

**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): January 25, 2019

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 (see General Instruction A.2. below):

- 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))

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 7.01 Regulation FD Disclosure.

On January 25, 2019, Tempur Sealy International, Inc. (the "Company") released an updated investor presentation (the "Investor Presentation"). The Investor Presentation will be used from time to time in meetings with investors. A copy of the Investor Presentation is furnished herewith as Exhibit 99.1. The Investor Presentation includes certain updates on the status of the Company's litigation with Mattress Firm, Inc. as well as selected guidance for 2019.

The information disclosed pursuant to this Item 7.01 (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Tempur Sealy International, Inc. January 2019 Investor Presentation

TEMPUR+SEALY

Tempur Sealy International, Inc. (TPX)

“Success is strengthening
our Iconic Brands
while driving higher
ROIC through
focused execution”



Tempur Sealy
International, Inc.
(TPX)

“Success is strengthening
our Iconic Brands
while driving higher
ROIC through
focused execution”

Overview:

- Strong global brands serving all price points
- Omni-channel distribution balanced between wholesale and direct to consumer
- Global manufacturing footprint
- Structural growth industry, with high ROIC and robust free cash flow
- Industry is relatively concentrated in US and fragmented globally

Forward-Looking Statements: This investor presentation contains statements that may be characterized as “forward looking” within the meaning of federal securities laws. Please review carefully the cautionary statements and other information included in the appendix under “Forward looking Statements”.

Delivering Shareholder Value

Focus on long-term initiatives:

- Develop the most innovative bedding products in all the markets we serve
- Invest significant marketing dollars to promote our worldwide brands
- Optimize worldwide distribution to be where consumers want to shop
- Drive increases in EBITDA

2019 New Products

TEMPUR+SEALY





Designed to Win at Retail

- Market-Leading Product
- Clear Differentiation between Price Points
- Easier Selling to Drive Higher ASP's

Putting the Consumer First

- Simplification & Consistency
- Consumer-Led Language
- Raising the Innovation Quotient

TEMPUR-PEDIC



Launching the innovative, new breeze^o,
completes the largest rollout in Tempur history...

...designed to improve product mix,
with all night cooling.

STRONGER TEMPUR-PEDIC FAMILY

TEMPUR-ADAPT			TEMPUR-BREEZE	
ADAPT	PROADAPT	LUXEADAPT	PRObreeze ^o	LUXEbreeze ^o
	SOFT	SOFT		SOFT
MEDIUM	MEDIUM		MEDIUM	
	FIRM	FIRM		FIRM
HYBRID	HYBRID		HYBRID	
\$2,199	\$2,999	\$3,999	\$3,799	\$4,499

breeze° 2019

SLEEP TEMPERATURE IS THE #1 UNMET CONSUMER NEED



62% of American bedrooms have at
least one **hot** sleeper



WHEN YOU LIE DOWN



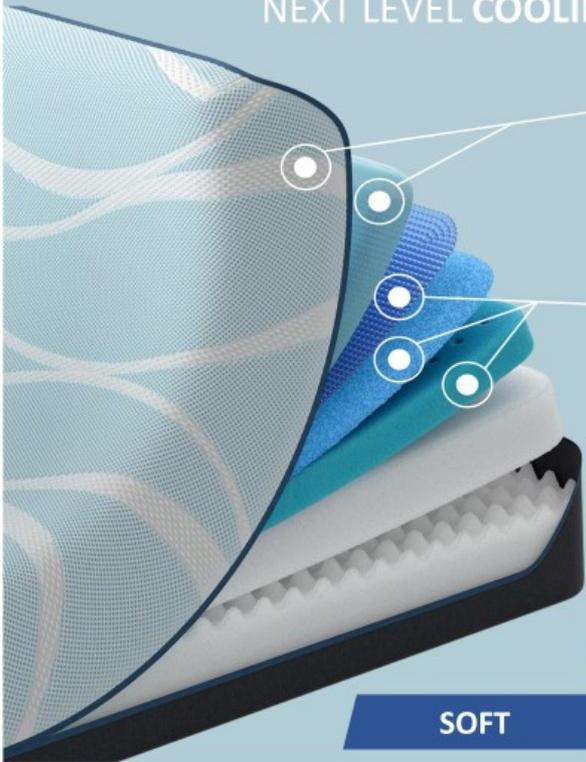
WHEN YOU FALL ASLEEP



ALL NIGHT LONG

NEW TEMPUR-LUXE**breeze**^o

NEXT LEVEL COOLING COMFORT



OUTSIDE

SMARTCLIMATE MAX DUAL COVER SYSTEM

An enhanced zip-off cover with double the cool-to-touch power combined with a super-stretch inner layer so you feel cooler when you lie down.

INSIDE

PURECOOL+ Phase Change Material

Exclusive, next-generation technology absorbs excess heat so you feel cooler while you fall asleep

TEMPUR-CM+ Material

Advanced TEMPUR® Material redesigned with maximum airflow for all-night cooling comfort

Ventilated TEMPUR-APR Material

Our most pressure-relieving material ever – now with an all-new, ultra-breathable design for all-night cooling comfort

13" PROFILE
\$4,499 SRP

SOFT

FIRM

TOTALLY REDESIGNED FROM COVER TO CORE

8 DEGREES COOLER



**SMARTCLIMATE
Dual Cover System**



PureCool+ Technology



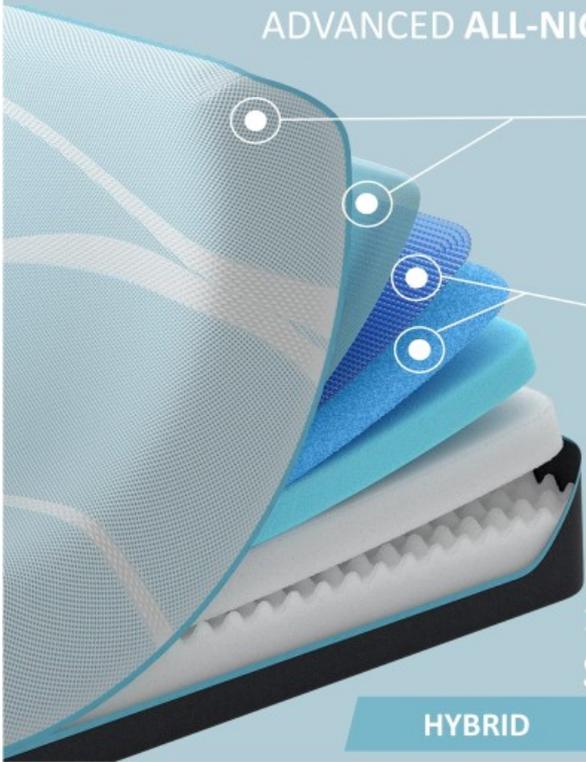
TEMPUR-CM+



**Ventilated
TEMPUR-APR Material**

NEW TEMPUR-PRObreeze^o

ADVANCED ALL-NIGHT COOLING - 3^o cooler



OUTSIDE

SMARTCLIMATE DUAL COVER SYSTEM

A zip-off, cool-to-touch outer layer combined with a super-stretch inner layer so you feel cooler when you lie down

INSIDE

PURECOOL+ Phase Change Material

Exclusive, next-generation technology absorbs excess heat so you feel cooler while you fall asleep

TEMPUR-CM+ Material

Advanced TEMPUR[®] Material redesigned with maximum airflow for all-night cooling comfort

12" PROFILE
\$3,799 SRP

HYBRID

MEDIUM

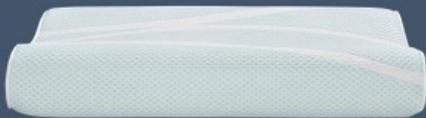
NEW breeze° PILLOW COLLECTION



breeze° ProLo
Qn \$199



breeze° ProHi
Qn \$199



breeze° Neck
Std \$149

INSIDE

DUAL COOL CORE
PATENTED DUAL-SIDED GEL

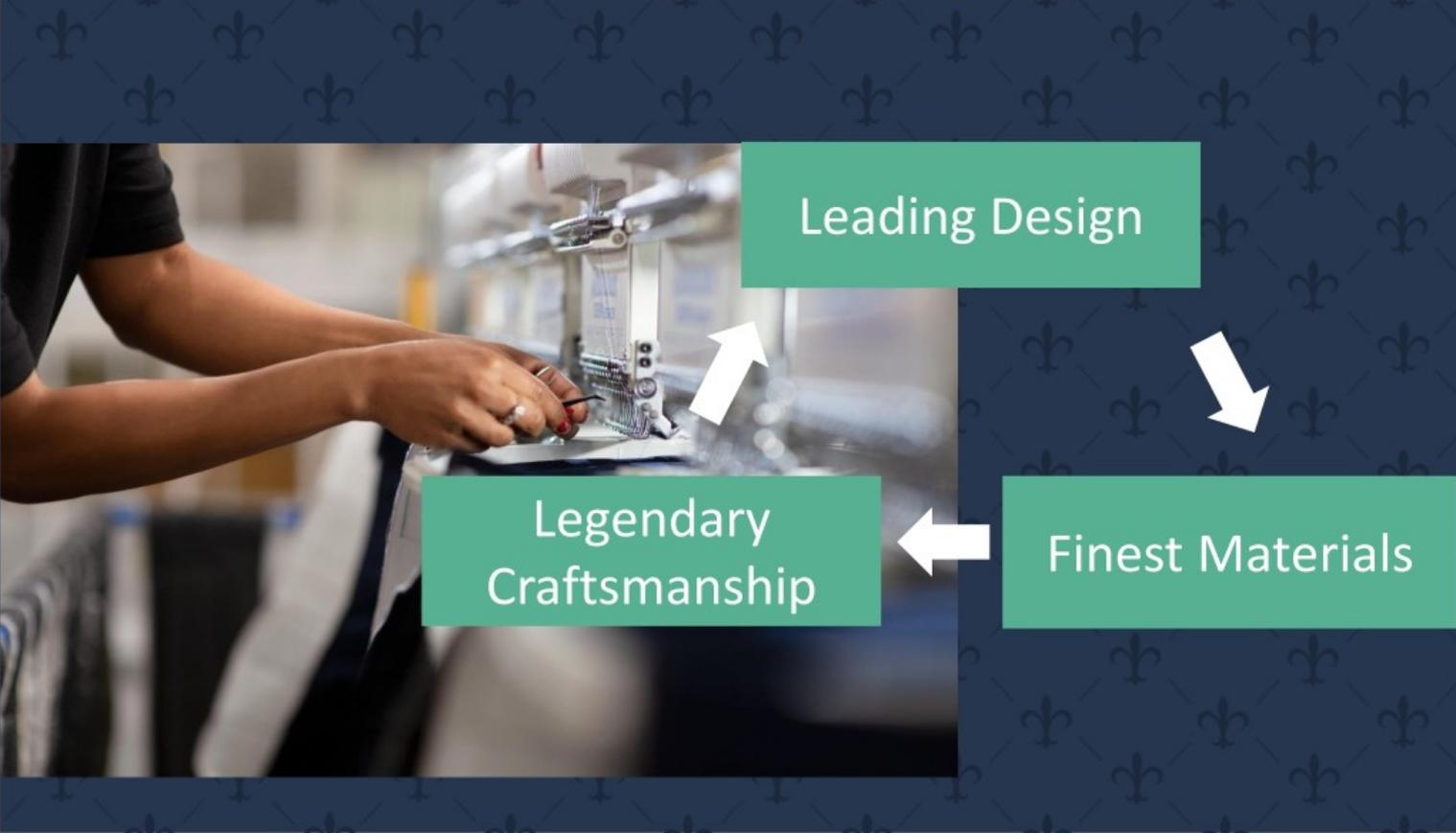
OUTSIDE

SMARTCLIMATE COVER
COOL-TO-TOUCH, ZIP-OFF
AND WASHABLE



STEARNS & FOSTER

2019





**ALL-NEW & EXCLUSIVE
Coil Technologies**

**PROPRIETARY and EXCLUSIVE
Memory Foam engineered by:**

TEMPUR-PEDIC®

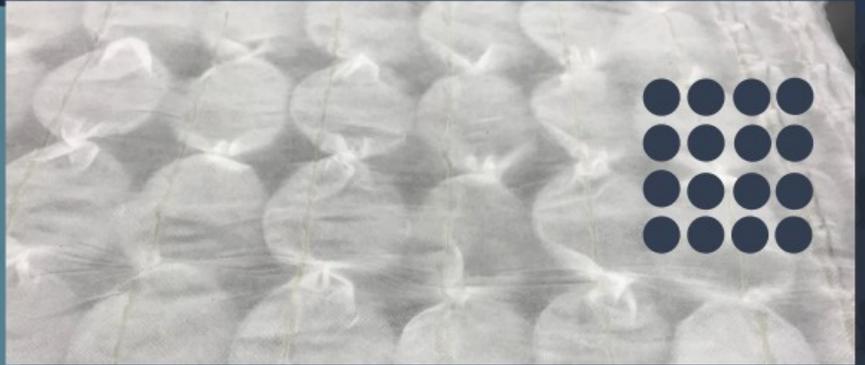


ALL-NEW Natural Cooling System

NEW!

IntelliCoil:

Personalized support
for your unique size
and shape



NEW!

IntelliCoil HD:

20% MORE
IntelliCoils





Indulge Memory Foam

Premium pressure-relief for all night support

Indulge HD Memory Foam

The ultimate in plush comfort without sacrificing durability

Engineered exclusively for **STEARNS & FOSTER**
by **TEMPUR-PEDIC®**



+



=



Tencel

Keeps you dry and comfortable

Airflow

Regulates heat to help with better sleep

AirVent System

Helps keep you cool, naturally

TEMPUR+SEALY



ESTATE

Starting at \$1,499



LUX ESTATE

Starting at \$2,299



LUX ESTATE HYBRID

Starting at \$2,799



RESERVE

Starting at \$3,999

TOP *it all off*

The only pillows worthy of your Stearns & Foster mattress



STEARNS & FOSTER MEMORY FOAM PILLOW

- ❖ Plush Memory Foam core
- ❖ Premium stretch-knit cover featuring Tencel
- ❖ Removeable and washable cover
- ❖ Queen - \$99



STEARNS & FOSTER LATEX PILLOW

- ❖ Naturally-Breatheable Talalay Latex core
- ❖ Premium stretch-knit cover featuring Tencel
- ❖ Removeable and washable cover
- ❖ Queen - \$149

Complete Portfolio of Products

TEMPUR MATERIAL



TEMPUR BREEZE®
TEMPUR ADAPT™

HYBRID



SEALY HYBRID®



STEARNS & FOSTER®

INNERSPRING



STEARNS & FOSTER®



SEALY RESPONSE®

MEMORY FOAM



SEALY CONFORM®



COCOON BY
SEALY
(BED IN A BOX)

OTHER SPECIALTY

ADJUSTABLE BASES



PILLOWS







Retail Edge provides **SHOPPER-FOCUSED** solutions that deliver a **CONNECTED** and **PERSONALIZED** experience across all phases of the purchase journey.



CURRENT TOPICS

TEMPUR+SEALY

Retail Environment

The retail environment is changing and **consumers are changing**. To win today's consumer, **retail must change**, too.

iMS Update

- TPX agreed to provide up to \$14M in DIP financing to facilitate iMS's bankruptcy process
- TPX will record a pro forma adjustment of approximately \$21M in 4Q18
- Actively reviewing strategic alternatives related to iMS during its bankruptcy process

Sears Update

- We expect Sears will operate on a smaller store base
- TPX fully reserved Sears AR balance in 3Q18

Update on Mattress Firm



TEMPUR+SEALY THE WORLD'S LARGEST BEDDING PROVIDER

Recent Litigation Updates:

- Both parties have had discussions and have agreed to 30-day stays on the active litigation between them to discuss potential settlement. Those 30-day stays expire in mid-February.
- There can be no assurance any settlement of the litigation will result from these discussions.

Consistent with prior communications, Tempur Sealy has 4 criteria for evaluating any potential partners:

- Financially strong counter-party
- Strategically aligned
- Trust and confidence in business plan
- Durability of the relationship

2019 Comments

2019

The Company expects to provide full year financial guidance during the fourth quarter earnings call in February 2019. In advance of this, the Company has provided the following comments on 2019.

The Company expects to:

- Improve product mix resulting from the launch of Tempur-Pedic Breeze and Stearns and Foster in NA
- Invest significant marketing dollars to promote our brands
- Grow the Tempur business and experience continued headwinds from Sealy despite launch of Stearns and Foster
- Realize benefits from 2018 pricing actions
- See flat commodity pressures
- Drive increases to EBITDA

Expected increases to advertising in rate and dollars as compared to 2018.

Anticipated pricing tailwinds of \$30M

Variable compensation was taken to zero in 2018, therefore we expect a headwind in 2019

Thank you for
your interest in
Tempur Sealy
International



STEARNS & FOSTER



Forward-Looking Statements

This investor presentation contains statements that may be characterized as "forward-looking" within the meaning of the federal securities laws. Such statements may include information concerning one or more of the Company's plans, objectives, goals, strategies or other information that is not historical information. When used in this presentation, the words "estimates," "expects," "guidance," "anticipates," "projects," "plans," "proposed," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to the Company's expectations regarding EBITDA and performance generally for 2019 and subsequent periods, expectations regarding the Company's plans in 2019 with respect to product launches, product mix and marketing strategies, the continued expansion of its omnichannel strategy including store openings, the continued rollout of the Retail Edge program, the Company's ongoing strategy to recapture market share in the U.S., expectations regarding the Company's ability to realize benefits from price increases, the Company's review of strategic alternatives related to iMS, and the impact of the iMS bankruptcy on the Company's results of operation, liquidity or financial position. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct.

Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from those expressed herein as forward-looking statements. These risk factors include risks associated with the Company's capital structure and debt level; iMS' use of the funds received in the DIP financing; iMS' ability to control costs during its bankruptcy process; the outcome of the Company's review of strategic alternatives related to iMS; general economic, financial and industry conditions, particularly in the retail sector; financial distress among the Company's business partners and competitors; consumer confidence and the availability of consumer financing; financial insolvency and related problems experienced by market participants; changes in product and channel mix and any associated impact on the Company's gross margin; changes in interest rates; the impact of the macroeconomic environment in both the U.S. and internationally on the Company's business segments; uncertainties arising from global events; the effects of changes in foreign exchange rates on the Company's reported earnings; consumer acceptance of the Company's products; industry competition; the efficiency and effectiveness of the Company's advertising campaigns and other marketing programs; the Company's ability to increase sales productivity within existing retail accounts and to further penetrate the Company's retail channel, including the timing of opening or expanding within large retail accounts and the timing and success of product launches; the effects of consolidation of retailers on revenues and costs; changes in demand for the Company's products by significant retailer customers; the Company's ability to expand brand awareness; the Company's ability to expand distribution either through third parties or through direct sales; the Company's ability to continuously improve and expand its product line and successfully roll out new products, maintain efficient, timely and cost-effective production and delivery of its products and manage its growth; the effects of strategic investments on the Company's operations; changes in foreign tax rates and changes in tax laws generally, including the ability to utilize tax loss carry forwards; the outcome of various pending tax audits or other tax, regulatory or investigation proceedings and outstanding litigation; changing commodity costs; the effect of future legislative or regulatory changes; and disruptions to the implementation of the Company's strategic priorities and business plan caused by abrupt changes in the Company's senior management team and Board of Directors.

There are a number of risks, uncertainties and other important factors, many of which are beyond the Company's control, that could cause its actual results to differ materially from those expressed as forward-looking statements in this investor presentation, including the risk factors discussed under the heading "Risk Factors" under ITEM 1A of Part 1 of the Company's Annual Reports on Form 10-K for the year ended December 31, 2017 and the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2018. There may be other factors that may cause the Company's actual results to differ materially from the forward-looking statements contained in this investor presentation. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

Note Regarding Historical Financial Information:

In this investor presentation we provide or refer to certain historical information for the Company. For a more detailed discussion of the Company's financial performance, please refer to the Company's SEC filings.

Note Regarding Trademarks, Trade Names and Service Marks:

TEMPUR®, Tempur-Pedic®, the TEMPUR-PEDIC & Reclining Figure Design®, TEMPUR-Cloud®, TEMPUR-Choice®, TEMPUR-Weightless®, TEMPUR-Contour™, TEMPUR-Rhapsody™, TEMPUR-Flex®, THE GRANDBED BY TEMPUR-PEDIC®, TEMPUR-Simplicity®, TEMPUR-Ergo®, TEMPUR-UP™, TEMPUR-Neck™, TEMPUR-Symphony™, TEMPUR-Comfort™, TEMPUR-Traditional™, TEMPUR-Home™, SEALY®, SEALY POSTUREPEDIC®, STEARNS & FOSTER®, COCOON by Sealy™ and OPTIMUM® are trademarks, trade names or service marks of Tempur Sealy International, Inc. and/or its subsidiaries. All other trademarks, trade names and service marks in this presentation are the property of the respective owners.

