

TEMPUR SEALY INTERNATIONAL, INC.
Form 4
February 10, 2016

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nabi Usman

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)
888 SEVENTH AVENUE, 29TH FLOOR
(Street)

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

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

NEW YORK, NY 10019

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

(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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2016		P		101,400	A		\$ 52.62 (1)	3,743,900	I	By H Partners, LP (2)
Common Stock	02/08/2016		P		5,300	A		\$ 53.52 (3)	3,749,200	I	By H Partners, LP (2)
Common Stock	02/09/2016		P		100,660	A		\$ 52.41 (4)	3,849,860	I	By H Partners, LP (2)
Common	02/09/2016		P		101,940	A		\$	3,951,800	I	By H

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Stock					53.48 <u>(5)</u>			Partners, LP <u>(2)</u>
Common Stock	02/10/2016	P	101,300	A	\$ 54.53 <u>(6)</u>	4,053,100	I	By H Partners, LP <u>(2)</u>
Common Stock	02/08/2016	P	208,091	A	\$ 51.75 <u>(7)</u>	1,575,791	I	By H Offshore Fund, Ltd. <u>(8)</u>
Common Stock	02/08/2016	P	48,109	A	\$ 52.62 <u>(1)</u>	1,623,900	I	By H Offshore Fund, Ltd. <u>(8)</u>
Common Stock	02/08/2016	P	2,300	A	\$ 53.52 <u>(3)</u>	1,626,200	I	By H Offshore Fund, Ltd. <u>(8)</u>
Common Stock	02/09/2016	P	43,700	A	\$ 52.41 <u>(4)</u>	1,669,900	I	By H Offshore Fund, Ltd. <u>(8)</u>
Common Stock	02/09/2016	P	44,200	A	\$ 53.48 <u>(5)</u>	1,714,100	I	By H Offshore Fund, Ltd. <u>(8)</u>
Common Stock	02/10/2016	P	44,000	A	\$ 54.53 <u>(6)</u>	1,758,100	I	By H Offshore Fund, Ltd. <u>(8)</u>
Common Stock	02/08/2016	P	33,300	A	\$ 52.62 <u>(1)</u>	1,098,100	I	By Managed Account <u>(9)</u>
Common Stock	02/08/2016	P	1,500	A	\$ 53.52 <u>(3)</u>	1,099,600	I	By Managed Account <u>(9)</u>
Common Stock	02/09/2016	P	29,600	A	\$ 52.41 <u>(4)</u>	1,129,200	I	By Managed Account <u>(9)</u>
Common Stock	02/09/2016	P	29,900	A	\$ 53.48 <u>(5)</u>	1,159,100	I	By Managed Account <u>(9)</u>

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the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (2) 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.

- (3) This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$53.34 to \$53.85. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (4) This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$51.97 to \$52.96. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (5) This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$52.97 to \$53.68. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (6) This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$54.02 to \$55.00. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (7) This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$51.35 to \$52.34. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (8) 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.

- (9) 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.