

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): May 6, 2021

TEMPUR SEALY INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-31922
(Commission File Number)

33-1022198
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.01 par value	TPX	New York Stock Exchange

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As discussed in Item 5.07 below, on May 6, 2021, at the 2021 Annual Meeting of Stockholders of Tempur-Sealy International, Inc. (the "Company"), the Company's stockholders approved an amendment to 'ARTICLE IV Capital Stock' of the Company's Amended and Restated Certificate of Incorporation, as amended (as so amended, the "Certificate of Incorporation") to increase the number of authorized shares of common stock of the Company from 300,000,000 to 500,000,000 shares. The authorized preferred stock remains 10,000,000 shares. This increased the aggregate number of shares of all classes of stock that the Company may issue to 510,000,000 shares.

The foregoing summary does not purport to be complete and is qualified in its entirety by the full text of the Second Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, which was filed with the Secretary of State of the State of Delaware on May 7, 2021, and is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders

- (a) The Company's Annual Meeting of Stockholders was held on May 6, 2021.
- (b) Of the 201,767,857 shares of the Company's common stock outstanding as of the record date, 185,007,556 shares were represented at the Annual Meeting.
- (c) The name of each director elected at the meeting and a brief description of each other matter voted upon at the meeting is set forth below. The stockholders (1) elected all of the Company's nominees for director; (2) ratified the appointment of Ernst and Young LLP as the Company's independent auditor for the year ending December 31, 2021; (3) approved, on an advisory basis, the Compensation of the Company's Named Executive Officers; and (4) approved an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock from 300 million to 500 million. The tabulation of votes for each proposal is as follows:

(1) Election of Directors

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
EVELYN S. DILSAVER	164,137,998	6,920,191	73,032	13,876,335
CATHY R. GATES	166,327,388	4,717,453	86,380	13,876,335
JOHN A. HEIL	162,367,354	8,682,794	81,073	13,876,335
JON L. LUTHER	163,854,197	7,196,206	80,818	13,876,335
RICHARD W. NEU	165,961,695	5,088,274	81,252	13,876,335
SCOTT L. THOMPSON	162,681,259	7,902,217	547,745	13,876,335
ROBERT B TRUSSELL, JR	166,339,089	4,712,803	79,329	13,876,335

(2) Ratification of Independent Auditors

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
182,641,013	2,277,028	89,515	N/A

(3) Advisory Vote to Approve the Compensation of Named Executive Officers as described in the Company's 2021 Proxy Statement

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
165,686,197	5,335,430	109,594	13,876,335

(4) Amendment of the Company's Amended and Restated Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock from 300 Million to 500 Million

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
179,401,654	5,542,059	63,843	N/A

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Second Certificate of Amendment to the Amended and Restated Certificate of Incorporation
104	Cover page interactive data file (embedded within the Inline XBRL document).

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: May 10, 2021

Tempur Sealy International, Inc.

By: /s/ Bhaskar Rao

Name: Bhaskar Rao

Title: Executive Vice President & Chief Financial Officer

SECOND CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TEMPUR SEALY INTERNATIONAL, INC.

TEMPUR SEALY INTERNATIONAL, INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Second Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 22, 2003, as amended by the Certificate of Amendment filed with the Delaware Secretary of State on May 22, 2013 (together, the "Certificate of Incorporation").

2. The first paragraph of 'ARTICLE IV Capital Stock' of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 510,000,000 shares, consisting solely of:

- 500,000,000 shares of common stock, par value \$0.01 per share ("Common Stock"); and
- 10,000,000 shares of preferred stock, par value \$0.01 per share ("Preferred Stock")."

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Second Certificate of Amendment on behalf of the Corporation as of May 7, 2021.

By /s/ Bhaskar Rao
Bhaskar Rao
Executive Vice President and Chief Financial Officer