

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) May 11, 2017

**TEMPUR SEALY INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-31922**  
(Commission File Number)

**33-1022198**  
(I.R.S. Employer Identification No.)

**1000 Tempur Way**  
**Lexington, Kentucky 40511**  
(Address of principal executive offices) (Zip Code)

**(800) 878-8889**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders**

- (a) Tempur Sealy International, Inc.'s (the "Company") Annual Meeting of Stockholders was held on May 11, 2017.
- (b) The name of each director elected at the meeting and a brief description of each other matter voted upon at the meeting is set forth below. The stockholders elected all of the Company's nominees for director; ratified the appointment of Ernst and Young LLP as the Company's independent auditor for the year ending December 31, 2017; approved the Amended and Restated 2013 Equity Incentive Plan; ratified the Amended and Restated Rights Agreement; approved, on an advisory basis, the Compensation of the Company's Named Executive Officers; and approved, on an advisory basis, the frequency of future executive compensation votes. The tabulation of votes for each proposal is as follows:

(1) Election of Directors:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
EVELYN S. DILSAVER	43,887,887	424,140	289,035	4,423,485
JOHN A. HEIL	43,886,708	424,287	290,067	4,423,485
JON L. LUTHER	43,737,615	573,480	289,967	4,423,485
USMAN S. NABI	43,747,767	563,687	289,608	4,423,485
RICHARD W. NEU	43,738,688	572,307	290,067	4,423,485
SCOTT L. THOMPSON	43,933,925	377,071	290,066	4,423,485
ROBERT B TRUSSELL, JR	44,024,556	286,570	289,936	4,423,485

(2) Ratification of Independent Auditors:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	48,001,761	1,002,140	20,646	—

(3) Approval of the Amended and Restated 2013 Equity Incentive Plan:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	40,029,773	4,270,116	301,173	4,423,485

(4) Ratification of the Amended and Restated Rights Agreement:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	40,746,000	3,829,740	25,322	4,423,485

(5) Advisory Vote to Approve the Compensation of Named Executive Officers as described in the Company's 2017 Proxy Statement:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
	39,020,345	5,288,422	292,295	4,423,485

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(6) Advisory Vote on the Frequency of Future Executive Compensation Votes:

	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>
	43,520,512	8,079	785,354	287,117

**Item 8.01 Other Events**

On May 15, 2017, the Company issued a press release announcing the results of the Company's Annual Meeting of Stockholders.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release Dated May 15, 2017 titled "Tempur Sealy Reports Stockholder Meeting Results"

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# TEMPUR+SEALY

## TEMPUR SEALY REPORTS ON STOCKHOLDER MEETING RESULTS

**LEXINGTON, KY, May 15, 2017** – Tempur Sealy International, Inc. (NYSE: TPX) has announced the voting results from its Annual Meeting of Stockholders held on May 11, 2017.

Tempur Sealy stockholders elected each of the Company's seven directors to an additional one-year term. All directors received 98% or higher of the total votes cast in the election. Stockholders also voted in favor of five management proposals:

- Ratification of Ernst & Young LLP as the independent auditors;
- Approval of the Amended and Restated 2013 Equity Incentive Plan;
- Ratification of the Amended and Restated Rights Agreement;
- Approval of the Company's executive compensation; and
- Recommended frequency of advisory vote on executive compensation on an annual basis.

Detailed results on all matters voted on at the meeting will be contained in a Current Report on Form 8-K that Tempur Sealy will be filing with the Securities and Exchange Commission (SEC) and available on the SEC's website at [www.sec.gov](http://www.sec.gov).

### **About Tempur Sealy**

Tempur Sealy International, Inc. (NYSE: TPX) develops, manufactures and markets mattresses, foundations, pillows and other products. The Company's brand portfolio includes many highly recognized brands in the industry, including Tempur®, Tempur-Pedic®, Sealy® featuring Posturepedic® Technology, and Stearns & Foster®. World headquarters for Tempur Sealy International is in Lexington, KY. For more information, visit <http://www.tempursealy.com> or call 800-805-3635.

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