

TEMPUR SEALY INTERNATIONAL, INC.

Form 3

February 10, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â JAFFER REHAN

(Last) (First) (Middle)

C/O H PARTNERS
MANAGEMENT, LLC, Â 888
SEVENTH AVENUE, 29TH
FLOOR

(Street)

NEW YORK, Â NY Â 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/08/2016

3. Issuer Name and Ticker or Trading Symbol

TEMPUR SEALY INTERNATIONAL, INC. [TPX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

☐ Form filed by One Reporting Person☒ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock (1) (2)

3,642,500

I

By H Partners, LP (3)Common Stock (1) (2)

1,516,430

I

By H Offshore Fund, Ltd. (4)Common Stock (1) (2)

1,064,800

I

By Managed Account (5)

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: TEMPUR SEALY INTERNATIONAL, INC. - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAFFER REHAN C/O H PARTNERS MANAGEMENT, LLC 888 SEVENTH AVENUE, 29TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
H PARTNERS MANAGEMENT, LLC 888 SEVENTH AVENUE 29TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/ Rehan Jaffer	02/10/2016
<u> </u> Signature of Reporting Person	Date
/s/ H Partners Management, LLC, By: /s/ Rehan Jaffer, as Managing Member	02/10/2016
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

This Form 3 is filed jointly by H Partners Management, LLC ("H Management") and Rehan Jaffer (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") and H Offshore Fund, Ltd. ("H Offshore") and a certain managed account (the "Managed Account"), each of 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.

(1) 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.

(2) H LP directly owns the reported securities. H Management, as the investment manager of H LP, and Mr. Jaffer, as managing member of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held by H LP.

(3) H Offshore directly owns the reported securities. H Management, as the investment manager of H Offshore, and Mr. Jaffer, as managing member of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held by H Offshore.

(4) Securities held in the Managed Account. H Management, as the investment adviser of the Managed Account, and Mr. Jaffer, as managing member of H Management, may be deemed to have voting and dispositive power with respect to the shares of common stock held in the Managed Account.

Edgar Filing: TEMPUR SEALY INTERNATIONAL, INC. - Form 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.