

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>THOMPSON SCOTT L</u> (Last) (First) (Middle) <u>C/O TEMPUR SEALY INTERNATIONAL, INC.</u> <u>1000 TEMPUR WAY</u> (Street) <u>LEXINGTON</u> <u>KY</u> <u>40511</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC.</u> <u>[TPX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO & PRESIDENT</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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		151,173	A	\$0 ⁽¹⁾	2,953,016	D	
Common Stock	01/04/2024	01/04/2024	F		59,487	D	\$47.92	2,893,529	D	
Common Stock	01/04/2024	01/04/2024	M		35,509	A	\$0 ⁽¹⁾	2,929,038	D	
Common Stock	01/04/2024	01/04/2024	F		13,973	D	\$47.92	2,915,065	D	
Common Stock	01/04/2024	01/04/2024	M		37,793	A	\$0 ⁽¹⁾	2,952,858	D	
Common Stock	01/04/2024	01/04/2024	F		14,872	D	\$47.92	2,937,986	D	
Common Stock	01/04/2024	01/04/2024	M		41,485	A	\$0 ⁽¹⁾	2,979,471	D	
Common Stock	01/04/2024	01/04/2024	F		16,325	D	\$47.92	2,963,146	D	
Common Stock	01/04/2024	01/04/2024	M		114,515	A	\$0 ⁽¹⁾	3,077,661	D	
Common Stock	01/04/2024	01/04/2024	F		45,062	D	\$47.92	3,032,599	D	

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	Amount or Number of Shares				
Performance Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			151,173	(2)	(2)	Common Stock	151,173	\$0	151,170	D	
Performance Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			35,509	(3)	(3)	Common Stock	35,509	\$0	0	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			37,793	(4)	(4)	Common Stock	37,793	\$0	37,793	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			41,485	(5)	(5)	Common Stock	41,485	\$0	0	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	M			114,515	(6)	(6)	Common Stock	114,515	\$0	0	D	
Restricted Stock Units	\$0 ⁽¹⁾	01/04/2024	01/04/2024	A		83,473		(7)	(7)	Common Stock	83,473	\$0	83,473	D	

Explanation of Responses:

1. Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
2. 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.
3. 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. Approximately one-half of the PRSUs vested on February 17, 2023 and the balance vested on January 4, 2024.
4. On January 4, 2021, the reporting person was granted 151,172 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
5. On January 4, 2022, the reporting person was granted 82,971 restricted stock units, vesting in two annual installments beginning on the first anniversary of the grant date.
6. On January 4, 2023, the reporting person was granted 114,515 restricted stock units, vesting in full on the first anniversary of the grant date.
7. On January 4, 2024, the reporting person was granted 83,473 restricted stock units, vesting in full on the first anniversary of the grant date.

Remarks:

/s/ Bhaskar Rao Attorney-in-Fact 01/08/2024

** Signature of Reporting Person Date

* 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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