

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Tempur Sealy International, Inc.**  
*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**

(State or other jurisdiction of incorporation or organization)

**33-1022198**

(I.R.S. Employer Identification Number)

**1000 Tempur Way  
Lexington, Kentucky 40511  
(800) 878-8889**

*(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)*

**Amended and Restated 2013 Equity Incentive Plan**  
*(Full title of the plan)*

**Joseph M. Kamer, Senior Vice President, General Counsel and Secretary  
Tempur Sealy International, Inc.  
1000 Tempur Way  
Lexington, Kentucky 40511  
(800) 878-8889**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

Copy to:

**John R. Utzschneider  
Morgan, Lewis & Bockius LLP  
One Federal Street  
Boston, MA 02110  
(617) 341-7700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

### CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (3)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share (4)	4,000,000	\$46.745	\$186,980,000	\$21,670.99

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Registrant's Amended and Restated 2013 Equity Incentive Plan (the "Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the outstanding shares of the Registrant's common stock.
- (2) The proposed maximum offering price of \$46.745 per share, which is the average of the high and low price of the Registrant's common stock as reported on the New York Stock Exchange on May 5, 2017, is set forth solely for the purpose of calculating the fee in accordance with Rules 457(c) and (h) of the Securities Act.
- (3) Calculated pursuant to Section 6(b) of the Securities Act as follows: Proposed maximum aggregate offering price multiplied by .00011590.
- (4) This registration statement also covers preferred stock purchase rights (the "Rights") which are presently attached to and trade with the Registrant's common stock. Value, if any, attributable to the Rights is reflected in the market price of the common stock.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (“Registration Statement”) is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 4,000,000 shares of the common stock, par value \$0.01 per share, of Tempur Sealy International, Inc. (the “Company” or “Registrant”), which may be issued pursuant to awards under the Plan. In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the contents of the prior registration statements on Form S-8 filed by the Company with respect to the Plan on November 8, 2013 (Registration No. 333-192220), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents of this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, or excerpts thereof as indicated, filed by the Registrant with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement:

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on February 24, 2017;
- The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed with the SEC on May 10, 2017;
- The Registrant’s Current Report on Form 8-K filed with the SEC on February 9, 2017 (other than those portions of such Current Report not deemed to be “filed” with the SEC);
- The Registrant’s Current Report on Form 8-K filed with the SEC on February 16, 2017;
- The Registrant’s Current Report on Form 8-K filed with the SEC on February 17, 2017;
- The Registrant’s Current Report on Form 8-K filed with the SEC on March 15, 2017;
- The Registrant’s Current Report on Form 8-K filed with the SEC on April 18, 2017;
- The Registrant’s Current Report on Form 8-K filed with the SEC on May 2, 2017;
- The Registrant’s Definitive Proxy Statement on Schedule 14A filed with the SEC on March 27, 2017;
- The Registrant’s Definitive Additional Materials on Schedule 14A filed with the SEC on May 2, 2017;
- The description of the Registrant’s common stock contained in the Registration Statement on Form 8-A, filed with the SEC on December 8, 2003, as amended by the Form 8-A/A, filed on December 16, 2003, including any amendment or report filed for the purpose of updating such description; and

- The description of the Registrant's preferred stock purchase rights contained in the Registration Statement on Form 8-A, filed with the SEC on February 9, 2017, as amended by the Form 8-A/A, filed on March 15, 2017, including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## **Item 8. Exhibits.**

- 4.1 Amended and Restated Certificate of Incorporation of Tempur-Pedic International Inc. (filed as Exhibit 3.1 to Amendment No. 3 to the Registrant's registration statement on Form S-1 (File No. 333-109798) as filed on December 12, 2003).
- 4.2 Amendment to Certificate of Incorporation of Tempur-Pedic International Inc. (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K as filed on May 24, 2013).
- 4.3 Sixth Amended and Restated By-laws of Tempur Sealy International, Inc. (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K as filed on October 14, 2015).
- 4.4 Specimen certificate for shares of common stock (filed as Exhibit 4.1 to Amendment No. 3 to the Registrant's registration statement on Form S-1 (File No. 333-109798) as filed on December 12, 2003).
- 4.5 Amended and Restated Rights Agreement, dated as of March 14, 2017, by and between Tempur Sealy International, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K as filed on March 15, 2017).
- 4.6 Amended and Restated 2013 Equity Incentive Plan (filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K as filed on May 2, 2017).
- 5.1 Opinion of Morgan, Lewis & Bockius LLP as to the legality of the securities being registered.
- 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
- 23.3 Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).
- 24.1 Powers of Attorney (included on the signature page of this Form S-8).



**Signature**

**Title**

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/s/ Scott L. Thompson

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**Scott L. Thompson**

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Chairman, President and Chief Executive Officer (Principal Executive Officer)

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/s/ Barry A. Hytinen

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**Barry A. Hytinen**

Executive Vice President and Chief Financial Officer (Principal Financial Officer)

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/s/ Bhaskar Rao

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**Bhaskar Rao**

Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)

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/s/ Evelyn S. Dilsaver

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**Evelyn S. Dilsaver**

Director

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/s/ John A. Heil

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**John A. Heil**

Director

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/s/ Jon L. Luther

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**Jon L. Luther**

Director

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/s/ Usman S. Nabi

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**Usman S. Nabi**

Director

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/s/ Richard W. Neu

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**Richard W. Neu**

Director

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/s/ Robert B. Trussell, Jr.

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**Robert B. Trussell, Jr.**

Director

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Morgan, Lewis & Bockius LLP  
One Federal Street  
Boston, MA 02110

May 11, 2017

Tempur Sealy International, Inc.  
1000 Tempur Way  
Lexington, Kentucky 40511

**Re:** Tempur Sealy International, Inc.  
**Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Tempur Sealy International, Inc., a Delaware corporation (the "Registrant" or the "Company"), in connection with the filing of the referenced Registration Statement (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), with the Securities and Exchange Commission (the "SEC"). The Registration Statement covers the registration of an aggregate of 4,000,000 shares (the "Shares") of the Company's common stock, \$0.01 par value per share, that are subject to issuance by the Company upon the exercise or settlement of awards granted or to be granted under the Company's Amended and Restated 2013 Equity Incentive Plan (the "Plan").

In connection with this opinion letter, we have reviewed the corporate proceedings of the Company with respect to the authorization of the Plan and the issuance of the Shares thereunder. We have also examined and relied upon originals or copies, certified or otherwise identified or authenticated to our satisfaction, of such agreements, instruments, corporate records, certificates, and other documents as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed. In our examination, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form, and the legal competence of each individual executing any document. As to all matters of fact (including factual conclusions and characterizations and descriptions of purpose, intention or other state of mind), we have relied entirely upon certificates of officers of the Company, and have assumed, without independent inquiry, the accuracy of those certificates.

We further assume that all Shares issued pursuant to awards granted or to be granted pursuant to the Plan will be issued in accordance with the terms of the Plan and that the purchase price of the Shares will be greater than or equal to the par value per share of the Shares.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized by the Registrant and, when issued by the Registrant and transferred to plan participants in accordance with the Plan, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the Delaware General Corporation Law and reported judicial decisions relating thereto.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In rendering this opinion and giving this consent, we do not admit that we are "experts" within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2013 Equity Incentive Plan of Tempur Sealy International, Inc. of our reports dated February 24, 2017, with respect to the consolidated financial statements and schedule of Tempur Sealy International, Inc. and Subsidiaries, and the effectiveness of internal control over financial reporting of Tempur Sealy International, Inc. and Subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Louisville, Kentucky  
May 10, 2017