

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Rusing Steven H</u> (Last) (First) (Middle) <u>C/O TEMPUR SEALY INTERNATIONAL, INC.</u> <u>1000 TEMPUR WAY</u> (Street) <u>LEXINGTON KY 40511</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC. [TPX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, U.S. Sales</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>5,600</u>	<u>D</u>	

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. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (right to buy)</u>	<u>(1)</u>	<u>01/04/2027</u>	<u>Common Stock</u>	<u>12,124</u>	<u>69.5</u>	<u>D</u>
<u>Performance Restricted Stock Units</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>2,240</u>	<u>0.0</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>3,596</u>	<u>0.0</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(4)</u>	<u>01/04/2028</u>	<u>Common Stock</u>	<u>7,838</u>	<u>62.45</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock</u>	<u>6,004</u>	<u>0.0</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(6)</u>	<u>(6)</u>	<u>Common Stock</u>	<u>17,768</u>	<u>0.0</u>	<u>D</u>

Explanation of Responses:

- Two installments of these options became exercisable in annual installments on January 5, 2018 and January 5, 2019, and the Reporting Person exercised the two installments. The remaining third and fourth annual installments of 6,062 options each will become exercisable on January 5, 2020 and January 5, 2021, respectively.
- Matching Performance Restricted Stock Units ("MPSUs") were granted to the Reporting Person on June 10, 2016 (the "Grant Date"). Each MPSU represents a contingent right to receive one share of Issuer Common Stock for each share purchased by the Reporting Person on or about the Grant Date. On February 24, 2017, the Compensation Committee of the TPX Board of Directors determined that the performance threshold had been satisfied, and the awards became subject only to time vesting restrictions. Pursuant to the award agreement, the MPSUs vest in five annual installments, with 1,120 units vesting on each of the five anniversaries of the Grant Date. Following achievement of the performance threshold, on each of the first, second and third vesting date the first, second and third tranche of MPSUs vested and were distributed to the Reporting Person.
- On January 5, 2017, the Reporting Person was granted 7,194 restricted stock units ("RSUs"), subject to a performance metric. On March 5, 2018, the Compensation Committee determined that the performance metric had been satisfied, and the awards became subject only to time vesting restrictions. Pursuant to the award agreement, two installments of 1,799 RSUs each vested and were distributed to the Reporting Person on March 5, 2018 and January 5, 2019, respectively. The remaining third and fourth installments of 1,798 RSUs each will vest on January 5, 2020 and January 5, 2021, respectively.
- One installment of these options became exercisable in an annual installment on January 4, 2019, and the Reporting Person exercised the installment. The second and third annual installments of 2,613 options each will vest and become exercisable on January 4, 2020 and January 4, 2021, respectively. The fourth annual installment of 2,612 options will vest and become exercisable on January 4, 2022.
- On January 5, 2018, the Reporting Person was granted 8,006 RSUs. Pursuant to the award agreement, one installment of 2,002 RSUs vested and was distributed to the Reporting Person on January 5, 2019. The remaining second installment of 2,002 RSUs, and the remaining third and fourth installments of 2,001 RSUs each, will vest on January 5, 2020, January 5, 2021 and January 5, 2022, respectively.
- On January 4, 2019, 17,768 RSUs were granted to the Reporting Person. Pursuant to the award agreement, the RSUs will vest in four annual installments beginning on January 5, 2020.

Remarks:

/s/ Bhaskar Rao, Attorney in Fact 01/06/2020

** Signature of Reporting Person Date

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

* 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.

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