SEC Form 3 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] <u>Wijnand Hansbart</u>	2. Date of Requiring (Month/Dat 01/01/20	Statement //Year)	3. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC.</u> [TPX]				
(Last)(First)(Middle)C/O TEMPUR SEALY INTERNATIONAL, INC.1000 TEMPUR WAY(Street) LEXINGTON KY40511(City)(State)(Zip)	_		4. Relationship of Reporting Issuer (Check all applicable) Director X Officer (give title below) EVP, INTERNA	10% O Other (below)	wner specify (C	ed (Month/Day/ Individual or Jo heck Applicable X Form filed I Person	int/Group Filing Line) by One Reporting by More than One
Table I - Non-Derivative Securities Beneficially Owned							
		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Owne Form: D (D) or In (I) (Instr	irect Ow direct	ture of Indirect Beneficial ership (Instr. 5)		
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. Conversior or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	5)
Restricted Stock Units	(1)	(1)	Common Stock	2,120	0.0	D	
Restricted Stock Units	(2)	(2)	Common Stock	23,688	0.0	D	
Performance Restricted Stock Units	(3)	(3)	Common Stock	42,072	0.0	D	
Restricted Stock Units	(4)	(4)	Common Stock	5,256	0.0	D	
Restricted Stock Units	(5)	(5)	Common Stock	16,062	0.0	D	

Explanation of Responses:

1. On January 5, 2018, the reporting person was granted 8,488 restricted stock units (RSUs). Pursuant to the award agreement, two installments of 2,124 RSUs and one installment of 2,120 RSUs vested and were distributed to the reporting person on January 5, 2019, 2020 and 2021, respectively. The remaining installment of 2,120 RSUs vest on January 5, 2022. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

2. On January 4, 2019, the reporting person was granted 47,384 restricted stock units (RSUs). Pursuant to the award agreement, two equal installments of 11,848 RSUs vested and were distributed to the reporting person on January 4, 2020 and 2021, respectively. The remaining two equal installments of 11,844 RSUs vest on January 4, 2022 and 2023, respectively. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

3. On February 4, 2021, the Compensation Committee of the Board of Directors determined that the maximum performance condition for the performance restricted stock units (PRSUs) granted on January 3, 2020 was achieved. The PRSUs vest in approximately three equal installments on January 3, 2022, 2023 and 2024 and have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

4. On January 3, 2020, the reporting person was granted 7,012 restricted stock units (RSUs). Pursuant to the award agreement, one installment of 1,756 RSUs vested and were distributed to the reporting person on January 3, 2021. The remaining three installments of 1,752 RSUs each vest on January 3, 2022, 2023 and 2024, respectively. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

5. On January 4, 2021, the reporting person was granted 16,062 restricted stock units, vesting in approximately four equal annual installments beginning on the first anniversary of the grant date.

Remarks:

/s/ Bhaskar Rao, Attorney-01/05/2022

<u>in-Fact</u>

** Signature of Reporting Person

Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.