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) July 28, 2016

TEMPUR SEALY INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-31922**	**33-1022198**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results from Operations and Financial Condition

On July 28, 2016, Tempur Sealy International, Inc. (the "Company") issued a press release to announce its financial results for the quarter ended June 30, 2016 and updated financial guidance for 2016. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

The information in this Item 2.02 (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure

The information furnished under Item 2.02 and 8.01 of this Form 8-K (including Exhibit 99.1 and 99.2 furnished herewith) is hereby incorporated by reference under this Item 7.01 as if fully set forth herein.

Item 8.01 Other Items

On July 28, 2016, the Company issued a press release to announce that its Board of Directors has increased the authorization under the Company's share repurchase program by an additional $200 million. A copy of the press release is attached as Exhibit 99.2 to this current report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	**Description**
99.1	Press Release dated July 28, 2016, titled "Tempur Sealy Reports Second Quarter 2016 Results"
99.2	Press Release dated July 28, 2016, titled "Tempur Sealy Increases Share Repurchase Program By $200 Million"

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 28, 2016

Tempur Sealy International, Inc.

By:	/s/ Barry A. Hytinen
Name:	Barry A. Hytinen
Title:	Executive Vice President & Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release dated July 28, 2016, titled “Tempur Sealy Reports Second Quarter 2016 Results”
99.2	Press Release dated July 28, 2016, titled “Tempur Sealy Increases Share Repurchase Program By $200 Million”

TEMPUR + SEALY

TEMPUR SEALY REPORTS SECOND QUARTER 2016 RESULTS

- Reports Record Second Quarter Net Sales of $804 million

- Reports Record Second Quarter Operating Income Growth of 93%

LEXINGTON, KY, July 28, 2016 - Tempur Sealy International, Inc. (NYSE: TPX) today announced financial results for the second quarter ended June 30, 2016. The Company also updated financial guidance for the full year 2016.

SECOND QUARTER 2016 FINANCIAL SUMMARY

- Total net sales increased 5.2% to $804.4 million from $764.4 million in the second quarter of 2015. On a constant currency basis(1), total net sales increased 6.6%, with an increase of 6.4% in the North America business segment and an increase of 7.6% in the International business segment.
- Gross margin under U.S. generally accepted accounting principles ("GAAP") was 41.9% as compared to 38.9% in the second quarter of 2015.
- GAAP operating income increased 92.7% to $100.2 million as compared to $52.0 million in the second quarter of 2015. Operating income in the second quarter of 2016 included $1.0 million of integration costs. Operating income in the second quarter of 2015 included $6.7 million of integration costs and $11.7 million of additional costs related to the Company's 2015 Annual Meeting and related executive management transition and retention compensation. Adjusted operating income(1) increased 43.8% to $101.2 million, or 12.6% of net sales, as compared to $70.4 million, or 9.2% of net sales, in the second quarter of 2015.
- GAAP net income increased 0.5% to $21.3 million as compared to $21.2 million in the second quarter of 2015. The Company incurred a $47.2 million loss on extinguishment of debt associated with the completion of a new credit facility and new senior notes offering in the second quarter of 2016 and related repayment of existing debt. Adjusted net income(1) increased 67.3% to $55.7 million as compared to $33.3 million in the second quarter of 2015.
- Earnings before interest, tax, depreciation and amortization ("EBITDA")(1) increased 61.7% to $123.7 million as compared to $76.5 million for the second quarter of 2015. Adjusted EBITDA(1) increased 38.1% to $124.7 million as compared to $90.3 million in the second quarter of 2015.
- GAAP earnings per diluted share ("EPS") was $0.35 as compared to $0.34 in the second quarter of 2015. Adjusted EPS(1) increased 73.6% to $0.92 as compared to adjusted EPS(1) of $0.53 in the second quarter of 2015.
- The Company ended the second quarter of 2016 with consolidated funded debt less qualified cash(1) of $1.6 billion. Leverage based on the ratio of consolidated funded debt less qualified cash to Adjusted EBITDA(1) was 3.18 times for the trailing twelve months ended June 30, 2016 as compared to 3.77 times for the trailing twelve months ended June 30, 2015.
- During the second quarter of 2016, the Company repurchased 2.1 million shares of its common stock for a total cost of $122 million. As of June 30, 2016, the Company had $178 million available under its existing share repurchase authorization. In a separate press release issued today, Tempur Sealy International announced that its Board of Directors authorized an additional $200 million to its existing share repurchase authorization.

Tempur Sealy International, Inc. Chairman and CEO Scott Thompson commented, "Thanks to the hard work of our more than 7,000 associates worldwide, the Company had an excellent quarter. We are gaining traction toward the goals we have set. Adjusted EBITDA and gross margins have increased for the third consecutive quarter, adjusted EPS is up 74%. We are improving operating leverage, continuing to invest heavily in our brands, expanding distribution, and successfully servicing our retailers and direct customers. By continuing to strengthen our iconic brands, drive higher ROIC and enhance our competitive cost position, we are positioning the Company well to deliver for our investors and other stakeholders for years to come."

SECOND QUARTER KEY HIGHLIGHTS

(in millions, except percentages and per common share amounts)	Three Months Ended				
	June 30, 2016		June 30, 2015	% Change	% Change Constant Currency(1)
Net sales	$	804.4	$ 764.4	5.2%	6.6%
Net income		21.3	21.2	0.5%	13.7%
EPS		0.35	0.34	2.9%	17.6%
Adjusted EBITDA(1)		124.7	90.3	38.1%	42.7%
Adjusted EPS(1)	$	0.92	$ 0.53	73.6%	83.0%

(1) This is a non-GAAP financial measure. Please refer to "Non-GAAP Financial Measures and Constant Currency Information" below.

Business Segment Highlights

The Company's business segments include North America and International. Corporate operating expenses are not included in either of the business segments and are presented separately as a reconciling item to consolidated results.

North America net sales increased 6.0% to $668.2 million from $630.3 million in the second quarter of 2015. On a constant currency basis(1), North America net sales increased 6.4% driven by the success of new products and expanded distribution. GAAP gross margin was 40.0% as compared to 36.1% in the second quarter of 2015. GAAP operating margin was 15.5% as compared to 10.2% in the second quarter of 2015, driven primarily by gross margin improvement.

North America adjusted gross margin(1) improved 340 basis points to 40.0% as compared to 36.6% in the second quarter of 2015. Gross margin and adjusted gross margin(1) improvements were primarily driven by operational improvements, pricing actions and product mix. These factors were slightly offset by new product launch costs. The increase in North America gross margin and adjusted gross margin(1) as well as an improvement in the Company's operating leverage drove a 430 basis point increase in the Company's North America adjusted operating margin(1) to 15.5% as compared to 11.2% in the second quarter of 2015.

International net sales increased 1.6% to $136.2 million from $134.1 million in the second quarter of 2015. On a constant currency basis(1), International net sales increased 7.6%. GAAP gross margin was 51.1% as compared to 52.3% in the second quarter of 2015. GAAP operating margin was 17.0% as compared to 17.7% in the second quarter 2015, driven primarily by the decrease in gross margin.

International adjusted gross margin(1) declined 120 basis points to 51.1% as compared to 52.3% in the second quarter of 2015. The decrease in gross margin and adjusted gross margin(1) was primarily driven by costs associated with new product introductions and product mix. These factors were slightly offset by an improvement in channel mix. The decrease in International gross margin and adjusted gross margin(1) drove a 110 basis point decrease in the Company's International adjusted operating margin(1) to 17.0% as compared to 18.1% in the second quarter of 2015.

Corporate GAAP operating expense decreased 27.5% to $26.3 million from $36.3 million in the second quarter of 2015. The decrease in operating expense was primarily driven by $11.7 million incurred in the second quarter of 2015 related to the Company's 2015 Annual Meeting and executive management transition and related retention compensation, which were not incurred in the second quarter of 2016.

Corporate adjusted operating expense(1) increased 6.2% to $25.7 million from $24.2 million in the second quarter of 2015. The increase in Corporate adjusted operating expense was primarily related to increases in performance related compensation expense.

Balance Sheet

As of June 30, 2016, the Company reported $137.9 million in cash and cash equivalents and $1.7 billion in total debt, as compared to $153.9 million in cash and cash equivalents and $1.5 billion in total debt as of December 31, 2015.

Financial Guidance

The Company also today updated its financial guidance for 2016. For the full year 2016, the Company currently expects Adjusted EBITDA(1) to range from $525 million to $550 million. The Company noted its expectations are based on information available at the time of this release, and are subject to changing conditions, many of which are outside the Company's control.

Conference Call Information

Tempur Sealy International, Inc. will host a live conference call to discuss financial results today, July 28, 2016 at 8:00 a.m. Eastern Time. The dial-in number for the conference call is 800-850-2903. The dial-in number for international callers is 224-357-2399. The call is also being webcast and can be accessed on the investor relations section of the Company's website, http://www.tempursealy.com. After the conference call, a webcast replay will remain available on the investor relations section of the Company's website for 30 days.

Non-GAAP Financial Measures and Constant Currency Information

For additional information regarding adjusted net income, adjusted EPS, adjusted gross profit, adjusted gross margin, adjusted operating income (expense), adjusted operating margin, EBITDA, adjusted EBITDA, consolidated funded debt, and consolidated funded debt less qualified cash (all of which are non-GAAP financial measures), please refer to the reconciliations and other

(1) This is a non-GAAP financial measure. Please refer to "Non-GAAP Financial Measures and Constant Currency Information" below.

information included in the attached schedules. For information on the methodology used to present information on a constant currency basis, please refer to "Constant Currency Information" included in the attached schedules.

Forward-looking Statements

This press release contains "forward-looking statements," within the meaning of the federal securities laws, which include information concerning one or more of the Company's plans, objectives, goals, strategies, and other information that is not historical information. When used in this release, the words "estimates," "expects," "guidance," "anticipates," "projects," "plans," "proposed," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to the Company's expectations regarding adjusted EBITDA for 2016 and performance generally for 2016 and subsequent periods. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct.

Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from those expressed as forward-looking statements. These risk factors include risks associated with the Company's capital structure and debt level; general economic, financial and industry conditions, particularly in the retail sector, as well as consumer confidence and the availability of consumer financing; changes in product and channel mix and the impact on the Company's gross margin; changes in interest rates; the impact of the macroeconomic environment in both the U.S. and internationally on the Company's business segments; uncertainties arising from global events; the effects of changes in foreign exchange rates on the Company's reported earnings; consumer acceptance of the Company's products; industry competition; the efficiency and effectiveness of the Company's advertising campaigns and other marketing programs; the Company's ability to increase sales productivity within existing retail accounts and to further penetrate the Company's retail channel, including the timing of opening or expanding within large retail accounts and the timing and success of product launches; the effects of consolidation of retailers on revenues and costs; the Company's ability to expand brand awareness, distribution and new products; the Company's ability to continuously improve and expand its product line, maintain efficient, timely and cost-effective production and delivery of its products, and manage its growth; the effects of strategic investments on the Company's operations; changes in foreign tax rates and changes in tax laws generally, including the ability to utilize tax loss carry forwards; the outcome of various pending tax audits or other tax, regulatory or investigation proceedings; changing commodity costs; the effect of future legislative or regulatory changes; and disruptions to the implementation of the Company's strategic priorities and business plan caused by abrupt changes in the Company's senior management team and Board of Directors.

There are a number of risks, uncertainties and other important factors, many of which are beyond the Company's control, that could cause its actual results to differ materially from those expressed as forward-looking statements in this press release, including the risk factors discussed under the heading "Risk Factors" under ITEM 1A of Part 1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. There may be other factors that may cause the Company's actual results to differ materially from the forward-looking statements. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

About Tempur Sealy International, Inc.

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

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TEMPUR SEALY INTERNATIONAL, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(in millions, except per common share amounts)
(unaudited)

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Chg %	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015	Chg %
Net sales	$ 804.4	$ 764.4	5.2%	$ 1,525.4	$ 1,503.9	1.4%
Cost of sales	467.5	466.9		897.5	927.7	
Gross profit	336.9	297.5	13.2%	627.9	576.2	9.0%
Selling and marketing expenses	172.8	168.6		322.9	322.4	
General, administrative and other expenses	71.9	85.1		143.6	162.8	
Equity income in earnings of unconsolidated affiliates	(3.4)	(3.4)		(6.2)	(6.4)	
Royalty income, net of royalty expense	(4.6)	(4.8)		(9.3)	(9.0)	
Operating income	100.2	52.0	92.7%	176.9	106.4	66.3%
Other expense, net:						
Interest expense, net	23.1	20.5		44.5	40.9	
Loss on extinguishment of debt	47.2	—		47.2	—	
Other expense (income), net	0.7	2.2		(0.3)	0.9	
Total other expense	71.0	22.7		91.4	41.8	
Income before income taxes	29.2	29.3	(0.3)%	85.5	64.6	32.4%
Income tax provision	(9.2)	(8.3)		(26.5)	(18.6)	
Net income before non-controlling interest	20.0	21.0	(4.8)%	59.0	46.0	28.3%
Less: Net (loss) income attributable to non-controlling interest [1], [2]	(1.3)	(0.2)		(1.9)	1.4	
Net income attributable to Tempur Sealy International, Inc.	$ 21.3	$ 21.2	0.5%	$ 60.9	$ 44.6	36.5%
Earnings per common share:						
Basic	$ 0.35	$ 0.35		$ 1.00	$ 0.73	
Diluted	$ 0.35	$ 0.34	2.9%	$ 0.99	$ 0.72	37.5%
Weighted average common shares outstanding:						
Basic	60.2	61.3		61.1	61.1	
Diluted	60.8	62.4		61.7	62.3	

(1) (Loss) attributable to the Company's redeemable non-controlling interest in Comfort Revolution, LLC for the three months ended June 30, 2016 and 2015 represented $(1.3) million and $(0.1) million, respectively. (Loss) income attributable to the Company's redeemable non-controlling interest in Comfort Revolution, LLC for the six months ended June 30, 2016 and 2015 represented $(1.9) million and $0.5 million, respectively.

(2) As of June 30, 2015, the redemption value exceeded the accumulated earnings of the Company's redeemable non-controlling interest in Comfort Revolution, LLC. Accordingly, for the three and six months ended June 30, 2015, the Company recorded a $(0.1) million and $0.9 million adjustment, net of tax, respectively, to adjust the carrying value of redeemable non-controlling interest to its redemption value. As of June 30, 2016, the accumulated earnings exceeded the redemption value and, accordingly, a redemption value adjustment was not necessary for the three or six months ended June 30, 2016.

TEMPUR SEALY INTERNATIONAL, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheet
(in millions)

	June 30, 2016	December 31, 2015
ASSETS	**(unaudited)**	
Current Assets:		
Cash and cash equivalents	$ 137.9	$ 153.9
Accounts receivable, net	414.0	379.4
Inventories, net	225.6	199.2
Prepaid expenses and other current assets	71.4	76.6
Total Current Assets	848.9	809.1
Property, plant and equipment, net	362.2	361.7
Goodwill	719.6	709.4
Other intangible assets, net	691.9	695.4
Deferred income taxes	12.5	12.2
Other non-current assets	84.3	67.7
Total Assets	$ 2,719.4	$ 2,655.5
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 253.5	$ 266.3
Accrued expenses and other current liabilities	263.7	254.0
Income taxes payable	1.1	11.2
Current portion of long-term debt	150.2	181.5
Total Current Liabilities	668.5	713.0
Long-term debt, net	1,526.6	1,273.3
Deferred income taxes	194.6	195.4
Other non-current liabilities	161.7	171.2
Total Liabilities	2,551.4	2,352.9
Redeemable Non-Controlling Interest	10.5	12.4
Total Stockholders' Equity	157.5	290.2
Total Liabilities, Redeemable Non-Controlling Interest and Stockholders' Equity	$ 2,719.4	$ 2,655.5

TEMPUR SEALY INTERNATIONAL, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in millions)
(unaudited)

	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income before non-controlling interest	$ 59.0	$ 46.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	36.0	36.6
Amortization of stock-based compensation	10.6	11.7
Amortization of deferred financing costs	2.5	4.5
Bad debt expense	1.8	3.0
Deferred income taxes	(0.9)	(14.7)
Dividends received from unconsolidated affiliates	3.6	1.9
Equity income in earnings of unconsolidated affiliates	(6.2)	(6.4)
Non-cash interest expense on 8.0% Sealy Notes	3.6	2.6
Loss on extinguishment of debt	47.2	—
Loss on sale of assets	0.5	0.8
Foreign currency adjustments and other	(1.2)	2.4
Changes in operating assets and liabilities	(104.6)	(87.3)
Net cash provided by operating activities	51.9	1.1
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(24.3)	(34.0)
Proceeds from disposition of business and other	—	7.1
Net cash used in investing activities	(24.3)	(26.9)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from borrowings under long-term debt obligations	1,435.3	283.0
Repayments of borrowings under long-term debt obligations	(1,230.4)	(311.5)
Proceeds from exercise of stock options	6.0	10.5
Excess tax benefit from stock-based compensation	3.0	14.7
Treasury stock repurchased	(217.3)	(1.2)
Payment of deferred financing costs	(6.2)	—
Fees paid to lenders	(7.8)	—
Call premium on 2020 Senior Notes	(23.6)	—
Other	0.4	(1.2)
Net cash used in financing activities	(40.6)	(5.7)
NET EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(3.0)	4.4
Decrease in cash and cash equivalents	(16.0)	(27.1)
CASH AND CASH EQUIVALENTS, beginning of period	153.9	62.5
CASH AND CASH EQUIVALENTS, end of period	$ 137.9	$ 35.4

Summary of Channel Sales

The following table highlights net sales information, by channel and by segment, for the three months ended June 30, 2016 and 2015:

	Three Months Ended June 30,					
(in millions)	Consolidated		North America		International	
	2016	2015	2016	2015	2016	2015
Retail[1]	$ 725.5	$ 703.7	$ 630.9	$ 608.3	$ 94.6	$ 95.4
Other[2]	78.9	60.7	37.3	22.0	41.6	38.7
	$ 804.4	$ 764.4	$ 668.2	$ 630.3	$ 136.2	$ 134.1

(1) The Retail channel includes furniture and bedding retailers, department stores, specialty retailers and warehouse clubs.
(2) The Other channel includes direct-to-consumer, third party distributors, hospitality and healthcare customers.

Summary of Product Sales

The following table highlights net sales information, by product and by segment, for the three months ended June 30, 2016 and 2015:

	Three Months Ended June 30,					
(in millions)	Consolidated		North America		International	
	2016	2015	2016	2015	2016	2015
Bedding[1]	$ 744.8	$ 711.4	$ 636.2	$ 604.8	$ 108.6	$ 106.6
Other[2]	59.6	53.0	32.0	25.5	27.6	27.5
	$ 804.4	$ 764.4	$ 668.2	$ 630.3	$ 136.2	$ 134.1

(1) Bedding products include mattresses, foundations, and adjustable foundations.
(2) Other products include pillows and various other comfort products.

TEMPUR SEALY INTERNATIONAL, INC. AND SUBSIDIARIES
Reconciliation of Non-GAAP Measures
(in millions, except percentages, ratios and per common share amounts)

The Company provides information regarding adjusted net income, adjusted EPS, adjusted gross profit, adjusted gross margin, adjusted operating income (expense), adjusted operating margin, EBITDA, adjusted EBITDA, consolidated funded debt and consolidated funded debt less qualified cash, which are not recognized terms under GAAP and do not purport to be alternatives to net income and earnings per share as a measure of operating performance or total debt. The Company believes these non-GAAP measures provide investors with performance measures that better reflect the Company's underlying operations and trends, including trends in changes in margin and operating expenses, providing a perspective not immediately apparent from net income and operating income. The adjustments management makes to derive the non-GAAP measures include adjustments to exclude items that may cause short-term fluctuations in the nearest GAAP measure, but which management does not consider to be the fundamental attributes or primary drivers of its business, including costs associated with its 2013 acquisition of Sealy Corporation and its subsidiaries and the exclusion of other costs associated with the 2015 Annual Meeting (including executive management transition and retention compensation), legal settlements, costs associated with the completion of the new credit facility and senior notes offering in the second quarter of 2016 and other costs.

The Company believes that exclusion of these items assists in providing a more complete understanding of the Company's underlying results from continuing operations and trends, and management uses these measures along with the corresponding GAAP financial measures to manage the Company's business, to evaluate its consolidated and segment performance compared to prior periods and the marketplace, to establish operational goals and to provide continuity to investors for comparability purposes. These non-GAAP measures should be considered supplemental in nature and should not be construed as more significant than comparable measures defined by U.S. GAAP. Limitations associated with the use of these non-GAAP measures include that these measures do not present all of the amounts associated with our results as determined in accordance with U.S. GAAP. Because not all companies use identical calculations, these presentations may not be comparable to other similarly titled measures of other companies. For more information about these non-GAAP measures and a reconciliation to the nearest GAAP measure, please refer to the reconciliations on the following pages.

Constant Currency Information

In this press release the Company refers to, and in other press releases and other communications with investors the Company may refer to, net sales or earnings or other historical financial information on a "constant currency basis", which is a non-GAAP financial measure. These references to constant currency basis do not include operational impacts that could result from fluctuations in foreign currency rates. To provide information on a constant currency basis, the applicable financial results are adjusted based on a simple mathematical model that translates current period results in local currency using the comparable prior year period's currency conversion rate. This approach is used for countries where the functional currency is the local country currency. This information is provided so that certain financial results can be viewed without the impact of fluctuations in foreign currency rates, thereby facilitating period-to-period comparisons of business performance.

Adjusted Net Income and Adjusted EPS

A reconciliation of GAAP net income to adjusted net income and a calculation of adjusted EPS is provided below. Management believes that the use of these non-GAAP financial measures provides investors with additional useful information with respect to the impact of various adjustments as described in the footnotes at the end of this release.

The following table sets forth the reconciliation of the Company's GAAP net income to adjusted net income and a calculation of adjusted EPS for the three months ended June 30, 2016 and 2015:

Please refer to Footnotes at the end of this release.

(in millions, except per share amounts)	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015
GAAP net income	$ 21.3	$ 21.2
Loss on extinguishment of debt (1)	47.2	—
Interest expense (2)	2.1	—
Integration costs (3)	1.0	6.7
Executive management transition and retention compensation (4)	—	7.5
2015 Annual Meeting costs (5)	—	4.2
Tax adjustment (6)	(15.9)	(6.3)
Adjusted net income	$ 55.7	$ 33.3
Adjusted earnings per common share, diluted	$ 0.92	$ 0.53
Diluted shares outstanding	60.8	62.4

Adjusted Gross Profit and Gross Margin and Adjusted Operating Income (Expense) and Operating Margin

A reconciliation of GAAP gross profit and gross margin to adjusted gross profit and gross margin, respectively, and GAAP operating income (expense) and operating margin to adjusted operating income (expense) and operating margin, respectively, is provided below. Management believes that the use of these non-GAAP financial measures provides investors with additional useful information with respect to the impact of various adjustments as described in the footnotes at the end of this release.

The following table sets forth the reconciliation of the Company's reported GAAP gross profit and operating income (expense) to the calculation of adjusted gross profit and operating income (expense) for the three months ended June 30, 2016:

	Three Months Ended June 30, 2016						
(in millions, except percentages)	Consolidated	Margin	North America (7)	Margin	International	Margin	Corporate (8)
Net sales	$ 804.4		$ 668.2		$ 136.2		$ —
Gross profit	$ 336.9	41.9%	$ 267.3	40.0%	$ 69.6	51.1%	$ —
Adjustments	0.1		0.1		—		—
Adjusted gross profit	$ 337.0	41.9%	$ 267.4	40.0%	$ 69.6	51.1%	$ —
Operating income (expense)	$ 100.2	12.5%	$ 103.3	15.5%	$ 23.2	17.0%	$ (26.3)
Adjustments	1.0		0.4		—		0.6
Adjusted operating income (expense)	$ 101.2	12.6%	$ 103.7	15.5%	$ 23.2	17.0%	$ (25.7)

Please refer to Footnotes at the end of this release.

The following table sets forth the reconciliation of the Company's reported GAAP gross profit and operating income (expense) to the calculation of adjusted gross profit and operating income (expense) for the three months ended June 30, 2015:

	Three Months Ended June 30, 2015						
(in millions, except percentages)	**Consolidated**	**Margin**	**North America (7)**	**Margin**	**International (9)**	**Margin**	**Corporate (8)**
Net sales	$ 764.4		$ 630.3		$ 134.1		$ —
Gross profit	$ 297.5	38.9%	$ 227.4	36.1%	$ 70.1	52.3%	$ —
Adjustments	3.5		3.4		0.1		—
Adjusted gross profit	$ 301.0	39.4%	$ 230.8	36.6%	$ 70.2	52.3%	$ —
Operating income (expense)	$ 52.0	6.8%	$ 64.6	10.2%	$ 23.7	17.7%	$ (36.3)
Adjustments	18.4		5.7		0.6		12.1
Adjusted operating income (expense)	$ 70.4	9.2%	$ 70.3	11.2%	$ 24.3	18.1%	$ (24.2)

EBITDA, Adjusted EBITDA and Consolidated funded debt less qualified cash

The following reconciliations are provided below:

- GAAP net income to EBITDA and adjusted EBITDA
- Total debt to consolidated funded debt less qualified cash
- Ratio of consolidated funded debt less qualified cash to adjusted EBITDA

Management believes that presenting these non-GAAP measures provides investors with useful information with respect to the Company's operating performance and comparisons from period to period, as well as general information about the Company's progress in reducing its leverage.

The following table sets forth the reconciliation of the Company's reported GAAP net income to the calculations of EBITDA and adjusted EBITDA for the three months ended June 30, 2016 and 2015:

	Three Months Ended	
(in millions)	**June 30, 2016**	**June 30, 2015**
GAAP net income	$ 21.3	$ 21.2
Loss on extinguishment of debt	47.2	—
Interest expense	23.1	20.5
Income taxes	9.2	8.3
Depreciation and amortization	22.9	26.5
EBITDA	$ 123.7	$ 76.5
Adjustments:		
Integration costs (3)	1.0	6.7
2015 Annual Meeting costs (5)	—	4.2
Executive management transition (4)	—	3.0
Redeemable non-controlling interest (10)	—	(0.1)
Adjusted EBITDA	$ 124.7	$ 90.3

Please refer to Footnotes at the end of this release.

The following table sets forth the reconciliation of the Company's net income to the calculations of EBITDA and adjusted EBITDA for the trailing twelve months ended June 30, 2016 and 2015:

	Trailing Twelve Months Ended	
(in millions)	**June 30, 2016**	**June 30, 2015**
Net income	$ 89.8	$ 128.3
Interest expense	99.7	87.6
Loss on extinguishment of debt	47.2	—
Income taxes	133.3	62.2
Depreciation and amortization	92.2	92.5
EBITDA	$ 462.2	$ 370.6
Adjustments		
German legal settlement (11)	17.6	—
Integration costs (3)	12.4	47.0
Restructuring costs (12)	11.9	—
Other income (13)	(9.5)	(15.6)
Executive management transition and retention compensation (4)	8.7	3.0
2015 Annual Meeting costs (5)	—	6.3
Pension settlement (14)	1.3	—
Loss on disposal of business (15)	—	2.8
Financing costs (16)	—	1.3
Redemption value adjustment on redeemable non-controlling interest, net of tax (10)	(0.9)	0.9
Adjusted EBITDA	$ 503.7	$ 416.3
Consolidated funded debt less qualified cash	$ 1,599.4	$ 1,568.4
Ratio of consolidated funded debt less qualified cash to Adjusted EBITDA	3.18 times	3.77 times

On April 6, 2016, the Company entered into a senior secured credit agreement ("2016 Credit Agreement") with a syndicate of banks, replacing the Company's previous senior secured credit agreement dated December 12, 2012 ("2012 Credit Agreement"). Under the Company's 2016 Credit Agreement, adjusted EBITDA contains certain restrictions that limit adjustments to GAAP net income when calculating adjusted EBITDA. For the twelve months ended June 30, 2016, and 2015, the Company's adjustments to GAAP net income when calculating adjusted EBITDA did not exceed the allowable amount under the 2016 Credit Agreement.

The ratio of adjusted EBITDA under the Company's 2016 Credit Agreement to consolidated funded debt less qualified cash is 3.18 times for the twelve months ending June 30, 2016. The Company's 2016 Credit Agreement requires the Company to maintain a ratio of consolidated funded debt less qualified cash to Adjusted EBITDA of less than 5.00:1.00 times.

The following table sets forth the reconciliation of the Company's reported total debt to the calculation of consolidated funded debt less qualified cash as of June 30, 2016 and 2015. "Consolidated funded debt" and "qualified cash" are terms used in the Company's 2016 Credit Agreement and 2012 Credit Agreement for purposes of certain financial covenants.

(in millions)	**June 30, 2016**	**June 30, 2015**
Total debt, net	$ 1,676.8	$ 1,542.8
Plus: Deferred financing costs(17)	11.3	33.2
Total debt	1,688.1	1,576.0
Plus: Letters of credit outstanding	18.8	17.3
Consolidated funded debt	$ 1,706.9	$ 1,593.3
Less:		
Domestic qualified cash (18)	61.9	9.0
Foreign qualified cash (18)	45.6	15.9
Consolidated funded debt less qualified cash	$ 1,599.4	$ 1,568.4

Footnotes:

(1) Loss on extinguishment of debt represents costs associated with the completion of a new credit facility and senior notes offering in the second quarter of 2016.

(2) Interest expense represents incremental interest incurred upon the senior notes due 2026 sold in the second quarter of 2016 and the senior notes due 2020, which were repaid with the proceeds of the new senior notes due 2026.

(3) Integration costs represents costs, including legal fees, professional fees, compensation costs and other charges related to the transition of manufacturing facilities, and other costs related to the continued alignment of the North America business segment related to the Sealy acquisition.

(4) Executive management transition and retention compensation represents certain costs associated with the transition of certain of the Company's executive officers following the 2015 Annual Meeting.

(5) 2015 Annual Meeting costs represent additional costs related to the Company's 2015 Annual Meeting and related issues.

(6) Adjusted income tax provision represents adjustments associated with the aforementioned items and other discrete income tax events.

(7) Adjustments for the North America business segment represent executive management retention costs, integration costs (which include compensation costs, professional fees and other charges related to the transition of manufacturing facilities) and other costs to support the continued alignment of the North America business segment related to the Sealy acquisition.

(8) Adjustments for Corporate represent executive management transition and retention costs and integration costs which include professional fees and other charges to align the business related to the Sealy acquisition.

(9) Adjustments for the International business segment represent executive management retention costs and integration costs incurred in connection with the introduction of Sealy products in certain international markets.

(10) Redemption value adjustment on redeemable non-controlling interest represents an adjustment to the carrying value of the redeemable non-controlling interest to its redemption value.

(11) German legal settlement represents the previously announced €15.5 million ($17.6 million) settlement the Company reached in 2015 with the German Foreign Cartel Office ("FCO") to fully resolve the FCO's antitrust investigation, and related legal fees.

(12) Restructuring costs represents costs associated with headcount reduction and store closures.

(13) Other income includes income from a partial settlement of a legal dispute.

(14) Pension settlement represents pension expense recorded in conjunction with a settlement offered to terminated, vested participants in a defined benefit pension plan.

(15) Loss on disposal of business represents costs associated with the disposition of the three Sealy U.S. innerspring component production facilities and related equipment.

(16) Financing costs represent costs incurred in connection with the amendment of the 2012 Credit Facility.

(17) The Company presents deferred financing costs as a direct reduction from the carrying amount of the related debt in the Condensed Consolidated Balance Sheets. For purposes of determining total debt for financial covenants, the Company has added these costs back to total debt, net as calculated per the Condensed Consolidated Balance Sheets.

(18) Qualified cash as defined in the 2016 Credit Agreement and 2012 Credit Agreement equals 100.0% of unrestricted domestic cash plus 60.0% of unrestricted foreign cash. For purposes of calculating leverage ratios, qualified cash is capped at $150.0 million.

Please refer to Footnotes at the end of this release.

TEMPUR SEALY

TEMPUR SEALY INCREASES SHARE REPURCHASE PROGRAM BY $200 MILLION
Reports Year to Date Purchases

LEXINGTON, KY, JULY 28, 2016 - Tempur Sealy International, Inc. (NYSE: TPX) today announced that its Board of Directors has increased the authorization under the Company’s share repurchase program by an additional $200 million.

Since the program was announced on February 4, 2016 through July 27, 2016, the Company has repurchased approximately 4.4 million shares for a total cost of approximately $256 million. After this increased authorization, the Company has approximately $344 million remaining available for future share repurchases.

Tempur Sealy International, Inc. Chairman and CEO Scott Thompson commented, "We continue to believe the best way to deploy excess capital is to give it back to shareholders in the form of share repurchase activity. As we said in February, when we announced our repurchase authorization we expected that to be the first in a series. And today we are pleased to announce that our Board of Directors has once again authorized another $200 million share repurchase."

In a separate press release issued today, Tempur Sealy International reported its second quarter 2016 results.

Stock repurchases under this program may be made through open market transactions, negotiated purchases or otherwise, at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, financing and regulatory requirements and other market conditions. The program does not require the purchase of any minimum number of shares and may be suspended, modified or discontinued at any time without prior notice. Repurchases may be made under a Rule 10b5-1 plan, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so under federal securities laws.

About the Company

Tempur Sealy International, Inc. (NYSE: TPX) is the world’s largest bedding provider. Tempur Sealy International develops, manufactures and markets mattresses, foundations, pillows and other products. The Company’s brand portfolio includes many highly recognized brands, including TEMPUR®, Tempur-Pedic®, Sealy®, Sealy Posturepedic® and Stearns & Foster®. World headquarters for Tempur Sealy International is in Lexington, KY.

Forward-looking Statements

This press release contains "forward-looking statements," within the meaning of the federal securities laws, which include information concerning one or more of the Company's plans, objectives, goals, strategies, and other information that is not historical information. When used in this release, the words "estimates," "expects," "guidance," "anticipates," "projects," "plans," "proposed," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to the Company's expectations regarding its share repurchase program and capital allocation strategy. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct.

Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from those expressed as forward-looking statements. These risk factors include risks associated with the Company's capital structure and increased debt level; general economic, financial and industry conditions, particularly in the retail sector, as well as consumer confidence and the availability of consumer financing; changes in product and channel mix and the impact on the Company's gross margin; changes in interest rates; the impact of the macroeconomic environment in both the U.S. and internationally on the Company's business segments; uncertainties arising from global events; the effects of changes in foreign exchange rates on the Company's reported earnings; consumer acceptance of the Company's products; industry competition; the efficiency and effectiveness of the Company's advertising campaigns and other marketing programs; the Company's ability to increase sales productivity within existing retail accounts and to further penetrate the Company's retail channel, including the timing of opening or expanding within large retail accounts and the timing and success of product launches; the effects of consolidation of retailers on revenues and costs; the Company's ability to expand brand awareness, distribution and new products; the Company's ability to continuously improve and expand its product line, maintain efficient, timely and cost-effective production and delivery of its products, and manage its growth; the effects of strategic investments on the Company's operations; changes in foreign tax rates and changes in tax laws generally, including the ability to utilize tax loss carry forwards; the outcome of various pending tax audits or other tax, regulatory or investigation proceedings; changing commodity costs; the effect of future legislative or regulatorychanges; and disruptions to the implementation of the Company's strategic priorities and business plan caused by abrupt changes in the Company's senior management team and Board of Directors.

There are a number of risks, uncertainties and other important factors, many of which are beyond the Company's control, that could cause its actual results to differ materially from those expressed as forward-looking statements in this press release, including the risk factors discussed under the heading "Risk Factors" under ITEM 1A of Part 1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. There may be other factors that may cause the Company's actual results to differ materially from the forward-looking statements. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

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