

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rao Bhaskar</u>  (Last) (First) (Middle) C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY  (Street) LEXINGTON KY 40511  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC.</u> [ TPX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/04/2023		M		29,295	A	\$0 <sup>(1)</sup>	353,223	D	
Common Stock	01/04/2023		F		9,111	D	\$34.93	344,112	D	
Common Stock	01/04/2023		M		4,019	A	\$0 <sup>(1)</sup>	348,131	D	
Common Stock	01/04/2023		F		1,250	D	\$34.93	346,881	D	
Common Stock	01/04/2023		M		7,323	A	\$0 <sup>(1)</sup>	354,204	D	
Common Stock	01/04/2023		F		2,278	D	\$34.93	351,926	D	
Common Stock	01/04/2023		M		33,760	A	\$0 <sup>(1)</sup>	385,686	D	
Common Stock	01/04/2023		F		10,500	D	\$34.93	375,186	D	
Common Stock	01/06/2023		S <sup>(2)</sup>		27,198	D	\$35.0788 <sup>(3)</sup>	347,988	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
Performance Restricted Stock Units	\$0.0 <sup>(1)</sup>	01/04/2023		M			29,295	(4)	(4)	Common Stock	29,295	\$0	58,575	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	01/04/2023		M			4,019	(5)	(5)	Common Stock	4,019	\$0	12,057	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	01/04/2023		M			7,323	(6)	(6)	Common Stock	7,323	\$0	14,644	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	01/04/2023		M			33,760	(7)	(7)	Common Stock	33,760	\$0	0	D	
Restricted Stock Units	\$0.0	01/04/2023		A			22,187	(8)	(8)	Common Stock	22,187	\$0	22,187	D	

**Explanation of Responses:**

- Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 9, 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.22. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 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.
- On January 4, 2022, the reporting person was granted 16,076 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
- On January 4, 2021, the reporting person was granted 29,290 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.
- The restricted stock units ("RSUs") were previously reported as a grant of 33,760 RSUs vesting in four annual installments on January 4, 2020, 2021, 2022 and 2023. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.
- On January 4, 2023, the reporting person was granted 22,187 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

**Remarks:**

/s/ Bhaskar Rao 01/06/2023  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.**

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**