

TEMPUR SEALY INTERNATIONAL, INC.  
Form SC 13G/A  
September 10, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Tempur Sealy International Inc.

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(Name of Issuer)  
Common Stock

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(Title of Class of Securities)  
88023U101

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(CUSIP Number)  
September 10, 2015

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP  
88023U101  
NO.

NAMES OF  
1. REPORTING  
PERSONS  
I.R.S.  
IDENTIFICATION  
NOS. OF  
ABOVE  
PERSONS  
(ENTITIES  
ONLY)

Chieftain  
Capital  
Management,  
Inc.

CHECK THE  
APPROPRIATE  
2. BOX IF A  
MEMBER OF A  
GROUP\*

(a)

(b)

3. SEC USE  
ONLY

CITIZENSHIP  
4. OR PLACE  
OF  
ORGANIZATION

New York,  
NY

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

SOLE  
5. VOTING  
POWER

2,924,173

6 SHARED  
VOTING  
POWER

0

7 SOLE  
DISPOSITIVE  
POWER

3,221,538

8 SHARED  
DISPOSITIVE  
POWER

0

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,221,538

10 CHECK IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW (9)  
EXCLUDES  
CERTAIN  
SHARES\*

11 PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW (9)

5.21%

12 TYPE OF  
REPORTING  
PERSON\*

CO, IA

\*\* SEE INSTRUCTION BEFORE FILLING OUT \*\*

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CUSIP No 88023U101

Item 1. (a). Name of Issuer:

Tempur Sealy International Inc.

(b). Address of Issuer's Principal Executive Offices:

1000 Tempur Way  
Lexington, Kentucky 40511

Item 2. (a). Name of Person Filing:

Chieftain Capital Management, Inc.

(b). Address of Principal Business Office, or if None, Residence:

510 Madison Avenue  
New York, NY 10022

(c) Citizenship

Please refer to Item 4 above on the filing person's cover sheet

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

88023U101

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).



Item 4. Ownership.

(a) Amount beneficially owned:

3,221,538

(b) Percent of class:

5.21%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote  
2,924,173

(ii) Shared power to vote or to direct the vote  
0

(iii) Sole power to dispose or direct the disposition of  
3,221,538

(iv) Shared power to dispose or to direct the disposition of  
0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

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Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 10, 2015

Chieftain Capital Management, Inc.

By: /s/ Ralph J. Stuto

Name: Ralph J. Stuto

Title: Chief Compliance Officer