

TEMPUR SEALY INTERNATIONAL, INC.
Form 8-K
May 15, 2017

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) May 11, 2017
TEMPUR SEALY INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-31922 33-1022198
(State or other jurisdiction of incorporation) (Commission File Number) (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 5.07 Submission of Matters to a Vote of Security Holders

(a) Tempur Sealy International, Inc.'s (the "Company") Annual Meeting of Stockholders was held on May 11, 2017.

(b) The name of each director elected at the meeting and a brief description of each other matter voted upon at the meeting is set forth below.

The stockholders elected all of the Company's nominees for director; ratified the appointment of Ernst and Young LLP as the Company's independent auditor for the year ending December 31, 2017; approved the Amended and Restated 2013 Equity Incentive Plan; ratified the Amended and Restated Rights Agreement; approved, on an advisory basis, the Compensation of the Company's Named Executive Officers; and approved, on an advisory basis, the frequency of future executive compensation votes. The tabulation of votes for each proposal is as follows:

(1) Election of Directors:

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------|------------|---------|---------|---------------------|
| EVELYN S. DILSAVER | 43,887,887 | 424,140 | 289,035 | 4,423,485 |
| JOHN A. HEIL | 43,886,708 | 424,287 | 290,067 | 4,423,485 |
| JON L. LUTHER | 43,737,615 | 573,480 | 289,967 | 4,423,485 |
| USMAN S. NABI | 43,747,767 | 563,687 | 289,608 | 4,423,485 |
| RICHARD W. NEU | 43,738,688 | 572,307 | 290,067 | 4,423,485 |
| SCOTT L. THOMPSON | 43,933,925 | 377,071 | 290,066 | 4,423,485 |
| ROBERT B TRUSSELL, JR | 44,024,556 | 286,570 | 289,936 | 4,423,485 |

(2) Ratification of Independent Auditors:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 48,001,761 | 1,002,140 | 20,646 | — |

(3) Approval of the Amended and Restated 2013 Equity Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 40,029,773 | 4,270,116 | 301,173 | 4,423,485 |

(4) Ratification of the Amended and Restated Rights Agreement:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 40,746,000 | 3,829,740 | 25,322 | 4,423,485 |

(5) Advisory Vote to Approve the Compensation of Named Executive Officers as described in the Company's 2017 Proxy Statement:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 39,020,345 | 5,288,422 | 292,295 | 4,423,485 |

(6) Advisory Vote on the Frequency of Future Executive Compensation Votes:

| 1 Year | ² Years | 3 Years | Abstain |
|------------|-----------------------|---------|---------|
| 43,520,512 | 8,079 | 785,354 | 287,117 |

Item 8.01 Other Events

On May 15, 2017, the Company issued a press release announcing the results of the Company's Annual Meeting of Stockholders.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Description

99.1 Press Release Dated May 15, 2017 titled "Tempur Sealy Reports Stockholder Meeting Results"

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: May 15, 2017
Tempur Sealy International, Inc.

By: /s/ Barry Hytinen
Name: Barry Hytinen
Title: Executive Vice President & Chief Financial Officer

EXHIBIT INDEX

Exhibit Description

99.1 Press Release Dated May 15, 2017 titled "Tempur Sealy Reports Stockholder Meeting Results"