

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 6, 2020

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:

- 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	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.01 par value	TPX	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 6, 2020, 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 2020 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 6, 2020

Tempur Sealy International, Inc.

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

Tempur Sealy
International, Inc.
(TPX)

“We are continuing to
mitigate the COVID-19
impact while optimizing our
competitive position”



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PURPOSE

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

BACKGROUND

Tempur Sealy is the world's largest bedding manufacturer. We are a market-leading, vertically integrated global company that develops, manufactures, markets and retails bedding products both on and offline.

Our long-term strategy is to drive earnings growth with high return on invested capital and generate significant free cash flow.

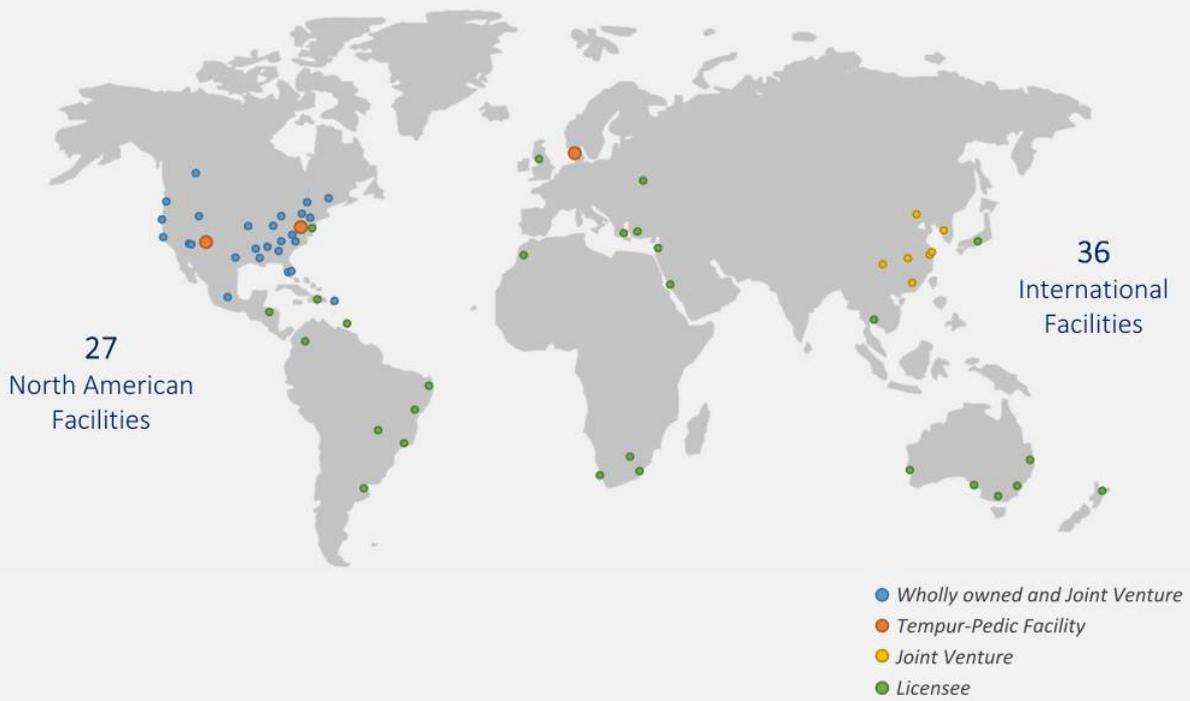
We drive to achieve industry-leading sustainability and environmental initiatives.

	Net Sales Three Months Ended June 30, 2020	Net Sales Twelve Months Ended December 31, 2019
Consolidated <i>% Sales</i>	\$ 665M 100%	\$3,106M 100%
North America <i>% Sales</i>	\$ 570M 86%	\$2,533M 82%
International <i>% Sales</i>	\$ 95M 14%	\$573M 18%

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".
Non-GAAP Financial Information: This presentation includes financial measures not accepted under U.S. Generally Accepted Accounting Principles ("GAAP"). Please refer to the footnotes and the explanations about such non-GAAP financial measures, including reconciliations to the corresponding GAAP financial measures, in the Appendix.
Footnotes: Please refer to the footnotes at the end of this presentation.



GLOBAL MANUFACTURING FOOTPRINT



STEARNS
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Portfolio of Brands



Tempur-Pedic

- Tempur-Pedic uniquely adapts, supports and aligns to you to deliver truly life-changing sleep
\$1,999-\$7,499

Stearns & Foster

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

Sealy

- Every Sealy mattress combines smart innovation precise engineering and industry-leading testing to ensure quality and durability
\$399-\$2,499

Private Label Offerings

- Products for the value-orientated consumer
Under \$1,299





OMNI-CHANNEL CONSUMER TEMPUR+SEA

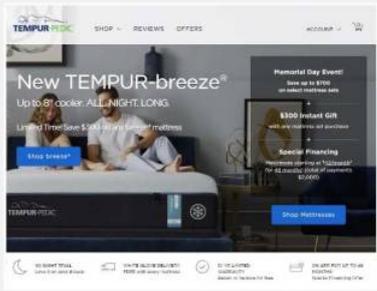
Powerful Omni-Distribution Platform

Wholesale

- Largest part of worldwide distribution
- Recent significant distribution gains



E-Commerce



- Significant worldwide sales growth
- Highly profitable and expanding margins

Company Owned Stores

- Luxury Tempur-Pedic and multi-branded showroom experiences
- Significant worldwide sales growth opportunity
- Highly profitable and expanding margins opportunity



STEARNS & FOSTER

Winning Online: Wholesale and Direct

TempurPedic.com
Most profitable online bedding company in the world
High growth and high margins

CHANN
DIRECT
CONSUM

Compressed Bedding Products
TEMPUR-Cloud®
COCOON by Sealy™
Sealy-to-go

Traditional Bedding Products
Tempur-Pedic
Stearns & Foster
Sealy

OMNI
CHANN

Alternative Channels (Web-based Retailers)
Dedicated sales team with focus on eMarketplace sales growth
High growth and stable margins

WHOLESA

Traditional Retailers Online
TPX proprietary RetailEdge training providing shopper-focused solutions
High growth and stable margins

WHOLESA



Tempur Sealy Compressed Offerings

Sealy-to-go



Value

COCOON by Sealy™



Mid-Level

TEMPUR-Cloud®



Premium

Our compressed products are a convenient option for consumers shopping online through our direct business or our third-party retail partners.

U.S. Company-Owned Store Strategy

Tempur-Pedic® Retail Stores:



High-End Targeted Opportunity

- Approximately 65 high-end retail destinations, with complementary co-tenants, in high demographic areas
- Strategic market placement (125-150 store vision)
- Brand Ambassadors - Tempur-Pedic® only products
- Consumer niche – prefer direct from manufacturer
- Premium ASP offering: \$2,000 - \$4,500

Sleep Outfitters®:



*Broad-Based Opportunity
Strategic Representation*

- Regional bedding retailer that is strategically important to the markets it serves for Tempur Sealy
- Approximately 100 multi-branded retail locations
- Tempur, Sealy and Stearns & Foster merchandising
- Wide range of ASP products: \$399 - \$4,699



STEARNS
& FOSTER®

TEMPUR+SEALY

Our Clean Shop Promise™ protocol involves making deliberate adjustments to employee training, customer experience, store environment and the delivery process in order to ensure the health and safety of consumers and employees.



Program Features:

- One-use mattress and pillow shields provide a tangible barrier to ensure consumers' safety and comfort as they test products in-store
- In-depth training materials provides store employees with the tools needed to fulfill the Clean Shop Promise
- Eye-catching signage and informative digital content



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Q2 RESULTS AND
2020 OUTLOOK



Second Quarter 2020 Highlights

Three Months Ended June 30th

(\$ in millions, except for % values) (unaudited)	2020	2019	Reported % Change	% Change Constant Currency ⁽¹⁾
Net Sales	\$665.2	\$722.8	-8.0%	-7.3%
Net Income	23.0	41.6	-44.7%	-44.2%
EBITDA ⁽¹⁾	85.2	109.0	-21.8%	-21.5%
Net cash provided by operating activities	155.4	41.3	276%	n/a
Adjusted EBITDA per credit facility ⁽¹⁾	\$109.6	\$113.0	-3.0%	-2.7%

“Sales trends through the quarter accelerated each month and have continued to accelerate into July unabated. We believe the category benefiting from a shift in consumer spend of discretionary dollars into the home category in which our products and brands are well-aligned to meet those consumer needs. Over the past five years, we have worked diligently to strengthen the foundation of our company, and we are now benefiting from our powerful omni-channel presence and strong competitive position in the industry. While a level of uncertainty remains, we expect the industry tailwinds and our sales momentum to continue.”

– Scott Thompson, Company Chairman and CEO



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Product Sales

Three Months Ended June 30, 2020 (unaudited)	Bedding Products	Other Products	Net Sales
Consolidated	\$ 606.6M	\$ 58.6M	\$ 665.2M
<i>YoY Growth</i>	-8.5%	-2.7%	-8.0%
North America	\$ 533.0M	\$ 37.5M	\$ 570.5
<i>YoY Growth</i>	-3.8%	10.6%	-3.0%
International	\$ 73.6M	\$ 21.1M	\$ 94.7M
<i>YoY Growth</i>	-32.1%	-19.8%	-29.7%

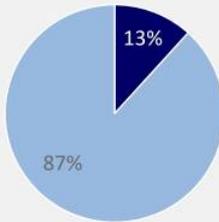


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Direct to Consumer

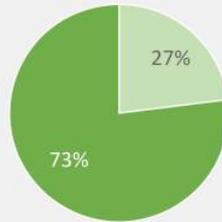
- Distribution network made up of high growth, high margin, Web, Call Center, and Company-owned stores
- Strong growth within the direct channel, growing 12% in the second quarter of 2020
- Long-term direct target: 25% of Tempur-Pedic net sales

NORTH AMERICAN SALES CHANNEL



■ Direct ■ Wholesale

INTERNATIONAL SALES CHANNEL



■ Direct ■ Wholesale

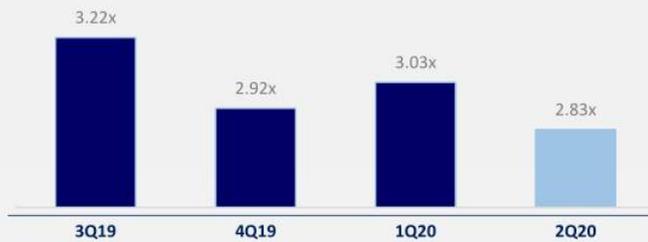


Q2 global direct channel sales grew 74% over 2 years

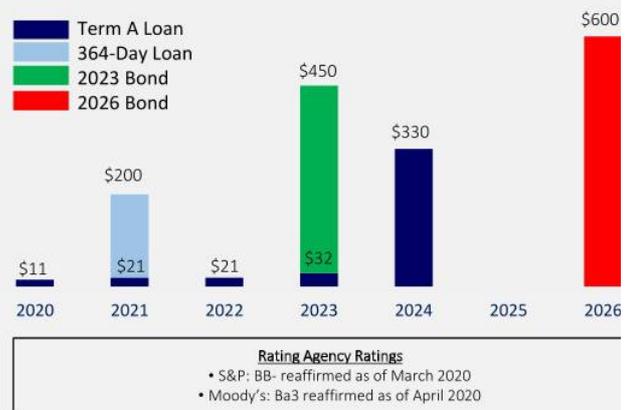
Debt Structure

- Leverage⁽¹⁾ lowest in Company's history at 2.8x, within the revised target range of 2.0-3.0x⁽²⁾
- Capital structure contains long-dated maturities; fixed rate debt represents around 2/3 of total debt
- Over \$600 million of available liquidity as of June 30, 2020

LEVERAGE⁽¹⁾



MANDATORY MATURITY PROFILE⁽²⁾



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Third Quarter and Full Year 2020 Outlook

- o Experienced accelerating demand for bedding in second quarter which has continued into third quarter to-date
 - o U.S. Sealy production capacity does not fully meet demand and is expected to be constrained through the third quarter
- o Internal target of 25% global net sales growth year-over-year in third quarter
- o Expect to generate significant operating cash flow for the full year 2020

2020 Financial Targets⁽³⁾ and Assumptions

Depreciation & Amortization	\$135 to \$140 M
Capital Expenditures	\$100 to \$110M (\$70M Maintenance)
Interest Expense	\$80 to \$85M
U.S. Federal Tax Rate Range	28% to 29%
Diluted Share Count	53M Shares

Aspirational Program⁽⁴⁾

- o The plan is triggered when the company achieves between \$600 million and \$650 million of adjusted EBITDA⁽¹⁾ per cre facility on a trailing four quarter basis through the end of 2020.
- o Due to our strong performance in the fourth quarter of 2019 and first half of 2020, it is possible that we may achieve a trailing four quarter adjusted EBITDA⁽¹⁾ in an amount equal to or greater than the \$600 million needed to trigger the threshold payout under the long-term aspirational incentive compensation plan.
- o There will be a true-up in the fourth quarter if the trailing four quarter adjusted EBITDA⁽¹⁾ achieved is greater than in th third quarter, provided that the threshold of \$600 million was met or exceeded in the third quarter.

Implications of Plan Vesting* (in quarter in which performance target is met)

Trailing four quarters adjusted EBITDA	\$600 - \$650 million
Restricted stock units vest	550,000 – 825,000 shares
Depreciation & Amortization	\$33 - \$50 million of additional D&A expense
U.S. Federal Tax Rate Range	Unfavorably impacted
Diluted Share Count	1% - 1.5% stock dilution

*The 2020 financial targets and assumptions presented on the previous slide do not include the above implications of the plan vesting.



DRIVING SHAREHOLDER VALUE

TEMPUR+SEALY



Long-term initiatives:

- Develop the highest quality bedding products in all the markets we serve
- Promote our worldwide brands with compelling marketing
- Optimize our powerful omni-distribution platform to be where consumers want to shop
- Drive increases in EBITDA⁽¹⁾

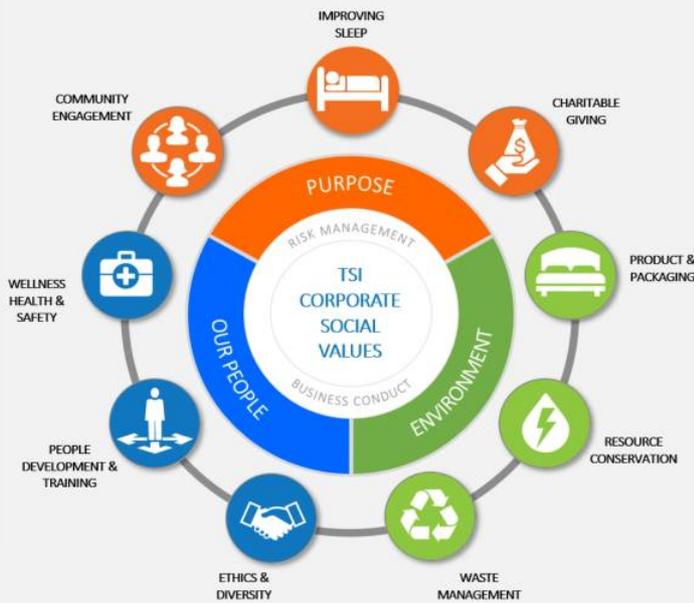
Competitive advantages:

- Consumer-centric approach across brands, products and channels
- Expanding wholesale and direct to consumer channels around the globe
- Flexible operating model with world-class manufacturing capabilities
- Industry-leading balance sheet
- Expect significant positive operating cash flows for full year 2020



ENVIRONMENTAL, SOCIAL, AND GOVERNANCE

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



Environmental

- In 2019, 85% of our North American production facility waste was recycled
- 15,825 barrels of oil, 56,049 trees, 18,549,937 KW hours, 3,297 tons of CO₂, 23,078,821 gallons of water

Social

- Community Engagement
- Donated stock with a market value of approximately \$9 million to public charities in December 2019

Governance

- Majority of Directors on the Board are Independent
- Subject executives to significant stock ownership guidelines and holding requirements
- Global Code of Business Conduct and Ethics
- Internal Enterprise Risk Management
- International ethics line
- Zero tolerance policy towards improper payments and bribes

Corporate Social Value Highlights

- We have developed, manufactured and donated specialty mattresses and other products to be used in the fight against COVID-19
- The Tempur Sealy Foundation donated \$160,000 to charities serving communities during the crisis
- The Tempur Sealy Foundation made significant cash grants to two children's charities and a university to support diversity initiatives

Donated stock with a market value of approximately \$9 million to public charities in December 2019

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



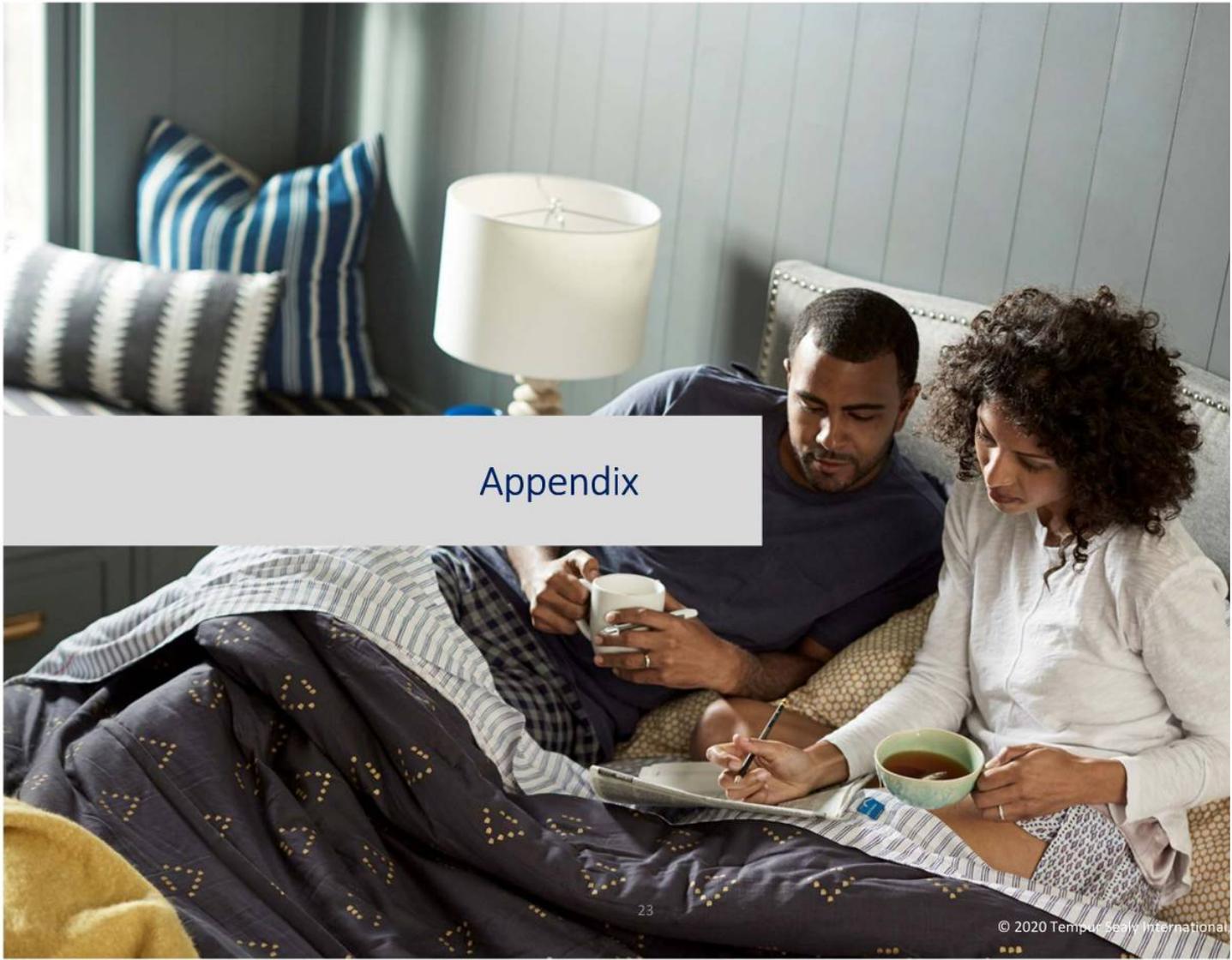
Ranked a 'Strong Buy With the Best ESG Score' by Raymond James

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

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 that may be characterized as "forward-looking" within the meaning of the federal securities laws, which includes information concerning one or more of the Company's plans, guidance, objectives, goals, strategies, and other information that is not historical information. When used in this presentation the words "assumes," "vision," "may," "strategy," "estimates," "expectations," "anticipates," "seeks," "projects," "plans," "proposed," "targets," "intends," "goals," "believes," "will," and variations of such words or similar expressions are intended to identify such statements. Forward-looking statements include, without limitation, statements relating to the Company's expectations regarding EBITDA, adjusted EBITDA per credit facility, net sales, leverage, operating cash flow, depreciation and amortization, capital expenditures, interest expense, U.S. federal tax rate, diluted share count and performance generally for 2020 and subsequent periods, the Company's expectations regarding production capacity, modifications of store and delivery services and the implementation of the Company's Clean Shop Promise™ protocol, the Company's Aspirational Program and ongoing productivity initiatives. 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. The Company undertakes no obligation to update any forward-looking statement contained herein to reflect events or circumstances after the date on which such statement is made.

Numerous factors, many of which are beyond the Company's control, could cause actual results to differ materially from those that may be expressed as forward-looking statements in this presentation. The factors include the impact of the macroeconomic environment in both the U.S. and internationally on the Company's business segments and expectations regarding growth of the mattress industry; uncertainty arising from global events; risks associated with the duration, scope and severity of COVID-19 and its effects on the Company's business and operations, including the disruption or delay of production and delivery of materials and products in the Company's supply chain; the impact of travel bans, work-from-home policies or shelter-in-place orders; a temporary or prolonged shutdown of manufacturing facilities or retail stores and decreased retail traffic; the effects of strategic investments on the Company's operations, including efforts to expand its global market share; the ability to develop and successfully launch new products; the efficiency and effectiveness of the Company's advertising campaigns and other marketing programs; the ability to increase sales productivity within existing retail accounts and to further penetrate the retail market, including the timing of opening or expanding within large retail accounts and the timing and success of product launches and the related expenses and life cycles of such products; the ability to continuously improve and expand the Company's product line; the effects of consolidation of retailers on revenues and costs; competition in the Company's industry; consumer acceptance of the Company's products; general economic and industry conditions, particularly conditions relating to the financial performance and related credit issues present in the retail sector; financial distress among the Company's business partners, customers and competitors and financial solvency and related problems experienced by other market participants, any of which may be amplified by the effects of COVID-19; risks associated with the Company's acquisition of 80% ownership of the assets of Sherwood Acquisition Holdings, LLC, including the possibility that the expected benefits of the acquisition are not realized when expected or at all; the Company's reliance on information technology and the associated risks involving potential security lapses and/or cyber-based attacks; the outcome of pending tax audits or other tax, regulatory or investigation proceedings; pending litigation; changes in foreign tax rates and changes in tax laws generally, including the ability to utilize tax loss carryforwards; market disruptions related to COVID-19 which may frustrate the Company's ability to access financing on acceptable terms or at all; the Company's capital structure and debt level, including its ability to meet financial obligations and continue to comply with the terms and financial covenants of its credit facilities; changes in interest rates; effects of changes in foreign exchange rates on the Company's reported earnings; changing commodity costs; disruptions in the supply of raw materials; loss of suppliers; expectations regarding the Company's target leverage and share repurchase program; sales fluctuations due to seasonality; the effect of future legislative or regulatory changes, including changes in international trade duties, tariffs and other aspects of international trade policy; the Company's ability to protect its intellectual property; and disruptions to the implementation of the Company's strategic plan and business plan caused by abrupt changes in its executive management team.

Other potential risk factors include the risk factors discussed under the heading "Risk Factors" under Part I, ITEM 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2019 and in Item 1A of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020. There may be other factors that cause the Company's actual results to differ materially from any of those expressed in forward-looking statements herein.

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-LUXEebreeze™, 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™ and Clean Shop 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 July 30, 2020. 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, EBITDA, adjusted EBITDA (including COVID charges), adjusted EBITDA per credit facility, 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 or an alternative to total debt. The Company believes these 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, Adjusted EBITDA (including COVID-19 charges) and Adjusted EBITDA per Credit Facility

A reconciliation of the Company's GAAP net income to EBITDA, adjusted EBITDA (including COVID-19 charges) and adjusted EBITDA per credit facility is provided on the subsequent slide. 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 previous 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.

Adjusted EBITDA Reconciliation

(in millions)	Three Months Ended			
	June 30, 2020		June 30, 2019	
Net income	\$	23.0	\$	41.6
Interest expense, net		20.6		22.5
Income taxes		9.4		15.8
Depreciation and amortization		32.2		29.1
EBITDA		85.2		109.0
Adjustments				
(Income) loss from discontinued operations, net of tax (1)		(0.1)		1.2
Incremental operating costs (2)		4.9		-
Asset impairments (3)		7.0		-
Restructuring costs (4)		3.4		-
Accounting standard adoption (5)		1.3		-
Acquisition-related costs and other (6)		-		2.8
Adjusted EBITDA (including COVID-19 charges)	\$	101.7	\$	113.0
COVID-19 charges (7)	\$	7.9	\$	-
Adjusted EBITDA per credit facility	\$	109.6	\$	113.0

Notes

- (1) Certain subsidiaries in the International business segment are accounted for as discontinued operations and have been designated as unrestricted subsidiaries in the the Company's senior credit facility entered into in 2019 (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 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.
 - (3) 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 driven by the current macro-economic environment.
 - (4) In the second quarter of 2020, the Company incurred \$3.4 million of restructuring costs associated with International headcount reductions driven by the current macro-economic environment.
 - (5) The Company recorded \$1.3 million of charges related to the adoption of ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)", in the second
 - (6) In the second quarter of 2019, the Company recorded \$2.8 million of acquisition-related and other costs in operating expenses, primarily related to post acquisition restructuring charges and professional fees for the acquisition of Sleep Outfitters.
 - (7) Adjusted EBITDA per credit facility excluded \$7.9 million of COVID-19 charges associated with temporarily closed company-owned retail stores and sales
- For additional information regarding the calculations above please refer to the Company's SEC Filings.*

TTM Adjusted EBITDA Reconciliation

	Trailing Twelve Months Ended	
	June 30, 2020	
<i>(in millions)</i>		
Net income	\$	202.2
Interest expense, net		81.7
Income taxes		74.9
Depreciation and amortization		124.0
EBITDA		482.8
Adjustments		
Loss from discontinued operations, net of tax (1)		0.9
Customer-related charges (2)		41.5
Charitable stock donation (3)		8.9
COVID-19 charges (4)		7.9
Incremental operating costs (5)		7.2
Asset impairments (6)		7.0
Earnings from Sherwood prior to acquisition (7)		6.7
Restructuring costs (8)		3.4
Accounting standard adoption (9)		2.8
Credit facility amendment (10)		0.7
Adjusted EBITDA per credit facility	\$	569.8

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 first quarter of 2020, the Company recorded \$11.7 million of customer-related charges in connection with the bankruptcy of Art Van Furniture, LLC and affiliates to fully reserve trade receivables and other assets associated with this account. In the fourth quarter of 2019, the Company recorded \$29.8 million of customer-related charges in connection with the bankruptcy of Mattress PAL Holding, LLC ("Mattress PAL") and resulting significant liquidity issues of Mattress PAL's affiliates to fully reserve trade receivables and other assets associated with this account.
- (3) In 2019, the Company recorded an \$8.9 million charge related to the donation of common stock at fair market value to certain public charities.
- (4) Adjusted EBITDA per credit facility excluded \$7.9 million of COVID-19 charges associated with temporarily closed company-owned retail stores and sales force retention costs.
- (5) 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. In the first quarter of 2020, the Company recorded \$2.3 million of charges related to the global pandemic.
- (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 driven by the current macro-economic environment.
- (7) The Company completed the acquisition of Sherwood Bedding on January 31, 2020 and designated this subsidiary as restricted under the 2019 Credit Agreement. For covenant compliance purposes, the Company included \$6.7 million of EBITDA from this subsidiary for the seven months prior to acquisition in the Company's calculation of adjusted EBITDA per credit facility for the trailing twelve months ended June 30, 2020.
- (8) In the second quarter of 2020, the Company incurred \$3.4 million of restructuring costs associated with International headcount reductions driven by the current macro-economic.
- (9) The Company recorded \$1.3 million and \$1.5 million of charges related to the adoption of ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)", in the second and first quarters of 2020, respectively. As permitted by the 2019 Credit Agreement, the Company elected to eliminate the effect of this accounting change within its covenant compliance calculation.
- (10) In 2019, the Company recorded \$0.7 million of professional fees in connection with the amendment of the 2019 Credit Agreement.

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

Adjusted Net Income and Adjusted EPS

	Three Months Ended	
	June 30, 2020	June 30, 2019
<i>(in millions, except per share amounts)</i>		
Net income	\$ 23.0	\$ 41.6
(Income) loss from discontinued operations, net of tax ⁽¹⁾	(0.1)	1.2
Incremental operating costs ⁽²⁾	4.9	-
Asset impairments ⁽³⁾	7.0	-
Restructuring costs ⁽⁴⁾	3.4	-
Accounting standard adoption ⁽⁵⁾	1.3	-
Acquisition-related costs and other ⁽⁶⁾	-	2.8
Tax adjustments ⁽⁷⁾	(4.4)	(1.3)
Adjusted net income	\$ 35.1	\$ 44.3
Adjusted earnings per common share, diluted	\$ 0.68	\$ 0.79
Diluted shares outstanding	52.0	56.0

Adjusted net income included COVID-19 charges of \$5.8 million, net of tax, and adjusted earnings per share of \$0.11.

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 our adjusted financial measures for covenant compliance purposes.
- (2) 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.
- (3) 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 driven by the current macro-economic environment.
- (4) In the second quarter of 2020, the Company incurred \$3.4 million of restructuring costs associated with International headcount reductions driven by the current macro-economic environment.
- (5) The Company recorded \$1.3 million and \$1.5 million of charges related to the adoption of ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326)", in the second and first quarters of 2020, respectively. As permitted by the 2019 Credit Agreement, the Company elected to eliminate the effect of this accounting change within its covenant compliance calculation.
- (6) In the second quarter of 2019, the Company recorded \$2.8 million of acquisition-related and other costs in operating expenses, primarily related to post acquisition restructuring charges and professional fees for the acquisition of Sleep Outfitters.
- (7) Tax adjustments represent adjustments associated with the aforementioned items and other discrete income tax events.

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

Leverage Reconciliation

<i>(in millions, except ratio)</i>		2Q 20
Total debt, net	\$	1,753.6
Plus: Deferred financing costs ⁽¹⁾	\$	7.2
Consolidated indebtedness		1,760.8
Less: Netted cash ⁽²⁾		145.9
Consolidated indebtedness less netted cash	\$	1,614.9
Adjusted EBITDA per credit facility ⁽³⁾	\$	569.8
Leverage		2.83x

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.

Aspirational Program⁽⁴⁾

- The Company has an Aspirational Program which is a unique long-term program designed to provide extraordinary compensation for extraordinary performance. The Company seeks to accomplish these goals in a way that rewards performance that is aligned with its stockholders' interest as exemplified by the Company's Aspirational Program.
- Performance restricted stock units ("PRSUs") for approximately 1.7 million shares of the Company's common stock were granted to over 150 employees.
 - PRSUs will vest based on adjusted EBITDA per credit facility⁽¹⁾ performance measured on a rolling 4 quarter basis during two performance periods -- 2018 and 2019; and 2020
 - If the minimum performance target is met for the applicable period, awards become payable shortly after the applicable period. If an officer or employee leaves for any reason prior to vesting, all of his or her PRSUs will be forfeited, subject to certain limited exceptions

Achievement Schedule

January 1, 2020 – December 31, 2020 (Period 2)			
Adjusted EBITDA (in millions)	% of Total Grant of PRSUs That Will Vest	# Shares That Will Vest	Full Year Dilution Impact*
≥ \$650	50%	825,000	1.5%
\$600	33%	550,000	1.0%
< \$600	0%	0	0.0%

- Measured quarterly on a trailing four quarter period
- If an award is earned in the first period the program ends, subject to a change of control provision
- Prorated based on performance between \$600 & \$650 million, but is only payable at the end of the respective period

Footnotes

1. Adjusted Net Income, EBITDA, adjusted EBITDA (including COVID-19 charges), adjusted EBITDA per credit facility, adjusted EPS, leverage and constant currency are non-GAAP financial measures. Please refer to the "Use of Non-GAAP Financial Measures and Constant Currency Information" on the previous slide for more information regarding the definitions of adjusted Net Income, EBITDA, adjusted EBITDA (including COVID-19 charges), adjusted EBITDA per credit facility, adjusted EPS, leverage, and constant currency, including the adjustments (as applicable) from the corresponding GAAP information. Please refer to "Forward-Looking Statements" and "Limitations on Guidance" on the previous slide.
2. Based on existing debt outstanding on June 30, 2020 and including the 364-Day Loan entered into on May 13, 2020. Excludes revolving debt, foreign loans and receivables securitization. Term A Loan matures on October 16, 2024 provided that the 2023 Senior Notes are repaid or refinanced at least 180 days prior to maturity. For more information please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2019 and the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2020.
3. Based on the Company's 2020 financial targets provided in the press release dated July 30, 2020 and the related earnings call on July 30, 2020. Please refer to "Forward-Looking Statements" and "Limitations on Guidance".
4. For more information about the Aspirational Program and the terms of the aspirational PRSUs, please refer to the Company's SEC filings. In addition, please refer to "Forward Looking Statements".

