jaffer, as Managing Member	02/10/2016
**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 Form 4 is filed jointly by H Partners Management, LLC ("H Management") and Rehan Jaffer (collectively, the "Reporting Persons"). The securities reported herein are held in the accounts of certain investment funds owned and managed by H Management, including H Partners, LP ("H LP") and H Offshore Fund, Ltd. ("H Offshore") and a certain managed account (the "Managed Account"), each of which individually owns less than 10% of the Issuer's outstanding shares of common stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of common stock.

(2) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) H LP directly owns the reported securities. H Management, as the investment manager of H LP, and Mr. Jaffer, as managing member of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held by H LP.

(4) H Offshore directly owns the reported securities. H Management, as the investment manager of H Offshore, and Mr. Jaffer, as managing member of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held by H Offshore.

(5) Securities held in the Managed Account. H Management, as the investment adviser of the Managed Account, and Mr. Jaffer, as managing member of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held in the Managed Account.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$51.3600 to \$52.3500, excluding commissions. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 6, 7, 8, 9 and 10 to this Form 4.

(7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$52.3600 to \$52.7400, excluding commissions. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 6, 7, 8, 9 and 10 to this Form 4.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$51.9700 to \$52.9600, excluding commissions. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 6, 7, 8, 9 and 10 to this Form 4.

(9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$52.9700 to \$53.6800, excluding commissions. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 6, 7, 8, 9 and 10 to this Form 4.

(10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$54.0200 to \$55.0000, excluding commissions. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 6, 7, 8, 9 and 10 to this Form 4.

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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