

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Rao Bhaskar</u> (Last) (First) (Middle) C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY (Street) LEXINGTON KY 40511 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC.</u> [TPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/03/2025	01/04/2025	M		7,322	A	\$0 ⁽¹⁾	377,105	D	
Common Stock	01/03/2025	01/04/2025	F		3,339	D	\$55.74	373,766	D	
Common Stock	01/03/2025	01/04/2025	M		4,019	A	\$0 ⁽¹⁾	377,785	D	
Common Stock	01/03/2025	01/04/2025	F		1,833	D	\$55.74	375,952	D	
Common Stock	01/03/2025	01/04/2025	M		5,547	A	\$0 ⁽¹⁾	381,499	D	
Common Stock	01/03/2025	01/04/2025	F		2,530	D	\$55.74	378,969	D	
Common Stock	01/03/2025	01/04/2025	M		4,044	A	\$0 ⁽¹⁾	383,013	D	
Common Stock	01/03/2025	01/04/2025	F		1,845	D	\$55.74	381,168	D	
Common Stock	01/03/2025	01/04/2025	M		29,286	A	\$0 ⁽¹⁾	410,454	D	
Common Stock	01/03/2025	01/04/2025	F		13,500	D	\$55.74	396,954	D	
Common Stock	01/03/2025	01/04/2025	M		4,587	A	\$0 ⁽¹⁾	401,541	D	
Common Stock	01/03/2025	01/04/2025	F		2,092	D	\$55.74	399,449	D	
Common Stock	01/03/2025	01/04/2025	M		14,911	A	\$0 ⁽¹⁾	414,360	D	
Common Stock	01/03/2025	01/04/2025	F		6,800	D	\$55.74	407,560	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				
Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/04/2025	M			7,322	(2)	(2)	Common Stock	7,322	\$0	0	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/04/2025	M			4,019	(3)	(3)	Common Stock	4,019	\$0	4,019	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/04/2025	M			5,547	(4)	(4)	Common Stock	5,547	\$0	11,093	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/04/2025	M			4,044	(5)	(5)	Common Stock	4,044	\$0	12,129	D	
Performance Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/04/2025	M			29,286	(6)	(6)	Common Stock	29,286	\$0	0	D	
Performance Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/04/2025	M			4,587	(7)	(7)	Common Stock	4,587	\$0	4,588	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⁾	01/03/2025	01/04/2025	M			14,911	(8)	(8)	Common Stock	14,911	\$0	29,820	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/03/2025	01/03/2025	A		13,904		(9)	(9)	Common Stock	13,904	\$0	13,904	D	

Explanation of Responses:

- Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
- 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.
- 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.
- 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.
- 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.
- 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.
- On January 4, 2022, the reporting person was granted a target number of performance shares, with the payout from 0 to 300% of target based on the Company's adjusted EBITDA, Relative TSR Percentile and qualitative ESG performance. The Compensation Committee of the Board of Directors determined the payout for each metric on February 17, 2023 resulting in the reported number of performance shares received. The PRsUs vest in approximately three equal installments on January 4, 2024, 2025 and 2026.
- On January 4, 2023, the reporting person was granted a target number of performance shares, with the payout from 0 to 300% of target based on the Company's adjusted EBITDA, Relative TSR Percentile and qualitative ESG performance. The Compensation Committee of the Board of Directors determined the payout for each metric on February 16, 2024 resulting in the reported number of performance shares received. The PRsUs vest in approximately three equal installments on January 4, 2025, 2026 and 2027.
- On January 3, 2025, the reporting person was granted 13,904 restricted stock units, vesting in four annual installments beginning on January 4, 2026.

Remarks:

/s/ Bhaskar Rao

01/06/2025

** 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.

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