

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tempur Sealy International, Inc.

(Exact Name of Registrant as Specified in its Charter)

**1000 Tempur Way
Lexington, Kentucky 40511
(800) 878-8889**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Amended and Restated 2013 Equity Incentive Plan

(Full title of the plan)

**Mohammad Vakil, Vice President, General Counsel and Secretary
Tempur Sealy International, Inc.**

**1000 Tempur Way
Lexington, Kentucky 40511
(800) 878-8889**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Michael J. Albano
Lillian Tsu
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York NY 10006
(212) 225-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting 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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 ("Registration Statement") is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 10,000,000 shares of the common stock, par value \$0.01 per share, of Tempur Sealy International, Inc. (the "Company" or "Registrant"), which may be issued pursuant to awards under the Company's Amended and Restated 2013 Equity Incentive Plan (the "Plan"). In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the prior registration statements on Form S-8 filed by the Company with respect to the Plan on November 8, 2013 ([Registration No. 333-192220](#)) and May 11, 2017 ([Registration No. 333-217901](#)), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents of this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, or excerpts thereof as indicated, filed by the Registrant with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference into this Registration Statement:

- [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on February 22, 2022;](#)
- The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed with the SEC on May 5, 2022;
- The Registrant's Current Reports filed with the SEC on [January 10, 2022](#), [February 22, 2022](#) and [April 28, 2022](#) (other than those portions of such Current Reports not deemed to be "filed" with the SEC); and
- The description of the Registrant's common stock contained in [Exhibit 4.12 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2021, as filed with the SEC on February 22, 2022.](#)

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed or furnished herewith:

- 4.1 [Specimen certificate for shares of common stock \(filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-K as filed on March 1, 2018\).](#) ⁽¹⁾
- 4.2 [Amended and Restated 2013 Equity Incentive Plan \(filed as Exhibit B to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 24, 2022\).](#) ⁽¹⁾
- 5.1 [Opinion of Cleary Gottlieb Steen & Hamilton LLP as to the legality of the securities being registered.](#)
- 23.1 [Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.](#)
- 23.3 [Consent of Cleary Gottlieb Steen & Hamilton LLP \(included in Exhibit 5.1\).](#)
- 24.1 [Powers of Attorney \(included on the signature page of this Form S-8\).](#)
- 107 [Filing Fee Table](#)

(1) Incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lexington, Commonwealth of Kentucky, on this 5th day of May 2022.

Tempur Sealy International, Inc.

By _____ /s/ Scott L. Thompson

Scott L. Thompson
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Scott L. Thompson and Mohammad Vakil and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments to the Registration Statement on Form S-8 of Tempur Sealy International, Inc. and any subsequent registration statements related thereto pursuant to Instruction E to Form S-8 (and all further amendments including post-effective amendments thereto), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> /s/ Scott L. Thompson Scott L. Thompson	Chairman, President and Chief Executive Officer (Principal Executive Officer)	May 5, 2022
<hr/> /s/ Bhaskar Rao Bhaskar Rao	Executive Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)	May 5, 2022
<hr/> /s/ Evelyn S. Dilsaver Evelyn S. Dilsaver	Director	May 5, 2022
<hr/> /s/ Simon John Dyer Simon John Dyer	Director	May 5, 2022
<hr/> /s/ Cathy R. Gates Cathy R. Gates	Director	May 5, 2022
<hr/> /s/ John A. Heil John A. Heil	Director	May 5, 2022
<hr/> /s/ Meredith Siegfried Madden Meredith Siegfried Madden	Director	May 5, 2022
<hr/> /s/ Richard W. Neu Richard W. Neu	Director	May 5, 2022

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2013 Equity Incentive Plan of Tempur Sealy International, Inc. of our reports dated February 22, 2022, with respect to the consolidated financial statements and schedule of Tempur Sealy International, Inc. and Subsidiaries, and the effectiveness of internal control over financial reporting of Tempur Sealy International, Inc. and Subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Louisville, Kentucky
May 5, 2022

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York NY 10006

May 5, 2022

Tempur Sealy International, Inc.
1000 Tempur Way
Lexington, Kentucky 40511

Re: Tempur Sealy International, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tempur Sealy International, Inc., a Delaware corporation (the "Company"), in connection with a registration statement on Form S-8 (the "Registration Statement") to be filed on May 5, 2022 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 10,000,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), to be issued by the Company pursuant to the Tempur Sealy International, Inc. Amended and Restated 2013 Equity Incentive Plan (the "Plan").

We have participated in the preparation of the Registration Statement and have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, when issued in accordance with the terms of the Plan, at prices not less than the par value thereof, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the use of this opinion as a part (Exhibit 5.1) of the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission thereunder. The opinion expressed herein is rendered on and as of the date hereof, and we assume no obligation to advise you, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinion expressed herein.

Very truly yours,

/s/ Cleary Gottlieb Steen & Hamilton LLP

Calculation of Filing Fee Tables

FORM S-8
(Form Type)

TEMPUR SEALY INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Other	10,000,000(2)	\$ 27.31	\$ 273,100,000	\$92.70 per \$1,000,000	\$ 25,317
Total Offering Amounts					\$ 273,100,000		\$ 25,317
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$ 25,317

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers any additional shares of the Registrant’s common stock that become issuable under the Registrant’s Amended and Restated 2013 Equity Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the outstanding shares of the Registrant’s common stock.
- (2) Consists of an additional 10,000,000 shares of Common Stock that may become issuable under the Plan pursuant to the terms of the Plan.
- (3) Pursuant to 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share and maximum aggregate offering price are estimated solely for the purpose of calculating the registration fee and are based upon the average of the high and low prices of the Registrant’s common stock as reported on the NYSE on May [2], 2022, which date is within five business days prior to filing this Registration Statement.