

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): August 4, 2021

TEMPUR SEALY INTERNATIONAL, INC.

Delaware
(State or other jurisdiction of incorporation)

(Exact name of registrant as specified in its charter)
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
Common Stock, \$0.01 par value

Trading Symbol(s)
TPX

Name of exchange on which registered
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 7.01. Regulation FD Disclosure.

On August 4, 2021, Tempur Sealy International, Inc. 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 and is incorporated into this Item 7.01 by reference.

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 Number	Description
99.1	Tempur Sealy International, Inc. August 2021 Investor Presentation.
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: August 4, 2021

Tempur Sealy International, Inc.

By: _____ /s/ Bhaskar Rao
Name: Bhaskar Rao
Title: Executive Vice President & Chief Financial Officer

Tempur Sealy
International, Inc.
TPX

“Our growth reflects strong industry demand, our worldwide leadership position, and the success of our omni-channel distribution strategy”



Pictured above: Tempur-Pedic flagship store in Manhattan



Purpose: To Improve the Sleep of More People, Every Night, All Around the World

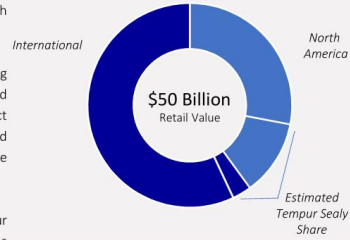
WHO WE ARE

As a global leader in the design, manufacture and distribution of bedding products, we know how crucial a good night of sleep is to overall health and wellness. Utilizing over a century of knowledge and industry-leading innovation, we deliver award-winning products that provide breakthrough sleep solutions to consumers in over 100 countries.

Our highly recognized brands include Tempur-Pedic®, Sealy® featuring Posturepedic® Technology, and Stearns & Foster® and our non-branded offerings include value-focused private label and OEM products. Our distinct brands allow for complementary merchandising strategies and are sold through third-party retailers, our Company-owned stores and e-commerce channels.

Lastly, we accept our global responsibility to serve all stakeholders, our community and environment. We have and are implementing programs consistent with our responsibilities.

Global Bedding Market⁽¹⁾



Value Creation Drivers

Industry

- Stable and growing global bedding industry of ~\$50 billion⁽¹⁾
- U.S. market is concentrated and grows mid-single digits annually, driven by units and dollars⁽¹⁾
- International is highly fragmented and about the size of the U.S. market⁽¹⁾
- TPX products are sold in over 100 countries through our omni-channel network

Consumer

- Consumers continue to make the connection between a good night of sleep and health and wellness
- Enhanced focus on health over past year has strengthened the health and wellness trend
- Housing market, consumer confidence and consumer spending are correlated to the bedding industry
- 90% of consumers want to touch and feel a mattress before making a purchase⁽¹⁾

Tempur Sealy

- Track record of developing and marketing differentiated products through consumer-centric innovation for the total global bedding market
- Omni-channel distribution strategy to be where the consumer wants to shop
- Robust free cash flow⁽²⁾ and fortified balance sheet that provide flexibility to take advantage of industry and market opportunities and return capital to shareholders



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Strong Earnings Growth

Adjusted earnings per share has grown at a CAGR of 40% over the last 5 years*



* 2021 EPS based on the midpoint of Tempur Sealy's full year guidance

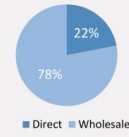


Competitive Advantages:

- o Established worldwide omni-channel presence
- o Iconic brand and product portfolio
- o World-class manufacturing capabilities
- o Industry-leading balance sheet and free cash flow⁽²⁾



Sales by Channel*



Three Months Ended June 30th

Three Months Ended June 30 th	2021	2020	Reported % Change	% Change Constant Currency ⁽²⁾
Net Sales	\$1,169.1	\$665.2	76%	73%
Net Income	\$140.8	\$23.0	512%	487%
Adjusted EBITDA ⁽²⁾	\$270.3	\$109.6	147%	139%
EPS	\$0.69	\$0.11	527%	500%
Adjusted EPS ⁽²⁾	\$0.79	\$0.20	295%	280%
Annualized Dividend	36 cents	0 cents		
TTM Share Repurchase	\$507.8	\$299.7	69%	

* Consolidated sales on a trailing twelve month basis, adjusted to include Dreams

2021 Outlook and Recent Trends⁽⁵⁾

- 2021 full year sales growth to exceed 35%
- Full year adjusted EPS⁽²⁾ between \$3.10 and \$3.25
- Implies adjusted EBITDA⁽²⁾ of \$1.1 billion at the mid-point
- Expect atypical seasonality with net sales and profits higher in the fourth quarter than the third as a result of supply chain constraints
- Based on our current outlook, we anticipate the supply constraints will largely be resolved by the end of the year and we expect to be unconstrained heading into 2022.

2021 Financial Targets and Assumptions

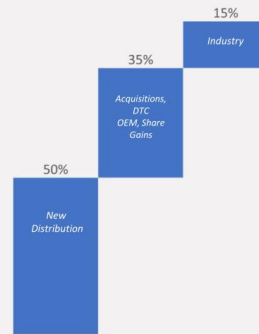
Depreciation & Amortization	\$175M-\$185M
Capital Expenditures	\$150M to \$165M
Interest Expense	Approximately \$55M
U.S. Federal Tax Rate	25%
Diluted Share Count	204M shares



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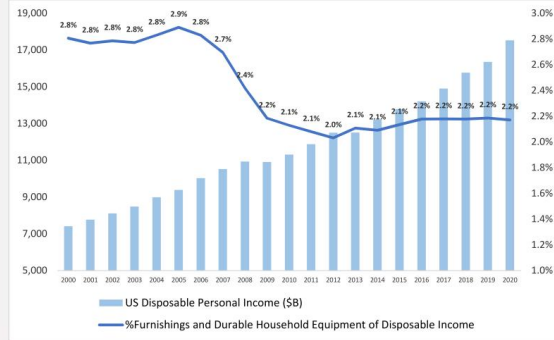
Recent Sales Growth Drivers⁽⁵⁾

- Estimating 2021 sales to grow about 60% over 2019 sales
- Our sales and earnings growth has been significantly higher than the overall industry and can be clearly linked to our company initiatives
 - We estimate that our new distribution drove approximately 50% of our two-year growth. To be clear, this is not from changes of our balance of share on retail floors, these are new customers.
 - Another approximately 35% of our growth is from M&A and share gains from previously untapped addressable markets. This includes projects like expanding our direct to consumer and OEM businesses.
 - That leaves approximately 15% of our 2 year growth from the industry overall.



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Recent Consumer Spending Trends



Source: Economic Research Division of the Federal Reserve Bank of St. Louis

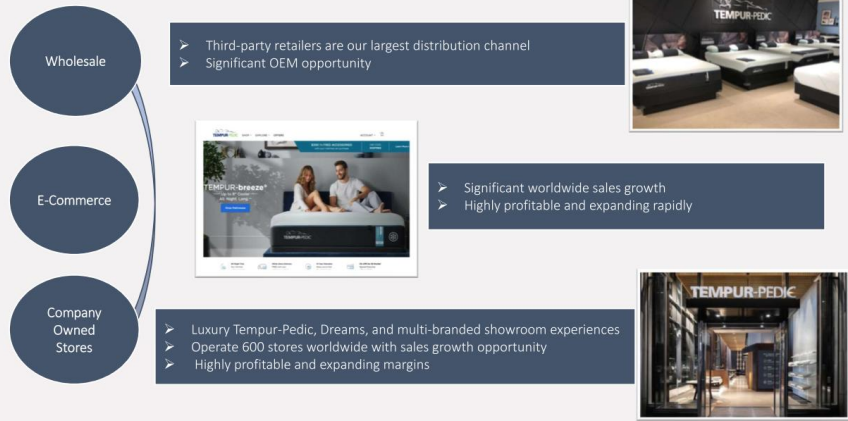
- Since 2008, consumers have been consistently under-investing their discretionary income in home and furnishings.
- In the last year, consumers have invested a slightly larger portion of their discretionary income in the category, although their spending as a percent of share of wallet has still not returned to pre-Great Recession levels.
- We expect that consumer spending in home and furnishings will continue to be strong.



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Powerful Omni-Distribution Platform



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Wholesale

Third-Party Retailers

- Dominant worldwide distribution and broadly diversified
- Over 5,400 retail partners around the world selling through over 25,000 doors and their e-commerce platforms
- Global TPX sales force of over 500 people supporting our portfolio of brands



U.S. New OEM Opportunity

- OEM is about 20% of the U.S. market and growing,⁽¹⁾ supported by recent U.S. anti-dumping actions
- Leverages manufacturing expertise, diversifies consolidated sales stream and captures manufacturing profits from bedding brands beyond our own
- Plan to invest an incremental \$150 million by 2023 to increase U.S. pouring capacity for Tempur material, specialty and base foam by approximately 50%
- ~\$150 million of OEM sales in 2020; believe the run rate could exceed \$600 million of annual sales in 5 years⁽¹⁾



Winning Online Through Our Wholesale and Direct Channels

20% of total U.S. sales are currently sold through e-commerce⁽¹⁾



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Direct to Consumer

- High growth and high margin sales from web, call center, and company-owned stores
- Strong growth within the direct channel, growing 61% in the second quarter of 2021



*These growth rates do not include the acquisition of Dreams, which closed in Q3 2021



Company-Owned Store Strategy

Operating over 600 retail stores globally

Tempur-Pedic® U.S.



Dreams



Tempur-Pedic® Mexico



Sealy Gallery Asia



Sleep Outfitters® U.S.



TEMPUR® Europe



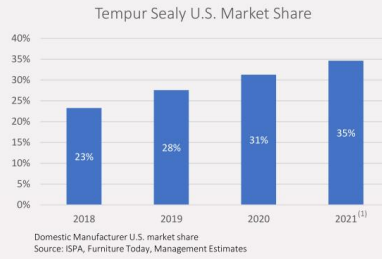
SOVA® Sweden



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North America Markets

- Historically stable, growing bedding market
- Branded bedding represents majority of products sold in-market annually, especially in premium price points
 - Sealy and Tempur-Pedic brands represent the #1 and #2 best selling mattress brands in 2020⁽³⁾
- Approximately 20% of units sold in the North American market are private label / OEM
- Product launches rotate between brands to allow for extended innovation periods between launches



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International Markets

- Highly fragmented with broad geographic diversity across Europe and Asia
- Acquired Dreams, the leading bedding retailer in the UK
- Developing new TEMPUR® line of mattresses to expand addressable market in 2022
- Tempur Sealy customizes go to market approach by country
 - Europe – success with high quality products, targeting share growth through distribution and innovation
 - Asia – share opportunity in emerging market, targeting aggressive share growth through distribution and innovation



Rapidly-Growing International Joint Ventures

Our joint venture operations generated \$225 million of unconsolidated net sales in 2020




UNITED KINGDOM

- Acquired in 2020
- Full time employees : 250+

ASIA

- Founded in 2000
- Compound annual growth rate of 36%
- Operates in 21 countries and territories
- Top 3 international branded bedding manufacturer in China
- Full time employees : 1,100+



TEMPUR PEDIC Sealy STEARNS & FOSTER

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Brands & Products

TEMPUR+SEALY



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Family of Brands and Capabilities

Product Brands

Mattresses / Pillows / Accessories



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DTC Retailer Brands

Online / Offline

TEMPUR-PEDIC



Dreams



Manufacturing

Branded / OEM



SHERWOOD
BEDDING



Portfolio of Global Brands



Tempur-Pedic – Dominant worldwide premium bedding market position

- Tempur-Pedic uniquely adapts, supports and aligns to you to deliver truly life-changing sleep \$2,199-\$7,499

Stearns & Foster - High-end targeted brand

- The world's finest beds made with exceptional materials, time-honored craftsmanship and unparalleled design \$1,499-\$4,999

Sealy – No. 1 bedding brand in the U.S.⁽¹⁾

- Combines innovation, engineering and industry-leading testing to ensure quality and durability \$399-\$2,499

Private Label Offerings – Customized product

- Products for the value-orientated consumer



U.S. 2021 Sealy Launch Update

Essentials

Posturepedic

Launching 1Q-2Q

Posturepedic Plus

Launching 2022



“We expect this launch will further our market share gains and extend Sealy’s lead as the number one mattress brand in North America⁽³⁾ and the most trusted mattress brand in the U.S.⁽⁴⁾”

– Scott Thompson, CEO

Featuring
Industry-Leading
Technologies



Surface-Guard



SealyChill™



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U.S. Tempur-Ergo® Smart Base

Powered by *SleepTracker-AI*

100% Passive Sensors

- Heart rate
- Breathing rate
- Snore detection



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International 2022 TEMPUR Launch



- Expect to launch an entirely new product lineup for Tempur in both the Europe and Asia-Pacific markets in 2022
- The underlying technology of the new lineup builds on the innovation that have already been very well received in North America.
- This new lineup will also broaden the price range of our international offerings to appeal to a broader consumer base
- We expect these new products and the broadened price points will expand our total international addressable market and help us grow our market share in regions in which our brands are currently underpenetrated



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World-Class Manufacturing
Capabilities

TEMPUR+SEALY

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World-Class Manufacturing Capabilities



R&D Innovation

- 75,000 square feet of research and development
- 4 state-of-the-art product testing locations

Leading Manufacturing Capabilities

- 67 manufacturing facilities
- 16 million square feet of manufacturing and distribution operations



Expanding Manufacturing Capacity

Foam Pouring Facilities

- Opening a new, state-of-the-art Tempur Pedic and OEM foam-pouring facility in Indiana by 2023
- Expanding three existing foam facilities in the U.S. by 2023
- Expected to increase U.S. pouring capacity for Tempur material and base foam by approximately 50%⁽¹⁾

Sherwood (OEM)

- Expanded Orlando plant production capacity by 60% in 2020
- Expect to open a 5th plant in the Northeast U.S. in the third quarter of 2021

West Coast facility

- Opening new facility in Reno, NV in the third quarter of 2021 to meet strong demand in the western region of the U.S.





Industry-Leading Balance
Sheet & Cash Flow

TEMPUR+SEALY

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Balanced Capital Allocation Strategy

- Long-term target leverage ratio of 2.0 – 3.0x⁽²⁾
- Continue to invest in the business
- Disciplined approach to shareholder returns
 - Expects to repurchase at least 6% of shares outstanding in 2021⁽⁵⁾
 - Increased quarterly cash dividend 29% in Q3 2021 to \$0.09 per quarter
- Maintain capacity for strategic acquisitions

Capital Allocation Highlights

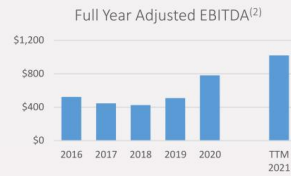
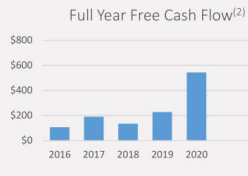
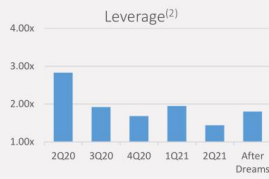


*Includes the acquisition of Dreams



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Strong Balance Sheet & Cash Flow



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Environmental, Social and
Corporate Governance

TEMPUR+SEALY

Environmental, Social and Governance

Tempur Sealy is committed to protecting and improving our communities and environment



Environmental, Social and Governance

Tempur Sealy is committed to protecting and improving our communities and environment

Environmental

- Committed to achieving carbon neutrality for our wholly-owned global operations by 2040
- Achieved a 28% reduction in greenhouse gas emissions per unit produced at our wholly-owned manufacturing and logistics operations in 2020
- Improved the percent of waste recycled from our North American wholly-owned manufacturing operations to 91% in 2020, compared to 85% in 2019
- Installing solar panel technology at our largest manufacturing facility in Albuquerque, New Mexico in 2021

Social

- Expanded global workforce by 21% over the last twelve months and increased the wages of U.S. salaried employees at our wholly-owned operations by 4% in 2020
- Committed to upholding employee diversity
- Contributed over \$100 million in product, stock and cash to charity organizations since 2010
- Pledged \$2 million to support a pediatric sleep center



Corporate Governance

- Global Code of Business Conduct and Ethics
- Internal Enterprise Risk Management
- Zero tolerance policy towards improper payments and bribes



Corporate Social Value Highlights

Tempur Sealy has donated...

- an estimated \$100 million in product over the last 10 years,
- cash and stock valued at \$11.5 million dollars over the last 5 years, and
- 17,500+ products to aid in the COVID-19 crisis.



Raymond James ranked Tempur Sealy in the top quartile for ESG out of all companies they consider a 'Strong Buy'



Ranked a 'Strong Buy With the Best ESG Score' by Raymond James

Source: 'Raymond James Strategy for ESG Investing' published February 10, 2020

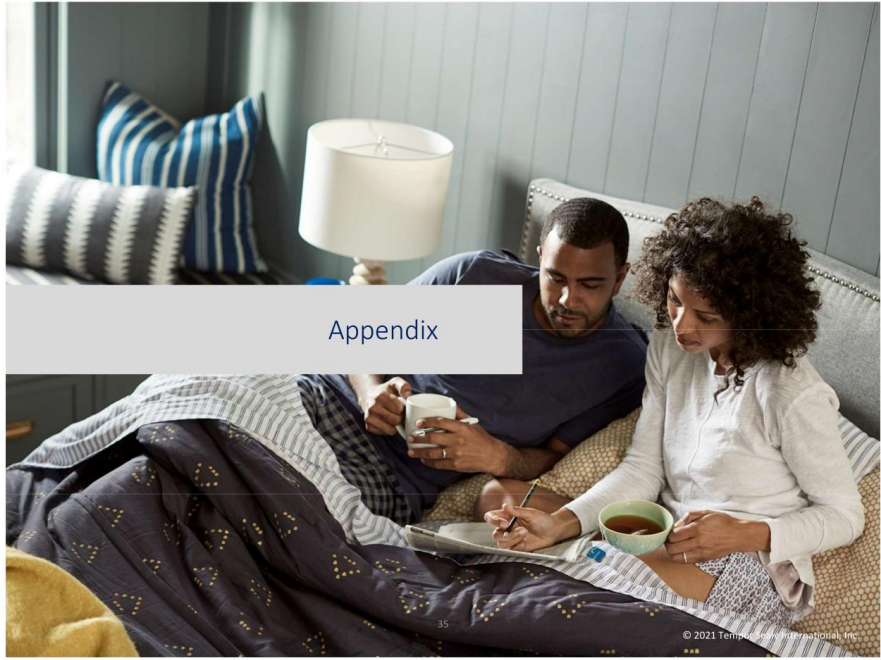


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Thank you for
your interest in
Tempur Sealy
International

For more information please email:
investor.relations@tempursealy.com





Appendix

Forward-Looking Statements

This investor presentation contains statements relating to the Company's quarterly cash dividend, the Company's share repurchase targets, the Company's expectations regarding net sales for 2021, adjusted EBITDA for 2021, and adjusted EPS for 2021 and subsequent periods and the Company's expectations for increasing sales growth, product launches, channel growth, acquisitions and commodities outlook, and expectations regarding the Dreams acquisition. Any forward-looking statements contained herein are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations, meet its guidance, 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 any that may be expressed herein as forward-looking statements. These potential risk factors include the risk factors discussed under the heading "Risk Factors" under ITEM 1A of Part 1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2020. There may be other factors that may cause the Company's actual results to differ materially from the forward-looking statements. 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-Adapt®, TEMPUR-ProAdapt®, TEMPUR-LuxeAdapt®, TEMPUR-PRObreeze™, TEMPUR-LUXEbreeze™, TEMPUR-Cloud®, TEMPUR-Contour™, TEMPUR-Rhapsody™, TEMPUR-Flex®, THE GRANDBED BY TEMPUR-PEDIC®, TEMPUR-Ergo®, TEMPUR-UP®, TEMPUR-Neck™, TEMPUR-Symphony®, TEMPUR-Comfort™, TEMPUR-Traditional™, TEMPUR-Home™, SEALY®, SEALY POSTUREPEDIC®, STEARNS & FOSTER®, COCOON by Sealy™, SealyChill™ and Clear Sleep Promise™ 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.

Limitations on Guidance: The guidance included herein is from the Company's press release and related earnings call on April 29, 2021. The Company is neither reconfirming this guidance as of the date of this investor presentation nor assuming any obligation to update or revise such guidance. See above.

Use of Non-GAAP Financial Measures and Constant Currency Information

In this investor presentation and certain of its press releases and SEC filings, the Company provides information regarding adjusted net income, adjusted EPS, EBITDA, adjusted EBITDA per credit facility, free cash flow, consolidated indebtedness less netted cash, and leverage which are not recognized terms under U.S. Generally Accepted Accounting Principles ("GAAP") and do not purport to be alternatives to net income and earnings per share as a measure of operating performance, an alternative to cash provided by operating activities as a measure of liquidity, or an alternative to total debt. The Company believes these non-GAAP measures provide investors with performance measures that better reflect the Company's underlying operations and trends, including trends in changes in margin and operating expenses, providing a perspective not immediately apparent from net income and operating income. The adjustments management makes to derive the non-GAAP measures include adjustments to exclude items that may cause short-term fluctuations in the nearest GAAP measure, but which management does not consider to be the fundamental attributes or primary drivers of the Company's business.

The Company believes that exclusion of these items assists in providing a more complete understanding of the Company's underlying results from continuing operations and trends, and management uses these measures along with the corresponding GAAP financial measures to manage the Company's business, to evaluate its consolidated and business segment performance compared to prior periods and the marketplace, to establish operational goals and management incentive goals, and to provide continuity to investors for comparability purposes. Limitations associated with the use of these non-GAAP measures include that these measures do not present all of the amounts associated with the Company's results as determined in accordance with GAAP. These non-GAAP measures should be considered supplemental in nature and should not be construed as more significant than comparable measures defined by GAAP. Because not all companies use identical calculations, these presentations may not be comparable to other similarly titled measures of other companies. For more information regarding the use of these non-GAAP financial measures, please refer to the reconciliations on the following pages and the Company's SEC filings.

Constant Currency Information

In this presentation the Company refers to, and in other communications with investors the Company may refer to, net sales or earnings or other historical financial information on a "constant currency basis," which is a non-GAAP financial measure. These references to constant currency basis do not include operational impacts that could result from fluctuations in foreign currency rates. To provide information on a constant currency basis, the applicable financial results are adjusted based on a simple mathematical model that translates current period results in local currency using the comparable prior corresponding period's currency conversion rate. This approach is used for countries where the functional currency is the local country currency. This information is provided so that certain financial results can be viewed without the impact of fluctuations in foreign currency rates, thereby facilitating period-to-period comparisons of business performance.

EBITDA and Adjusted EBITDA per Credit Facility

A reconciliation of the Company's GAAP net income to EBITDA and adjusted EBITDA per credit facility (which we refer to in this investor presentation as adjusted EBITDA) is provided on the subsequent slides. Management believes that the use of EBITDA and adjusted EBITDA per credit facility provides investors with useful information with respect to the Company's operating performance and comparisons from period to period as well as the Company's compliance with requirements under its credit agreement.

Adjusted Net Income

A reconciliation of the Company's GAAP net income to adjusted net income and a calculation of adjusted EPS are provided on subsequent slides. Management believes that the use of adjusted net income and adjusted EPS also provides investors with useful information with respect to the Company's operating performance and comparisons from period to period.

Leverage

Consolidated indebtedness less netted cash to adjusted EBITDA per credit facility, which the Company may refer to as leverage, is provided on a subsequent slide and is calculated by dividing consolidated indebtedness less netted cash, as defined by the Company's senior secured credit facility, by adjusted EBITDA per credit facility. The Company provides this as supplemental information to investors regarding the Company's operating performance and comparisons from period to period, as well as general information about the Company's progress in reducing its leverage.

Free Cash Flow

The Company defines free cash flow as net cash provided by operating activities less purchases of property, plant and equipment. Management believes that free cash flow may be useful for investors in assessing the Company's operating performance, ability to generate cash and ability to fund the Company's capital expenditures and meet the Company's debt service requirements.

Adjusted EBITDA Reconciliation

(In millions)	Three Months Ended			
	June 30, 2021		June 30, 2020	
Net Income	\$	140.8	\$	23.0
Interest expense, net		14.8		20.6
Overlapping interest expense (1)		5.2		-
Loss on extinguishment of debt (2)		18.0		-
Income taxes		44.7		9.4
Depreciation and amortization		42.6		32.2
EBITDA		266.1		85.2
Adjustments				
Loss (Income) from discontinued operations, net of tax (3)		0.3		(0.1)
Acquisition-related costs (4)		3.9		-
COVID-19 charges (5)		-		7.9
Asset impairments (6)		-		7.0
Incremental operating costs (7)		-		4.9
Restructuring costs (8)		-		3.4
Accounting standard adoption (9)		-		1.3
Adjusted EBITDA per credit facility	\$	270.3	\$	109.6

Notes

- 1) In the second quarter of 2021, the Company incurred \$5.2 million of overlapping interest expense during the period between the issuance of the 2029 Senior Notes and the redemption of the 2026 Senior Notes.
- 2) In the second quarter of 2021, the Company recognized \$18.0 million of loss on extinguishment of debt associated with the redemption of the 2026 Senior Notes.
- 3) Certain subsidiaries in the International business segment are accounted for as discontinued operations and have been designated as unrestricted subsidiaries in the 2019 Credit Agreement. Therefore, these subsidiaries are excluded from the Company's adjusted financial measures for covenant compliance purposes.
- 4) In the second quarter of 2021, the Company recorded \$3.9 million of acquisition-related costs, primarily related to legal and professional fees associated with the acquisition of Dreams.
- 5) In the second quarter of 2020, the Company recorded \$7.9 million of COVID-19 charges associated with temporarily closed company-owned retail stores and sales force retention costs.
- 6) In the second quarter of 2020, the Company recorded \$7.0 million of asset impairment charges related to the write-off of certain sales and marketing assets.
- 7) In the second quarter of 2020, the Company recorded \$4.9 million of incremental operating costs associated with the global pandemic. Cost of sales included \$4.5 million of costs for relief efforts, increased sanitation supplies and services and other items. Operating expenses included \$0.4 million of charges related to increased sanitation supplies and services.
- 8) In the second quarter of 2020, the Company incurred \$3.4 million of restructuring costs associated with International headcount reductions driven by the macro-economic environment.
- 9) In the second quarter of 2020, the Company recorded \$1.3 million of charges related to the adoption of ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)". As permitted by the 2019 Credit Agreement, the Company elected to eliminate the effect of this accounting change within its covenant compliance calculation.

For additional information regarding the calculations above please refer to the Company's SEC Filings.

TTM Adjusted EBITDA Reconciliation

(in millions)	Trailing Twelve Months Ended	
	June 30, 2021	
Net income	\$	537.4
Interest expense, net		63.2
Overlapping interest expense (1)		5.2
Loss on extinguishment of debt (2)		28.1
Income tax provision		154.9
Depreciation and amortization		176.1
Aspirational plan amortization (3)		49.4
EBITDA		1,014.3
Adjustments		
Income from discontinued operations, net of tax (4)		(0.6)
Acquisition-related costs (5)		3.9
Aspirational plan employer costs (6)		2.3
Accounting standard adoption (7)		0.8
Facility expansion costs (8)		0.6
Restructuring costs (9)		0.4
Other income (10)		(2.3)
Adjusted EBITDA per credit facility	\$	1,019.4

Notes

- (1) In the second quarter of 2021, the Company incurred \$5.2 million of overlapping interest expense during the period between the issuance of the 2019 Senior Notes and the redemption of the 2026 Senior Notes.
- (2) In the trailing twelve months ended June 30, 2021, the Company recognized \$28.1 million of loss on extinguishment of debt associated with the redemption of the 2023 Senior Notes, the redemption of the 2026 Senior Notes and early repayment of the 364-day term loan.
- (3) In 2020, the Company recognized \$49.4 million of performance-based stock compensation amortization related to the Company's long-term aspirational awards.
- (4) Certain subsidiaries in the International business segment are accounted for as discontinued operations and have been designated as unrestricted subsidiaries in the 2019 Credit Agreement. Therefore, these subsidiaries are excluded from the Company's adjusted financial measures for covenant compliance purposes.
- (5) In the second quarter of 2021, the Company recorded \$3.9 million of acquisition-related costs, primarily related to legal and professional fees associated with the acquisition of Dreams.
- (6) In 2020, the Company recognized \$2.3 million of employer-related tax costs related to the aspirational plan compensation.
- (7) In the second half of 2020, the Company recorded \$0.8 million related to the adoption of ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)". As permitted by the 2019 Credit Agreement, the Company elected to eliminate the effect of this accounting change within its covenant compliance calculation.
- (8) In 2020, the Company recorded \$0.6 million of costs related to the opening of a Sealy manufacturing facility.
- (9) In the trailing twelve months ended June 30, 2021, the Company recorded \$0.4 million of restructuring costs associated with International headcount reductions driven by the macro-economic environment.
- (10) In 2020, the Company recorded \$2.3 million of other income related to the sale of a manufacturing facility.

For additional information regarding the calculations above please refer to the Company's SEC Filings.

Adjusted Net Income and Adjusted EPS

(in millions, except per share amounts)	Three Months Ended	
	June 30, 2021	June 30, 2020
Net income	\$ 140.8	\$ 23.0
Loss (income) from discontinued operations, net of tax ⁽¹⁾	0.3	(0.1)
Loss on extinguishment of debt ⁽²⁾	18.0	-
Overlapping interest expense ⁽³⁾	5.2	-
Acquisition-related costs ⁽⁴⁾	3.9	-
COVID-19 charges ⁽⁵⁾	-	7.9
Asset impairments ⁽⁶⁾	-	7.0
Incremental operating costs ⁽⁷⁾	-	4.9
Restructuring costs ⁽⁸⁾	-	3.4
Accounting standard adoption ⁽⁹⁾	-	1.3
Tax adjustments ⁽¹⁰⁾	(6.7)	(6.5)
Adjusted net income	\$ 161.5	\$ 40.9
Adjusted earnings per common share, diluted	\$ 0.79	\$ 0.20
Diluted shares outstanding	204.1	208.0

Notes

- (1) Certain subsidiaries in the International business segment are accounted for as discontinued operations and have been designated as unrestricted subsidiaries in the 2019 Credit Agreement. Therefore, these subsidiaries are excluded from the Company's adjusted financial measures for covenant compliance purposes.
- (2) In the second quarter of 2021, the Company recognized \$18.0 million of loss on extinguishment of debt associated with the redemption of the 2026 Senior Notes.
- (3) In the second quarter of 2021, the Company incurred \$5.2 million of overlapping interest expense during the period between the issuance of the 2029 Senior Notes and the redemption of the 2026 Senior Notes.
- (4) In the second quarter of 2021, the Company recorded \$3.9 million of acquisition-related costs, primarily related to legal and professional fees associated with the acquisition of Dreams.
- (5) In the second quarter of 2020, the Company recorded \$7.9 million of COVID-19 charges associated with temporarily closed company-owned retail stores and sales force retention costs.
- (6) In the second quarter of 2020, the Company recorded \$7.0 million of asset impairment charges related to the write-off of certain sales and marketing assets.
- (7) In the second quarter of 2020, the Company recorded \$4.9 million of incremental operating costs associated with the global pandemic.
- (8) In the second quarter of 2020, the Company incurred \$3.4 million of restructuring costs associated with international headcount reductions driven by the macro-economic environment.
- (9) In the second quarter of 2020, the Company recorded \$1.3 million of charges related to the adoption of ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)".
- (10) Adjusted income tax provision represents the tax effects associated with the aforementioned items.

For additional information regarding the calculations above please refer to the Company's SEC Filings.

Leverage Reconciliation

<i>(in millions, except ratio)</i>	June 30, 2021	
Total debt, net	\$	1,509.6
Plus: Deferred financing costs ⁽¹⁾	\$	14.0
Consolidated indebtedness		1,523.6
Less: Netted cash ⁽²⁾		57.0
Consolidated indebtedness less netted cash	\$	1,466.6
Adjusted EBITDA per credit facility ⁽³⁾	\$	1,019.4
Leverage		1.44x

Notes

- (1) The Company presents deferred financing costs as a direct reduction from the carrying amount of the related debt in the Condensed Consolidated Balance Sheets. For purposes of determining total indebtedness for financial covenant purposes, the Company has added these costs back to total debt, net as calculated per the Condensed Consolidated Balance Sheets.
- (2) Netted cash includes cash and cash equivalents for domestic and foreign subsidiaries designated as restricted subsidiaries in the 2019 Credit Agreement.
- (3) Represents adjusted EBITDA per credit facility for the trailing twelve-month period ended with the referenced quarter. A reconciliation of net income to adjusted EBITDA per credit facility with respect to the twelve-month period ended with the referenced quarter is on a preceding slide.

*For a reconciliation of leverage to total debt, net for reporting periods in the years 2016-2021, please refer to the Company's SEC filings.

Free Cash Flow and Free Cash Flow / Adjusted EBITDA Reconciliation

(In millions)	Trailing Twelve Months Ended June 30, 2021		Twelve Months Ended December 31,				
	2021	2020	2019	2018	2017	2016	
Net cash provided by operating activities	\$ 797.8	\$ 654.7	\$ 314.8	\$ 207.5	\$ 256.5	\$ 168.1	
Subtract: purchases of property, plant and equipment	114.5	111.2	88.2	72.6	66.6	61.9	
Free cash flow	\$ 682.8	\$ 543.4	\$ 226.6	\$ 133.9	\$ 189.9	\$ 106.2	
Adjusted EBITDA per credit facility	\$ 1,019	\$ 780	\$ 508	\$ 425	\$ 446	\$ 522	
Free cash flow / Adjusted EBITDA per credit facility	67%	70%	45%	32%	43%	20%	

*For a reconciliation of adjusted EBITDA per credit facility to net income for reporting periods in the years 2016-2021, please refer to the Company's SEC filings.

Footnotes

1. Management estimates
2. Adjusted Net Income, EBITDA, adjusted EBITDA per credit facility, adjusted EPS, leverage, free cash flow and constant currency are non-GAAP financial measures. Please refer to the "Use of Non-GAAP Financial Measures and Constant Currency Information" on a previous slide for more information regarding the definitions of adjusted Net Income, EBITDA, adjusted EBITDA per credit facility, adjusted EPS, leverage, free cash flow and constant currency, including the adjustments (as applicable) from the corresponding GAAP information. Please refer to "Forward-Looking Statements" and "Limitations on Guidance" on a previous slide.
3. Sealy was ranked number one on Furniture Today's list of the Top 20 U.S. Bedding Producers in June 2021. See Furniture Today's Top 20 U.S. Bedding Producers methodology that includes SEALY® and STEARNS & FOSTER® products in Sealy ranking. **Tempur-Pedic was ranked number two on Furniture Today's list of the Top 20 U.S. Bedding Producers in June 2021.**
4. Sealy was voted the most trusted mattress brand by American shopper according to the 2021 BrandSpark American Trust Study
5. Based on the Company's 2021 financial targets provided in the press release dated July 29, 2021 and the related earnings call on July 29, 2021. Please refer to "Forward-Looking Statements" and "Limitations on Guidance".
6. Based on existing debt outstanding on June 30, 2021. Excludes revolving debt, foreign loans and receivables securitization. For more information please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2020 and the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2021.

