Rao Bhaskar Form 4/A September 11, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

10% Owner

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rao Bhaskar

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TEMPUR SEALY

02/24/2017

INTERNATIONAL, INC. [TPX]

(Check all applicable)

CAO & SVP Finance

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title Other (specify below)

C/O TEMPUR SEALY INTERNATIONAL, INC., 1000

TEMPUR WAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Director

Applicable Line)

02/28/2017

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

LEXINGTON, KY 40511

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	02/24/2017		A	8,450	<u>(1)</u>	<u>(1)</u>	Common Stock	8,450	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rao Bhaskar C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511

CAO & SVP Finance

Signatures

/s/ Bhaskar Rao

09/11/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

The original Form 4 filed on February 28, 2017 is amended by this Form 4 amendment to include Matching Performance Restricted Stock Units ("MPRSUs") that were granted to the Reporting Person on June 3, 2016 (the "Grant Date") subject to a performance metric for the year 2016 being met. Each MPRSU represents a contingent right to receive one share of TPX Common Stock for each share purchased by

(1) the Reporting Person on or about the Grant Date pursuant to the award agreement. On February 24, 2017, the Company's Compensation Committee determined that the performance threshold had been satisfied, and the award agreement became subject only to time vesting restrictions. Pursuant to the award agreement, the MPRSUs vest in five equal annual installments, with 1,690 units vesting on each anniversary of the Grant Date. No other changes have been made to the original Form 4.

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.

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