

Vollet Scott
Form 3
January 09, 2018

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 Vollet Scott		(Month/Day/Year)	TEMPUR SEALY INTERNATIONAL, INC. [TPX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2018		
C/O TEMPUR SEALY INTERNATIONAL, INC., Â 1000 TEMPUR WAY			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			EVP, Global Operations	
LEXINGTON, Â KY Â 40511			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<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	13,908	D	Â

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

SEC 1473 (7-02)

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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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	02/22/2020	Common Stock	1,153	\$ 28.39	D	Â
Stock Options (right to buy)	Â (2)	02/21/2021	Common Stock	1,109	\$ 46.68	D	Â
Stock Options (right to buy)	Â (3)	02/08/2022	Common Stock	899	\$ 71.5	D	Â
Stock Options (right to buy)	Â (4)	02/22/2023	Common Stock	3,647	\$ 37.05	D	Â
Stock Options (right to buy)	Â (5)	02/28/2024	Common Stock	1,611	\$ 51.87	D	Â
Stock Options (right to buy)	Â (6)	02/26/2025	Common Stock	3,573	\$ 57.51	D	Â
Performance Restricted Stock Units	Â (7)	Â (7)	Common Stock	2,171	\$ 0	D	Â
Performance Restricted Stock Units	Â (8)	Â (8)	Common Stock	4,482	\$ 0	D	Â
Stock Options (right to buy)	Â (9)	01/04/2027	Common Stock	24,248	\$ 69.5	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	2,365	\$ 0	D	Â
Stock Options (right to buy)	Â (11)	01/04/2028	Common Stock	18,812	\$ 62.45	D	Â
Restricted Stock Units	Â (12)	Â (12)	Common Stock	15,612	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vollet Scott C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511	Â	Â	Â EVP, Global Operations	Â

Signatures

/s/ William H. Dorton,
Attorney-in-Fact

01/09/2018

__Signature of Reporting Person

Date

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) These options became exercisable in three annual installments. The first installment became exercisable on February 22, 2011, and the next two installments became exercisable on February 22, 2012 and February 22, 2013.
- (2) These options became exercisable in three annual installments. The first installment became exercisable on February 22, 2012, and the next two installments became exercisable on February 22, 2013 and February 22, 2014.
- (3) These options became exercisable in three annual installments. The first installment became exercisable on February 9, 2013, and the next two installments became exercisable on February 9, 2014 and February 9, 2015.
- (4) These options became exercisable in two annual installments. The first installment became exercisable on February 22, 2014, and the second installment became exercisable on February 22, 2015.
- (5) These options became exercisable in three annual installments. The first installment became exercisable on February 28, 2015, and the next two installments became exercisable on February 28, 2016 and February 28, 2017.
- (6) Two installments of these options became exercisable in annual installments on February 27, 2016 and February 27, 2017. The third installment will become exercisable on February 27, 2018.
- Matching Performance Restricted Stock Units ("MPRSUs") were granted to the Reporting Person on March 18, 2016 (the "Grant Date"). 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. On February 24, 2017, the Compensation Committee of the TPX Board of Directors determined that
- (7) 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 annual installments, with 543 units vesting on the first four anniversaries of the Grant Date and 542 units vesting on the fifth anniversary of the Grant Date. Following achievement of the performance threshold, on the first vesting date the first tranche of MPRSUs vested and was released.
- Matching Performance Restricted Stock Units ("MPRSUs") were granted to the Reporting Person on May 6, 2016 (the "Grant Date"). 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. On February 24, 2017, the Compensation Committee of the TPX Board of Directors determined that
- (8) 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 annual installments, with 1,121 units vesting on the first three anniversaries of the Grant Date and 1,120 units vesting on the fourth and fifth anniversaries of the Grant Date. Following achievement of the performance threshold, on the first vesting date the first tranche of MPRSUs vested and was released.
- (9) These options will become exercisable in four annual installments. The first installment will become exercisable on January 5, 2018, and the next three installments will become exercisable on January 5, 2019, January 5, 2020 and January 5, 2021.
- Restricted stock units ("RSUs") were granted to the Reporting Person on February 11, 2016. Pursuant to the award agreement, one installment of 789 RSUs vested and was distributed to the Reporting Person on February 11, 2017. The second installment of 789 RSUs will vest on February 11, 2018 and the third and fourth installments of 788 RSUs each will vest on February 11, 2019 and February 11, 2020, respectively.
- (10)
- (11) These options vest in four equal annual installments on the first four anniversaries of the grant date, beginning on January 5, 2019.
- (12) Restricted Stock Units ("RSUs") were granted to the Reporting Person on January 5, 2018. Pursuant to the award agreement, the RSUs will vest in four annual installments beginning January 5, 2019.

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Remarks:

Ex.Â 24Â PowerÂ ofÂ Attorney

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.