

**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) April 27, 2015

**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 (see General Instruction A.2. below):

- 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))

**Item 7.01 Regulation FD Disclosure**

On April 27, 2015, Tempur Sealy International, Inc. (the "Company") provided consolidated and business segment net sales, adjusted gross profit and adjusted operating income for 2014 and 2013, by quarter and full year. The information presented for the Company is for all periods, except for the information with respect to Sealy Corporation and its historical subsidiaries ("Sealy"), which is for all periods since March 18, 2013, the date the Company completed the acquisition of Sealy ("Sealy Acquisition"). Adjusted gross profit and adjusted operating income are not recognized terms under U.S. generally accepted accounting principles ("GAAP") and the information provided includes reconciliations to GAAP gross profit and GAAP operating income. A copy of the supplemental information is furnished as Exhibit 99.1 to this Current Report.

The information in this report (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 such filing.

**Item 9.01 Financial Statements and Exhibit**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Document titled "Tempur Sealy Provides Historical Adjusted Financial Information"

## 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: April 27, 2015

Tempur Sealy International, Inc.

By: /s/ Dale E. Williams

Name: Dale E. Williams

Title: Executive Vice President & Chief Financial Officer

## EXHIBIT INDEX

Exhibit	Description
99.1	Document titled "Tempur Sealy Provides Historical Adjusted Financial Information"

**TEMPUR SEALY PROVIDES HISTORICAL ADJUSTED FINANCIAL INFORMATION  
BASED ON NEW BUSINESS SEGMENTS**

In a Form 8-K filed with the Securities and Exchange Commission on February 13, 2015, Tempur Sealy International, Inc. (the "Company") provided updated historical financial information for 2014 and 2013 in line with its new business segments. As previously disclosed, the Company has updated its business segment reporting in light of the progress made in 2013 and 2014 integrating Sealy Corporation and its historical subsidiaries ("Sealy") into its business. Going forward, the Company will provide business segment net sales, gross profit and operating income data for its "North America" and "International" segments. "North America" includes results for the U.S. and Canada, and "International" includes everything outside the U.S. and Canada. Corporate operating expenses will not be included in either of the business segments and will be presented separately as a reconciling item to the Company's consolidated results. Historically, the Company's business segments were as follows: Tempur North America (Tempur U.S. and Tempur Canada); Tempur International (Tempur businesses outside of the U.S. and Canada, which also began selling certain Sealy branded products in 2014); and Sealy (legacy Sealy businesses on a global basis). As described in more detail in Note 18 of the Company's audited consolidated financial statements included in its Annual Report on Form 10-K filed on February 13, 2015, the majority of corporate operating expenses were historically included in the Tempur North America business segment, and a portion of corporate operating expenses were included in the Sealy business segment.

As a follow up to its Form 8-K filed on February 13, 2015, the Company is providing consolidated and business segment net sales, adjusted gross profit and adjusted operating income for 2014 and 2013, by quarter and full year below. The information presented for the Company is for all periods, but only includes results for Sealy since March 18, 2013, the date the Company completed the acquisition of Sealy ("Sealy Acquisition").

Adjusted gross profit and adjusted operating income are not recognized terms under U.S. generally accepted accounting principles ("GAAP") and do not purport to be alternatives to gross profit and operating income as a measure of operating performance. Management believes that the use of these non-GAAP financial measures provides investors with additional useful information with respect to the impact of various costs associated with the Sealy Acquisition and the amendment and refinancing of the Company's senior secured credit facility. A reconciliation of gross profit to adjusted gross profit and operating income to adjusted operating income by business segment is shown below. Because not all companies use identical calculations, these presentations may not be comparable to other similarly titled measures of other companies.

**CONSOLIDATED**  
**(unaudited)**

The following table presents consolidated GAAP net sales, adjusted gross profit and adjusted operating income data for 2014 by quarter and full year, and a reconciliation of GAAP gross profit to adjusted gross profit and a reconciliation of GAAP operating income to adjusted operating income.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2014</b>	<b>June 30, 2014</b>	<b>September 30, 2014</b>	<b>December 31, 2014</b>	<b>December 31, 2014</b>
GAAP net sales	\$ 701.9	\$ 715.0	\$ 827.4	\$ 745.5	\$ 2,989.8
GAAP gross profit	\$ 269.5	\$ 268.3	\$ 318.5	\$ 294.1	\$ 1,150.4
Adjustments <sup>(1)</sup>	1.9	0.7	2.6	6.0	11.2
Adjusted gross profit	\$ 271.4	\$ 269.0	\$ 321.1	\$ 300.1	\$ 1,161.6
GAAP operating income	\$ 62.4	\$ 50.3	\$ 87.1	\$ 76.5	\$ 276.3
Adjustments <sup>(1)</sup>	7.4	5.6	10.9	19.9	43.8
Adjusted operating income	\$ 69.8	\$ 55.9	\$ 98.0	\$ 96.4	\$ 320.1

(1) Adjustments represent integration and transaction costs, which include legal fees, professional fees and other charges to align the business related to the Sealy Acquisition, and financing costs incurred in connection with the amendment of the Company's senior secured credit facility.

The following table presents consolidated GAAP net sales, adjusted gross profit and adjusted operating income data for 2013 by quarter and full year, and a reconciliation of GAAP gross profit to adjusted gross profit and a reconciliation of GAAP operating income to adjusted operating income.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2013</b>	<b>June 30, 2013</b>	<b>September 30, 2013</b>	<b>December 31, 2013</b>	<b>December 31, 2013</b>
GAAP net sales	\$ 390.1	\$ 660.6	\$ 735.5	\$ 678.1	\$ 2,464.3
GAAP gross profit	\$ 188.4	\$ 254.9	\$ 298.7	\$ 272.9	\$ 1,014.9
Adjustments <sup>(1)</sup>	—	0.6	0.4	2.7	3.7
Inventory step up <sup>(2)</sup>	3.1	4.6	—	—	7.7
Adjusted gross profit	\$ 191.5	\$ 260.1	\$ 299.1	\$ 275.6	\$ 1,026.3
GAAP operating income	\$ 44.5	\$ 44.0	\$ 81.2	\$ 74.1	\$ 243.8
Adjustments <sup>(1)</sup>	16.0	11.9	8.5	8.2	44.6
Inventory step up <sup>(2)</sup>	3.1	4.6	—	—	7.7
Adjusted operating income	\$ 63.6	\$ 60.5	\$ 89.7	\$ 82.3	\$ 296.1

(1) Adjustments represent integration and transaction costs, which include legal fees, professional fees and other charges to align the business related to the Sealy Acquisition, and financing costs incurred in connection with the refinancing of the Company's senior secured credit facility.

(2) Inventory step up represents cost of sales associated with the revaluation of finished goods inventory related to the purchase price allocation for the Sealy Acquisition.

**NORTH AMERICA**  
(unaudited)

The following table presents the North America business segment GAAP net sales, adjusted gross profit and adjusted operating income data for 2014 by quarter and full year, and a reconciliation of GAAP gross profit to adjusted gross profit and a reconciliation of GAAP operating income to adjusted operating income.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2014</b>	<b>June 30, 2014</b>	<b>September 30, 2014</b>	<b>December 31, 2014</b>	<b>December 31, 2014</b>
GAAP net sales	\$ 552.6	\$ 577.9	\$ 685.3	\$ 589.1	\$ 2,404.9
GAAP gross profit	\$ 186.2	\$ 194.7	\$ 243.9	\$ 210.0	\$ 834.8
Adjustments <sup>(1)</sup>	1.9	0.7	2.5	5.8	10.9
Adjusted gross profit	\$ 188.1	\$ 195.4	\$ 246.4	\$ 215.8	\$ 845.7
GAAP operating income	\$ 53.1	\$ 48.8	\$ 86.4	\$ 66.7	\$ 255.0
Adjustments <sup>(1)</sup>	5.2	2.8	8.3	13.7	30.0
Adjusted operating income	\$ 58.3	\$ 51.6	\$ 94.7	\$ 80.4	\$ 285.0

(1) Adjustments represent integration costs, which include professional fees, compensation costs and other charges related to the transition of manufacturing facilities, and other costs to support the continued alignment of the North America business related to the Sealy Acquisition.

The following table presents the North America business segment GAAP net sales, adjusted gross profit and adjusted operating income data for 2013 by quarter and full year, and a reconciliation of GAAP gross profit to adjusted gross profit and a reconciliation of GAAP operating income to adjusted operating income.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2013</b>	<b>June 30, 2013</b>	<b>September 30, 2013</b>	<b>December 31, 2013</b>	<b>December 31, 2013</b>
GAAP net sales	\$ 268.3	\$ 530.2	\$ 601.7	\$ 526.8	\$ 1,927.0
GAAP gross profit	\$ 112.8	\$ 181.8	\$ 225.8	\$ 189.8	\$ 710.2
Adjustments <sup>(1)</sup>	—	0.6	0.4	2.7	3.7
Inventory step up <sup>(2)</sup>	3.1	4.6	—	—	7.7
Adjusted gross profit	\$ 115.9	\$ 187.0	\$ 226.2	\$ 192.5	\$ 721.6
GAAP operating income	\$ 42.0	\$ 46.6	\$ 77.1	\$ 63.3	\$ 229.0
Adjustments <sup>(1)</sup>	1.4	5.5	5.1	5.9	17.9
Inventory step up <sup>(2)</sup>	3.1	4.6	—	—	7.7
Adjusted operating income	\$ 46.5	\$ 56.7	\$ 82.2	\$ 69.2	\$ 254.6

(1) Adjustments represent integration and transaction costs, which include professional fees, compensation costs and other charges to support the alignment of the North America business related to the Sealy Acquisition.

(2) Inventory step up represents cost of sales associated with the revaluation of finished goods inventory related to the purchase price allocation for the Sealy Acquisition.

**INTERNATIONAL**  
(unaudited)

The following table presents the International business segment GAAP net sales, adjusted gross profit and adjusted operating income data for 2014 by quarter and full year, and a reconciliation of GAAP gross profit to adjusted gross profit and a reconciliation of GAAP operating income to adjusted operating income.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2014</b>	<b>June 30, 2014</b>	<b>September 30, 2014</b>	<b>December 31, 2014</b>	<b>December 31, 2014</b>
GAAP net sales	\$ 149.3	\$ 137.1	\$ 142.1	\$ 156.4	\$ 584.9
GAAP gross profit	\$ 83.3	\$ 73.6	\$ 74.6	\$ 84.1	\$ 315.6
Adjustments <sup>(1)</sup>	—	—	0.1	0.2	0.3
Adjusted gross profit	\$ 83.3	\$ 73.6	\$ 74.7	\$ 84.3	\$ 315.9
GAAP operating income	\$ 33.5	\$ 24.3	\$ 26.1	\$ 34.9	\$ 118.8
Adjustments <sup>(1)</sup>	—	1.7	0.8	2.7	5.2
Adjusted operating income	\$ 33.5	\$ 26.0	\$ 26.9	\$ 37.6	\$ 124.0

(1) Adjustments represent integration costs incurred in connection with the introduction of Sealy products in certain international markets.

The following table presents the International business segment GAAP net sales, adjusted gross profit and adjusted operating income data for 2013 by quarter and full year, and a reconciliation of GAAP gross profit to adjusted gross profit and a reconciliation of GAAP operating income to adjusted operating income.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2013</b>	<b>June 30, 2013</b>	<b>September 30, 2013</b>	<b>December 31, 2013</b>	<b>December 31, 2013</b>
GAAP net sales	\$ 121.8	\$ 130.4	\$ 133.8	\$ 151.3	\$ 537.3
GAAP gross profit	\$ 75.6	\$ 73.1	\$ 72.8	\$ 83.2	\$ 304.7
Adjustments	—	—	—	—	—
Adjusted gross profit	\$ 75.6	\$ 73.1	\$ 72.8	\$ 83.2	\$ 304.7
GAAP operating income	\$ 31.8	\$ 28.6	\$ 29.0	\$ 35.3	\$ 124.7
Adjustments	—	—	—	—	—
Adjusted operating income	\$ 31.8	\$ 28.6	\$ 29.0	\$ 35.3	\$ 124.7



**CORPORATE**  
**(unaudited)**

The following table presents the Corporate adjusted operating loss data for 2014 by quarter and full year, and a reconciliation of GAAP operating loss to adjusted operating loss.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2014</b>	<b>June 30, 2014</b>	<b>September 30, 2014</b>	<b>December 31, 2014</b>	<b>December 31, 2014</b>
GAAP operating loss	\$ (24.2)	\$ (22.8)	\$ (25.4)	\$ (25.1)	\$ (97.5)
Adjustments <sup>(1)</sup>	2.2	1.1	1.8	3.5	8.6
Adjusted operating loss	\$ (22.0)	\$ (21.7)	\$ (23.6)	\$ (21.6)	\$ (88.9)

(1) Adjustments represent integration and transaction costs, which include legal fees, professional fees, compensation costs and other charges to align the business related to the Sealy Acquisition, and financing costs incurred in connection with the amendment of the Company's senior secured credit facility.

The following table presents the Corporate adjusted operating loss data for 2013 by quarter and full year, and a reconciliation of GAAP operating loss to adjusted operating loss.

<i>(in millions)</i>	<b>For the Three Months Ended:</b>				<b>For the Year Ended:</b>
	<b>March 31, 2013</b>	<b>June 30, 2013</b>	<b>September 30, 2013</b>	<b>December 31, 2013</b>	<b>December 31, 2013</b>
GAAP operating loss	\$ (29.3)	\$ (31.2)	\$ (24.9)	\$ (24.5)	\$ (109.9)
Adjustments <sup>(1)</sup>	14.6	6.4	3.4	2.3	26.7
Adjusted operating loss	\$ (14.7)	\$ (24.8)	\$ (21.5)	\$ (22.2)	\$ (83.2)

(1) Adjustments represent integration and transaction costs, which include legal fees, professional fees, compensation costs and other charges to align the business related to the Sealy Acquisition, and financing costs incurred in connection with the refinancing of the Company's senior secured credit facility.