

**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): March 23, 2018

**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))

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 1.01 Entry into a Material Definitive Agreement**

On March 23, 2018 the Company entered into a letter agreement (the “Letter Agreement”) with Mr. Nabi, a director of the Company, H Partners Management, LLC (“H Partners”), H Partners, LP, H Partners Capital, LLC, H Offshore Fund LTD., Rehan Jaffer and Arik Ruchim (together with H Partners, the “H Partners Group”) pursuant to which (i) the Company agreed to nominate Mr. Ruchim, an H Partners partner, to the Company’s Board of Directors at the Company’s Annual Meeting of Stockholders scheduled for May 10, 2018 (the “2018 Annual Meeting”), (ii) the H Partners Group agreed to vote at the 2018 Annual Meeting in favor of the Company’s nominees for the Board of Directors and (iii) if elected at the 2018 Annual Meeting, Mr. Ruchim would be permitted to share information with H Partners and certain related parties as the “Director” pursuant to the Non-Disclosure and Standstill Agreement dated as of June 26, 2017 among the Company and the H Partners Group and certain related parties (the “2017 Agreement”) and would be required to comply with the obligations of the Director in the 2017 Agreement. In addition, the Company agreed that Mr. Nabi, who will remain on the Board of Directors until the 2018 Annual Meeting, would only remain subject to certain provisions of the 2017 Agreement after his pending departure from H Partners and Mr. Nabi agreed he would remain subject to the Company’s Insider Trading Policy and Code of Business Conduct and Ethics until they no longer applied to him in accordance with their terms.

The above summary of the terms of the Letter Agreement does not purport to be complete and is qualified in its entirety by reference to the Letter Agreement, a copy of which is filed as Exhibit 10.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
10.1	<a href="#"><u>Letter Agreement, dated March 23, 2018, by and between Tempur Sealy International, Inc., H Partners Management, LLC, H Partners, LP, H Partners Capital, LLC, H Offshore Fund LTD, Rehan Jaffer, Arik Ruchim and Usman Nabi.</u></a>

**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: March 26, 2018

Tempur Sealy International, Inc.

By: /s/ Bhaskar Rao

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Name: Bhaskar Rao

Title: Executive Vice President & Chief Financial Officer

TEMPUR SEALY INTERNATIONAL, INC.  
1000 Tempur Way  
Lexington, Kentucky 40511

March 23, 2018

H Partners Management, LLC  
and the other H Partners Group  
Members listed below  
888 Seventh Avenue, 29th Floor  
New York, NY 10019  
Attention: Rehan Jaffer  
Lloyd Blumberg

Gentlemen:

Reference is made to the Non-Disclosure and Standstill Agreement, dated as of June 26, 2017 (“Agreement”), among Tempur Sealy International, Inc., a Delaware corporation (the “Company”), Usman Nabi (“Mr. Nabi”) and H Partners Management, LLC (“H Partners”) and the other persons and entities listed on Schedule A attached thereto. Capitalized terms used herein without definition have the meanings given them in the Agreement.

H Partners has informed the Company that Mr. Nabi will be leaving H Partners. In connection therewith we have agreed as follows:

1. The Board of Directors of the Company will nominate Arik Ruchim for election to the Company’s Board of Directors at the Company’s Annual Meeting of Stockholders currently scheduled for May 10, 2018, and any adjournment thereof (the “Annual Meeting”).
2. Each of the H Partners Group Members signing below agrees to vote all shares of the Company’s Common Stock, par value \$.01 per share, that they beneficially own in favor of the directors nominated by the Board for election at the Annual Meeting.
3. If elected by the stockholders at the Annual Meeting, Mr. Ruchim will be permitted to share or use Confidential Information to the extent permitted for the Director in the Agreement, and Mr. Ruchim by his signature below agrees to be bound by the restrictions in the Agreement applicable to the Director.
4. By his signature below, Mr. Nabi agrees that he will continue to be bound by Article 1 of the Agreement after his term as a director of the Company ends. The Company and H Partners hereby agree that, notwithstanding anything to the contrary in the Agreement, on and following the date Mr. Nabi is no longer an employee or officer of H Partners or its affiliates (expected to be on or about March 31, 2018) (a) Mr. Nabi shall cease to be an H Partners Group Member (except for purposes of Section 4.1 of the Agreement) and (b) Mr. Nabi shall have no obligations under the Agreement other than as set forth in Article 1 and Article 4. In addition, nothing in this letter affects Mr. Nabi’s obligations as a director of the Company under the Company’s Insider Trading Policy and Code of Business Conduct and Ethics for Employees, Executive Officers and Directors, until they no longer apply in accordance with their terms.
5. Except as provided in this letter, no party is making any commitment to any other party and the Agreement remains in full force and effect.

Please sign where indicated below if the foregoing accurately reflects our agreement.

Very truly yours,

TEMPUR SEALY INTERNATIONAL, INC.

By: /s/ Scott L. Thompson  
Name: Scott L. Thompson  
Title: President and Chief Executive Officer

Agreement confirmed:

H PARTNERS MANAGEMENT, LLC

By: /s/ Rehan Jaffer  
Name: Rehan Jaffer  
Title: Managing Member

H PARTNERS, LP

By: /s/ Rehan Jaffer  
Name: H Partners Capital, LLC, its General  
Partner  
Title: Managing Member

H PARTNERS CAPITAL, LLC

By: /s/ Rehan Jaffer  
Name: Rehan Jaffer  
Title: Managing Member

H OFFSHORE FUND LTD.

By: /s/ Rehan Jaffer  
Name: H Partners Management, LLC, its  
Investment Manager  
Title: Rehan Jaffer, as Managing Member

/s/ Rehan Jaffer  
Rehan Jaffer

/s/ Arik Ruchim  
Arik Ruchim

/s/ Usman Nabi  
Usman Nabi