

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rao Bhaskar</u> (Last) (First) (Middle) <u>C/O TEMPUR SEALY INTERNATIONAL, INC.</u> <u>1000 TEMPUR WAY</u> (Street) <u>LEXINGTON</u> <u>KY</u> <u>40511</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC.</u> <u>[TPX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>EVP & Chief Financial Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication ☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	01/04/2024	01/04/2024	M		29,289	A	\$0 ⁽¹⁾	371,459	D	
Common Stock	01/04/2024	01/04/2024	F		13,356	D	\$47.92	358,103	D	
Common Stock	01/04/2024	01/04/2024	M		4,585	A	\$0 ⁽¹⁾	362,688	D	
Common Stock	01/04/2024	01/04/2024	F		2,091	D	\$47.92	360,597	D	
Common Stock	01/04/2024	01/04/2024	M		7,322	A	\$0 ⁽¹⁾	367,919	D	
Common Stock	01/04/2024	01/04/2024	F		3,339	D	\$47.92	364,580	D	
Common Stock	01/04/2024	01/04/2024	M		4,019	A	\$0 ⁽¹⁾	368,599	D	
Common Stock	01/04/2024	01/04/2024	F		1,833	D	\$47.92	366,766	D	
Common Stock	01/04/2024	01/04/2024	M		5,547	A	\$0 ⁽¹⁾	372,313	D	
Common Stock	01/04/2024	01/04/2024	F		2,530	D	\$47.92	369,783	D	

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	Title	Amount or Number of Shares				
Performance Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			29,289	(2)	(2)	Common Stock	29,289	\$0	29,286	D	
Performance Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			4,585	(3)	(3)	Common Stock	4,585	\$0	9,175	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			7,322	(4)	(4)	Common Stock	7,322	\$0	7,322	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			4,019	(5)	(5)	Common Stock	4,019	\$0	8,038	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			5,547	(6)	(6)	Common Stock	5,547	\$0	16,640	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	A			16,173	(7)	(7)	Common Stock	16,173	\$0	16,173	D	

Explanation of Responses:

1. Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
2. On February 22, 2022, the Compensation Committee of the Board of Directors determined that the maximum performance conditions for the performance restricted stock units (PRSUs) granted on January 4, 2021 were achieved. The PRSUs vest in approximately three equal installments on January 4, 2023, 2024 and 2025.
3. On February 17, 2023, the Compensation Committee of the Board of Directors determined the payout for each performance metric for the PRSUs granted on January 4, 2022. The PRSUs vest in approximately three equal installments on January 4, 2024, 2025 and 2026.
4. On January 4, 2021, the reporting person was granted 29,290 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
5. On January 4, 2022, the reporting person was granted 16,076 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
6. On January 4, 2023, the reporting person was granted 22,187 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
7. On January 4, 2024, the reporting person was granted 16,173 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

Remarks:

/s/ Bhaskar Rao

01/08/2024

** 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.