

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>Nabi Usman</u> (Last) (First) (Middle) 888 SEVENTH AVENUE 29TH FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC. [TPX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/12/2017 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 ⁽¹⁾⁽²⁾ | 05/12/2017 | | P | | 105,000 | A | \$48.6107 ⁽³⁾ | 4,768,100 | I | By H Partners, LP ⁽⁴⁾ |
| Common Stock ⁽¹⁾⁽²⁾ | 05/15/2017 | | P | | 125,000 | A | \$48.4243 ⁽⁵⁾ | 4,893,100 | I | By H Partners, LP ⁽⁴⁾ |
| Common Stock ⁽¹⁾⁽²⁾ | 05/16/2017 | | P | | 250,000 | A | \$46.9785 ⁽⁶⁾ | 5,143,100 | I | By H Partners, LP ⁽⁴⁾ |
| Common Stock ⁽¹⁾⁽²⁾ | 05/12/2017 | | P | | 20,000 | A | \$48.6107 ⁽³⁾ | 1,778,100 | I | By H Offshore Fund, Ltd. |
| Common Stock ⁽¹⁾⁽²⁾ | 05/15/2017 | | P | | 45,000 | A | \$48.4243 ⁽⁵⁾ | 1,823,100 | I | By H Offshore Fund, Ltd. |
| Common Stock ⁽¹⁾⁽²⁾ | 05/16/2017 | | P | | 95,000 | A | \$46.9785 ⁽⁶⁾ | 1,918,100 | I | By H Offshore Fund, Ltd. |

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 | | | | | |

Explanation of Responses:

- This Form 4 is filed jointly by H Partners Management, LLC ("H Management") and Usman Nabi (collectively, the "Reporting Persons"). The securities reported herein are held in the accounts of certain investment funds owned and managed by H Management, including H Partners, LP ("H LP") which individually owns less than 10% of the Issuer's outstanding shares of common stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of common stock.
- Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$48.2400 to \$48.7100, excluding commissions. The Reporting Persons undertake 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 purchased at each separate price within the ranges set forth in footnotes 3, 5 and 6 to this Form 4.
- H LP directly owns the reported securities. H Management, as the investment manager of H LP, and Mr. Nabi, as senior partner of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held by H LP.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$48.0800 to \$48.6200, excluding commissions. The Reporting

Persons undertake 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 purchased at each separate price within the ranges set forth in footnotes 3, 5 and 6 to this Form 4.

6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$46.7900 to \$47.1300, excluding commissions. The Reporting Persons undertake 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 purchased at each separate price within the ranges set forth in footnotes 3, 5 and 6 to this Form 4.

Remarks:

/s/ Usman Nabi

05/16/2017

** 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.