

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>BUSTER H CLIFFORD III</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) CEO, North America
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

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

**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	01/04/2024	01/04/2024	M		47,244	A	\$0 <sup>(1)</sup>	303,300	D	
Common Stock	01/04/2024	01/04/2024	F		21,780	D	\$47.92	281,520	D	
Common Stock	01/04/2024	01/04/2024	M		7,399	A	\$0 <sup>(1)</sup>	288,919	D	
Common Stock	01/04/2024	01/04/2024	F		3,411	D	\$47.92	285,508	D	
Common Stock	01/04/2024	01/04/2024	M		11,810	A	\$0 <sup>(1)</sup>	297,318	D	
Common Stock	01/04/2024	01/04/2024	F		5,445	D	\$47.92	291,873	D	
Common Stock	01/04/2024	01/04/2024	M		6,482	A	\$0 <sup>(1)</sup>	298,355	D	
Common Stock	01/04/2024	01/04/2024	F		2,989	D	\$47.92	295,366	D	
Common Stock	01/04/2024	01/04/2024	M		8,947	A	\$0 <sup>(1)</sup>	304,313	D	
Common Stock	01/04/2024	01/04/2024	F		4,125	D	\$47.92	300,188	D	
Common Stock								201,729	I	Buster Family Trust <sup>(2)</sup>

**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
Performance Restricted Stock Units	\$0 <sup>(1)</sup>	01/04/2024	01/04/2024	M			47,244	(3)	(3)	Common Stock	47,244	\$0	47,235	D	
Performance Restricted Stock Units	\$0 <sup>(1)</sup>	01/04/2024	01/04/2024	M			7,399	(4)	(4)	Common Stock	7,399	\$0	14,797	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	01/04/2024	01/04/2024	M			11,810	(5)	(5)	Common Stock	11,810	\$0	11,810	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	01/04/2024	01/04/2024	M			6,482	(6)	(6)	Common Stock	6,482	\$0	12,964	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	01/04/2024	01/04/2024	M			8,947	(7)	(7)	Common Stock	8,947	\$0	26,839	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	01/04/2024	01/04/2024	A			26,085	(8)	(8)	Common Stock	26,085	\$0	26,085	D	

**Explanation of Responses:**

- Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
- These shares of TPX common stock are held by a family trust of which the reporting person is trustee. The reporting person's spouse is the sole beneficiary of the trust.
- 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 February 17, 2023, the Compensation Committee of the Board of Directors determined the payout for each performance metric for the PRSUs granted on January 4, 2022. The PRSUs vest in approximately three equal installments on January 4, 2024, 2025 and 2026.
- On January 4, 2021, the reporting person was granted 47,241 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

6. On January 4, 2022, the reporting person was granted 25,928 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
7. On January 4, 2023, the reporting person was granted 35,786 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
8. On January 4, 2024, the reporting person was granted 26,085 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

**Remarks:**

/s/ Bhaskar Rao Attorney-in-Fact

01/08/2024

\*\* 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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