

THOMPSON SCOTT L  
Form 4  
September 06, 2018

**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 \*  
THOMPSON SCOTT L

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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/04/2018

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

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

(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  
 Form filed by More than One Reporting Person

LEXINGTON, KY 40511

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                    | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 09/04/2018                           |  | M                  | A   | \$ 0<br>(1) (2)   | D  |                                   |
| Common Stock                    | 09/04/2018                           |  | F                  | D   | \$ 1,463<br>(3) 55.4  | D  |                                   |
| Common Stock                    | 09/04/2018                           |  | M                  | A   | \$ 0<br>(4)   | D  |                                   |
| Common Stock                    | 09/04/2018                           |  | F                  | D   | \$ 9,141<br>(5) 55.4  | D  |                                   |

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. Title and Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (2)  | 09/04/2018                           |  | M                              | 39,333  | (6) (6)  | Common Stock  | 39,333                        |
| Restricted Stock Units                     | \$ 0 (4)   | 09/04/2018                           |  | M                              | 23,228  | (7) (7)  | Common Stock  | 23,228                        |

**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             |           | CEO & PRESIDENT |       |

**Signatures**

/s/ William H. Dorton, Power of Attorney 09/06/2018

\*\*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) As more fully described in Footnote 6, payout of the vested common shares is deferred until thirty days following the Reporting Person's termination of employment.
- (2) Each restricted stock unit represents a contingent right to receive one share of TPX common stock.

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- (3) Represents the number of shares withheld in accordance with the Company's Amended and Restated 2013 Equity Incentive Plan and the award agreement to cover the withholding taxes arising upon the vesting of these RSUs.
- (4) Each performance restricted stock unit represents the contingent right to receive one share of TPX common stock.
- (5) Represents the number of shares withheld in accordance with the Company's Amended and Restated 2013 Equity Incentive Plan and the award agreement to cover the withholding taxes arising upon the vesting of these PRSUs.

- Represents the conversion of the portion of the restricted stock units granted on September 4, 2015 that vested on September 4, 2018. The remaining restricted stock units vested as follows: 39,334 on September 4, 2016 and 39,333 on September 4, 2017. Payout of the vested common shares is deferred until thirty days following the Reporting Person's termination of employment.
- (6)

- Performance Restricted Stock Units ("PRSUs") were granted to the Reporting Person on October 7, 2015 (the "Grant Date"). Each PRSU represents a contingent right to receive one share of TPX Common Stock. On February 24, 2017, the Company's Compensation Committee determined that the performance threshold had been satisfied, and the award agreement became subject only to time vesting restrictions. Pursuant to the award agreement, the PRSUs vest in three annual installments, with 23,229 units vesting on each of the first two anniversaries of the Grant Date and 23,228 units vesting on the third anniversary of the Grant Date.
- (7)

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.