

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 *
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☐ Officer (give title
below)☐ 10% Owner☐ 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 <u>(1)</u>	3,743,900	I	By H Partners, LP <u>(2)</u>
Common Stock	02/08/2016		P		5,300	A \$ 53.52 <u>(3)</u>	3,749,200	I	By H Partners, LP <u>(2)</u>
Common Stock	02/09/2016		P		100,660	A \$ 52.41 <u>(4)</u>	3,849,860	I	By H Partners, LP <u>(2)</u>
Common	02/09/2016		P		101,940	A \$	3,951,800	I	By H

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

Common Stock	02/10/2016	P	29,700	A	\$ 54.53 (6)	1,188,800	I	By Managed Account (9)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Code	V	(A)	(D)
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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	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 price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$52.34 to \$53.33. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission,

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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.

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