

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Nabi Usman</u>			<u>TEMPUR SEALY INTERNATIONAL, INC. [ TPX ]</u>			<input checked="" type="checkbox"/> Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Officer (give title below) Other (specify below)		
888 SEVENTH AVENUE 29TH FLOOR			02/08/2016					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK NY 10019						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2016		P		101,400	A	\$52.62 <sup>(1)</sup>	3,743,900	I	By H Partners, LP <sup>(2)</sup>
Common Stock	02/08/2016		P		5,300	A	\$53.52 <sup>(3)</sup>	3,749,200	I	By H Partners, LP <sup>(2)</sup>
Common Stock	02/09/2016		P		100,660	A	\$52.41 <sup>(4)</sup>	3,849,860	I	By H Partners, LP <sup>(2)</sup>
Common Stock	02/09/2016		P		101,940	A	\$53.48 <sup>(5)</sup>	3,951,800	I	By H Partners, LP <sup>(2)</sup>
Common Stock	02/10/2016		P		101,300	A	\$54.53 <sup>(6)</sup>	4,053,100	I	By H Partners, LP <sup>(2)</sup>
Common Stock	02/08/2016		P		208,091	A	\$51.75 <sup>(7)</sup>	1,575,791	I	By H Offshore Fund, Ltd. <sup>(8)</sup>
Common Stock	02/08/2016		P		48,109	A	\$52.62 <sup>(1)</sup>	1,623,900	I	By H Offshore Fund, Ltd. <sup>(8)</sup>
Common Stock	02/08/2016		P		2,300	A	\$53.52 <sup>(3)</sup>	1,626,200	I	By H Offshore Fund, Ltd. <sup>(8)</sup>
Common Stock	02/09/2016		P		43,700	A	\$52.41 <sup>(4)</sup>	1,669,900	I	By H Offshore Fund, Ltd. <sup>(8)</sup>
Common Stock	02/09/2016		P		44,200	A	\$53.48 <sup>(5)</sup>	1,714,100	I	By H Offshore Fund, Ltd. <sup>(8)</sup>
Common Stock	02/10/2016		P		44,000	A	\$54.53 <sup>(6)</sup>	1,758,100	I	By H Offshore Fund, Ltd. <sup>(8)</sup>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2016		P		33,300	A	\$52.62 <sup>(1)</sup>	1,098,100	I	By Managed Account <sup>(9)</sup>
Common Stock	02/08/2016		P		1,500	A	\$53.52 <sup>(3)</sup>	1,099,600	I	By Managed Account <sup>(9)</sup>
Common Stock	02/09/2016		P		29,600	A	\$52.41 <sup>(4)</sup>	1,129,200	I	By Managed Account <sup>(9)</sup>
Common Stock	02/09/2016		P		29,900	A	\$53.48 <sup>(5)</sup>	1,159,100	I	By Managed Account <sup>(9)</sup>
Common Stock	02/10/2016		P		29,700	A	\$54.53 <sup>(6)</sup>	1,188,800	I	By Managed Account <sup>(9)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$52.34 to \$53.33. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- H Partners, LP ("H LP") directly owns the reported securities. H Partners Capital, LLC ("H Capital") is the general partner of H LP. H Partners Management, LLC ("H Management") is the investment manager of H LP, and Usman Nabi is a senior partner of H Management. As a result, H Capital, H Management and Mr. Nabi may be deemed to have voting and dispositive power with respect to the shares of common stock held by H LP. Mr. Nabi disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$53.34 to \$53.85. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$51.97 to \$52.96. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$52.97 to \$53.68. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$54.02 to \$55.00. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$51.35 to \$52.34. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- H Offshore Fund, Ltd. ("H Offshore") directly owns the reported securities. H Management is the investment manager of H Offshore, and Mr. Nabi is a senior partner of H Management. As a result, H Management and Mr. Nabi may be deemed to have voting and dispositive power with respect to the shares of common stock held by H Offshore. Mr. Nabi disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Shares held in an account managed by H Management. H Management is the investment adviser of the managed account, and Mr. Nabi is a senior partner of H Management. As a result, H Management and Mr. Nabi may be deemed to have voting and dispositive power with respect to the shares of common stock held in the managed account. Mr. Nabi disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Remarks:**

/s/ Usman Nabi

02/10/2016

\*\* 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 4 (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.