

**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): October 3, 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 8.01 Other Events.

On October 4, 2018, Tempur Sealy International, Inc. (the "Company") issued a press release announcing it had reached an agreement on October 3, 2018 between the Company, the U.S. Internal Revenue Service and the Danish Tax Authority ("SKAT") with respect to income tax assessments from SKAT for the tax years 2001 to 2011. The agreement represents a resolution of a dispute between the Company and SKAT relating to the royalty paid by a U.S. subsidiary of the Company to a Danish subsidiary. The settlement will not have a material impact on the Company's financial position or liquidity as the Company has previously put amounts on deposit with SKAT for this matter.

For a complete discussion of this matter, please refer to Note 13 in the Company's "Notes to the Consolidated Financial Statements" under ITEM 8 of Part II of our Annual Report on Form 10-K for the year ended December 31, 2017, and subsequent periodic filings with the U.S. Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
99.1	Press Release dated October 4, 2018, titled, "Tempur Sealy Finalizes Agreement on Danish Tax Dispute"

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: October 4, 2018

Tempur Sealy International, Inc.

By: /s/ Bhaskar Rao

Name: Bhaskar Rao

Title: Executive Vice President & Chief Financial Officer

TEMPUR+SEALY

TEMPUR SEALY FINALIZES AGREEMENT ON DANISH TAX DISPUTE

Significant loss contingency favorably settled

LEXINGTON, KY, October 4, 2018 –Tempur Sealy International, Inc. (NYSE: TPX) has executed an agreement between the Company, the U.S. Internal Revenue Service and the Danish Tax Authority (“SKAT”) with respect to income tax assessments from SKAT for the disputed tax years 2001 to 2011.

As discussed in the Company’s periodic reports filed with the U.S. Securities and Exchange Commission, the Company had received significant income tax assessments from SKAT for prior tax years that the Company had disputed. The tax assessments related to the appropriate royalty rate to be paid to the Company’s Danish subsidiary for the right to utilize certain intangible assets owned by the Danish subsidiary.

The resolution reached in the three-party agreement is consistent with the Company’s tax liability disclosed in its previously filed financial statements, which is significantly less than the amounts originally assessed by SKAT. The settlement will not have a material impact on the Company’s financial position or liquidity as the Company maintains funds equal to the estimated Danish tax liability on deposit with SKAT. The Company’s go forward effective tax rate is not expected to be materially impacted by the agreement.

“We are pleased an agreement could be reached. This dispute on international transfer pricing, which in substance was about whether more profit should be in Denmark or the U.S., was complex. The resolution of this decade old matter removes a material contingency from the business,” said Scott Thompson, Tempur Sealy International, Inc. Chairman and CEO. “I am proud of our team’s commitment to diligently resolving this issue between multiple countries’ government agencies.”

The Company is in the process of entering into negotiations with the U.S. Internal Revenue Service and SKAT to reach a mutual agreement with respect to the appropriate royalty rates for years after 2011. The outcome of these discussions is not expected to have a material impact on the Company’s results of operations, liquidity or financial position.

Forward-Looking Statements

This press release contains "forward-looking statements," within the meaning of the federal securities laws, which include information concerning one or more of the Company's plans, objectives, goals, strategies, and other information that is not historical information. When used in this release, the words "estimates," "expects," "guidance," "anticipates," "projects," "plans," "proposed," "intends," "believes," and variations of such words or similar expressions are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to the Company's expectations regarding the impact of current and prospective agreements with SKAT and the Internal Revenue Service on the Company's results of operation, liquidity or financial position. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct. Numerous factors, many of which are beyond the Company's control, could cause actual outcomes to differ materially from those expressed as forward-looking statements. These risk factors include risks associated with the Company's ability to successfully negotiate with the SKAT and the Internal Revenue Service, and the outcome of those negotiations. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

About the Company

Tempur Sealy International, Inc. (NYSE: TPX) develops, manufactures, and markets mattresses, foundations, pillows and other products. The Company's products are sold worldwide through third party retailers, its own stores, and online. The Company's brand portfolio includes many highly recognized brands in the industry, including Tempur®, Tempur-Pedic®, Sealy® featuring Posturepedic® Technology, and Stearns & Foster®. World headquarters for Tempur Sealy International is in Lexington, KY. For more information, visit <http://www.tempursealy.com> or call 800-805-3635.

Investor Relations Contact

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Investor Relations

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