

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

**SCHEDULE 14A**  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

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TEMPUR SEALY INTERNATIONAL, INC.

(Name of Registrant as Specified in Its Charter)

H PARTNERS MANAGEMENT, LLC

H PARTNERS, LP

H PARTNERS CAPITAL, LLC

REHAN JAFFER

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(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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H Partners Management, LLC ("H Partners"), together with the other participants named herein, has made a definitive filing with the Securities and Exchange Commission of a proxy statement and an accompanying BLUE proxy card to be used to solicit votes against the election of certain director candidates nominated by Tempur Sealy International, Inc. (the "Company") for election at the Company's 2015 annual meeting of stockholders.

The following materials were posted by H Partners to [www.FixTempurSealy.com](http://www.FixTempurSealy.com):

Fix Tempur Sealy	The views expressed on this website represent the opinions of H Partners Management, LLC and its affiliates (collectively, "H Partners"), which beneficially own shares of Tempur Sealy International, Inc. (the "Company") and are based on publicly available information with respect to the Company. H Partners recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with H Partners' conclusions. H Partners reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such changes. H Partners disclaims any obligation to update the information or opinions contained on this website.	ations & Letters    How to Vote    Contact
Fix Tempur Sealy Welcome to the w	Certain financial projections and statements made herein have been derived or obtained from filings made with the Securities and Exchange Commission ("SEC") or other regulatory authorities and from other third party reports. Neither the Participants (as defined below) nor any of their affiliates shall be responsible or have any liability for any misinformation contained in any third party SEC or other regulatory filing or third party report. There is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein. The estimates, projections and potential impact of the opportunities identified by H Partners herein are based on assumptions that H Partners believes to be reasonable as of the date of the materials on this website, but there can be no assurance or guarantee that actual results or performance of the Company will not differ, and such differences may be material.	ee directors at
Fix Tempur Sealy Welcome to the w	The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security. H Partners currently beneficially owns shares of the Company. It is possible that there will be developments in the future that cause H Partners from time to time to sell all or a portion of its holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls or other derivative instruments relating to such shares.	ee directors at
Fix Tempur Sealy Welcome to the w	Although H Partners believes the statements made in this website are substantially accurate in all material respects and does not omit to state material facts necessary to make those statements not misleading, H Partners makes no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and H Partners expressly disclaims any liability relating to those statements or communications (or any inaccuracies or omissions therein). Thus, stockholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may be relevant.	ee directors at
Fix Tempur Sealy Welcome to the w	This website may contain links to articles and/or videos (collectively, "Media"). The view and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of H Partners.	ee directors at
Fix Tempur Sealy Welcome to the w	<b>Cautionary Statement Regarding Forward-Looking Statements</b>	ee directors at
Fix Tempur Sealy Welcome to the w	The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of H Partners. Although H Partners believes that the assumptions underlying the projected results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the projected results and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such projected results and forward-looking statements will be achieved. H Partners will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.	ee directors at
Fix Tempur Sealy Welcome to the w	<b>Additional Information</b>	ee directors at
Fix Tempur Sealy Welcome to the w	H Partners Management, H Partners, LP, H Partners Capital, LLC and Rehan Jaffer (collectively, the "Participants") have filed a definitive proxy statement and an accompanying BLUE proxy card with the SEC to be used to solicit proxies in connection with the 2015 Annual Meeting of Stockholders of the Company, including any adjournments or postponements thereof or any special meeting that may be called in lieu thereof (the "2015 Annual Meeting"). Stockholders are advised to read the definitive proxy statement and any other documents related to the solicitation of stockholders of the Company in connection with the 2015 Annual Meeting because they contain important information, including additional information relating to the Participants. These materials and other materials filed by H Partners in connection with the solicitation of proxies will be available at no charge at the SEC's website at <a href="http://www.sec.gov">www.sec.gov</a> . The definitive proxy statement and other relevant documents filed by H Partners with the SEC will also be	ee directors at
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leaders.

- Mark Sarva
- P. Andrews
- Christophe

We encourage yo

Thank you for yo

available, without charge, by calling H Partners' proxy solicitor, Innisfree M&A Incorporated, at (212) 750-5833 or toll-free at (888) 750-5834.

I confirm that I have read the terms of this website.

Agree »

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## Fix Tempur Sealy – Vote the **BLUE** Proxy Card Today!

Welcome to the website dedicated to H Partners Management's proxy campaign "**AGAINST**" the re-election of three directors at Tempur Sealy International at the 2015 Annual Meeting of Shareholders to be held on May 8, 2015.

Tempur Sealy's 140% stock underperformance over the last three years under CEO Mark Sarvary and the current Board is unacceptable. This campaign will serve as a referendum on the Board's many failures as fiduciaries and as a platform for shareholders to send a clear message that meaningful change is needed urgently.

We are urging Tempur Sealy shareholders to use the **BLUE** proxy card to vote "**AGAINST**" the re-election of the following Board leaders:

- Mark Sarvary, President and Chief Executive Officer of Tempur Sealy
- P. Andrews McLane, Chairman of the Board
- Christopher A. Masto, Chairman of the Nominating and Corporate Governance Committee

We encourage you to read the materials on the website carefully and to visit often for any updates.

Thank you for your support.

## Press Releases

- 04/07/15 **H Partners Releases Investor Presentation Outlining Need For Immediate Change At Tempur Sealy** 
- 04/02/15 **H Partners Files Definitive Proxy Materials In Connection With Tempur Sealy 2015 Annual Meeting Of Shareholders** 
- 03/23/15 **H Partners Urges Tempur Sealy Shareholders to Hold CEO And Board Accountable For Significant Underperformance By Voting Against Three Directors at Upcoming Annual Meeting** 
- 02/17/15 **Tempur Sealy's Largest Shareholder, H Partners, Demands Immediate Leadership And Board Changes To Drive Shareholder Value** 

Fix Tempur Sealy

## Presentations & Letters

04/07/15

**Investor Presentation**



02/17/15

**Letter to Board of Directors**



## How to Vote

### Your Vote is Important – Tell the Board What You Think By Voting the **BLUE** Proxy Card.

H Partners is seeking your support by using the **BLUE** proxy card today to vote "**AGAINST**" the re-election of Mark Sarvary, P. Andrews McLane, and Christopher A. Masto as directors at the Company's 2015 Annual Meeting of Shareholders to be held on May 8, 2015.

**Vote by Phone.**

Please call the telephone number specified on your **BLUE** proxy card from a touchtone phone and follow the simple instructions.

**Vote by Internet.**

Please access the website specified on your **BLUE** proxy card and follow the simple instructions.

**Vote by Mail.**

If you do not wish to vote by telephone or over the internet, please simply complete, sign, date and return the **BLUE** proxy card in the postage-paid envelope provided.

If you have any questions or require assistance in voting your **BLUE** proxy card, please contact H Partners' proxy solicitor, Innisfree M&A Incorporated, toll-free at (888) 750-5834.

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022

Thank you for your support.



## Contact

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Institutional shareholders, banks and brokers can contact:

Usman Nabi / Arik Ruchim  
H Partners Management, LLC  
(212) 265-4200

Scott Winter / Jonathan Salzberger  
Innisfree M&A Incorporated  
(212) 750-5833

Shareholders can contact H Partners' proxy solicitor, Innisfree M&A Incorporated, toll-free at (888) 750-5834.

## Disclaimer

The views expressed on this website represent the opinions of H Partners Management, LLC and its affiliates (collectively, "[H Partners](#)"), which beneficially own shares of Tempur Sealy International, Inc. (the "[Company](#)") and are based on publicly available information with respect to the Company. H Partners recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with H Partners' conclusions. H Partners reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such changes. H Partners disclaims any obligation to update the information or opinions contained on this website.

Certain financial projections and statements made herein have been derived or obtained from filings made with the Securities and Exchange Commission ("[SEC](#)") or other regulatory authorities and from other third party reports. Neither the Participants (as defined below) nor any of their affiliates shall be responsible or have any liability for any misinformation contained in any third party SEC or other regulatory filing or third party report. There is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein. The estimates, projections and potential impact of the opportunities identified by H Partners herein are based on assumptions that H Partners believes to be reasonable as of the date of the materials on this website, but there can be no assurance or guarantee that actual results or performance of the Company will not differ, and such differences may be material.

The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. These materials do not recommend the purchase or sale of any security. H Partners currently beneficially owns shares of the Company. It is possible that there will be developments in the future that cause H Partners from time to time to sell all or a portion of its holdings of the Company in open market transactions or otherwise (including via short sales), buy additional shares (in open market or privately negotiated transactions or otherwise), or trade in options, puts, calls or other derivative instruments relating to such shares.

Although H Partners believes the statements made in this website are substantially accurate in all material respects and does not omit to state material facts necessary to make those statements not misleading, H Partners makes no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes with respect to the Company and any other companies mentioned, and H Partners expressly disclaims any liability relating to those statements or communications (or any inaccuracies or omissions therein). Thus, stockholders and others should conduct their own independent investigation and analysis of those statements and communications and of the Company and any other companies to which those statements or communications may be relevant.

This website may contain links to articles and/or videos (collectively, "[Media](#)"). The view and opinions expressed in such Media are those of the author(s)/speaker(s) referenced or quoted in such Media and, unless specifically noted otherwise, do not necessarily represent the opinion of H Partners.

### Cautionary Statement Regarding Forward-Looking Statements

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### Additional Information

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