

TEMPUR SEALY INTERNATIONAL, INC.
Form DEFA14A
March 30, 2015

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

TEMPUR SEALY INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Explanatory Note:

The following website was publicly made available / released on March 30, 2015. The website is available at <http://investor.tempursealy.com> under the caption 2015 Annual Meeting.

Visit TempurPedic.com » and Sealy.com »

ANNUAL MEETING

ANNUAL MEETING

[Overview](#)

Tempur Sealy International, Inc. will hold its 2015 Annual Meeting of Shareholders on Friday, May 8, 2015. Tempur Sealy's Board of Directors and management team are active and engaged, responsive to shareholders, and focused on results and long-term value creation.

Board of Directors

The Board and management team are pursuing a clear strategy to continue delivering superior value for shareholders. The successful execution of our priorities has led to many accomplishments over the past year. The Board and management team have delivered growth by:

Management

Proxy Information

Driving value through the successful, nearly completed Sealy integration;

Returning Tempur North America to strength and profitability;

News and Filings

Positioning Tempur International for enhanced growth by increasing distribution, brand awareness and product offerings; and

Shareholder Letters

Generating substantial cash flow, reducing debt and enhancing flexibility to enable future return of capital to shareholders.

Our Strategy and Track Record

We are confident in the future of this great company, and we believe the continued execution of our strategic plan will drive enhanced shareholder value over the long-term.

Contact Information

The Tempur Sealy Board of Directors unanimously recommends that shareholders vote the White proxy card **FOR** the Company's 11 experienced and highly qualified directors.

Your vote is extremely important.

Your vote will help ensure there is no interruption to the Company's positive momentum in driving long-term, profitable growth. **Support the value-enhancing initiatives underway. Protect your investment and value-enhancing initiatives currently underway by voting the white proxy card today!**

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

D.F. King & Co., Inc.

Toll free at (877) 283-0319

Toll at (212) 269-5550

Email at tpx@dfking.com

Important Additional Information

Tempur Sealy International, Inc. (the Company) has filed a definitive proxy statement with the U.S. Securities and Exchange Commission (the SEC) in connection with the solicitation of proxies for its 2015 annual meeting of stockholders (the 2015 Annual Meeting). COMPANY STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT (INCLUDING ANY AMENDMENTS AND SUPPLEMENTS), THE ACCOMPANYING WHITE PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION.

Information on this website contains forward-looking statements. Risks and uncertainties may cause actual results to differ materially from the results predicted, and reported results should not be considered as an indication of future performance.

For additional information about the Company's solicitation of proxies for the 2015 Annual Meeting, forward-looking statements and other legal information, please read the [Legal Disclaimers](#).

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ANNUAL MEETING

MEET OUR BOARD OF DIRECTORS

Overview

Tempur Sealy benefits from a highly qualified, independent and diverse Board of Directors. Your directors - **Evelyn S. Dilsaver, Frank Doyle, John A. Heil, Peter K. Hoffman, Sir Paul Judge, Nancy F. Koehn, Christopher A. Masto, P. Andrews McLane, Lawrence J. Rogers, Mark Sarvary and Robert B. Trussell, Jr.** - bring experience at the highest levels of public and private companies or academia. Each director possesses significant expertise across a wide range of disciplines that are highly relevant and central to Tempur Sealy's business and industry.

[Board of Directors](#)

Management

The Tempur Sealy Board prides itself on being highly responsive to shareholder feedback and has always welcomed constructive engagement. **Delivering value that benefits all shareholders is our overriding focus.** Additionally, your Board is committed to effective oversight and upholding the highest standards of corporate governance.

Proxy Information

News and Filings

[Learn more About Tempur Sealy's Board of Directors](#)

Shareholder Letters

Important Additional Information

Our Strategy and Track Record

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Privacy Statement

Open: 56.06 **High:** 56.63 **Last:** 56.43 **Change:** +
0.38 **Volume:** 451,200 (20 min delay)

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ANNUAL MEETING

MEET OUR MANAGEMENT TEAM

Overview

Tempur Sealy's leadership is active and engaged, responsive to shareholders, and focused on results and long-term value creation. Collectively, Tempur Sealy's management team possesses substantial consumer industry and international expertise and an integral understanding of Tempur Sealy's business.

Board of Directors

Under the leadership of CEO Mark Sarvary, Tempur Sealy has in place a deep bench of leadership talent that balances veteran leaders at the Company with recent management additions. Your management team has developed and implemented clearly defined strategic priorities to continue delivering industry leading growth, margin improvement and enhanced shareholder value creation.

[Management](#)

Proxy Information

[Learn More About Tempur Sealy's Management Team](#)

News and Filings

Important Additional Information

Shareholder Letters

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PROXY INFORMATION

Overview

	Title	Date	Type	Size
Board of Directors	<u>Definitive Additional Proxy Materials (Investor Presentation)</u>	March 18, 2015		N/A
Management	<u>Definitive Proxy Statement</u>	March 16, 2015		3.8 MB

[Proxy Information](#)

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News and Filings

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

Shareholder Letters

D.F. King & Co., Inc.

Toll free at (877) 283-0319

Toll at (212) 269-5550

Our Strategy and Track Record

Email at tpx@dfking.com

Contact Information

Vote the WHITE proxy card today!

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Overview

NEWS AND FILINGS

Board of Directors

Title

Date

Type Size

Management

[Tempur Sealy Issues Statement Regarding H Partners](#)

February 17, 2015

N/A

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[News and Filings](#)

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Our Strategy and Track Record

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Overview

SHAREHOLDER LETTERS

Board of Directors

Title

Date

Type Size

Management

[Tempur Sealy Mails Letter to Shareholders](#)

March 16, 2015

280.7 KB

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News and Filings

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OUR STRATEGY AND TRACK RECORD

Overview	Tempur Sealy is executing a clear strategy to continue delivering industry leading growth, margin improvement, and superior value for shareholders, including:
Board of Directors	Leveraging and strengthening our comprehensive portfolio of iconic brands and products;
Management	Expanding distribution and seeking highest dealer advocacy;
Proxy Information	Expanding margins with a focus on driving significant cost improvement;
	Leveraging global scale for competitive advantage; and
News and Filings	Making accretive acquisitions of licensees and joint ventures.
Shareholder Letters	We are moving forward with strong momentum as the global bedding leader and continue to leverage our strengths to drive sustained growth and achieve our goals.

[Our Strategy and Track Record](#)

Learn More about Tempur Sealy's Strategy and Track Record of Value Creation below:

Contact Information	Title	Date	Type	Size
	<u>Tempur Sealy Track Record Factsheet</u>	March 25, 2015		209.5 KB

[2015 Investor Day Webcast](#) February 18, 2015 N/A

[2015 Investor Day Presentation](#) February 18, 2015 N/A

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Toll at (212) 269-5550
Email at tpx@dfking.com

Management

If you have any questions or comments regarding Tempur Sealy, please contact:

Proxy Information

[IR Contact](#)

News and Filings

Mark Rupe
Vice President, Investor Relations, Tempur Sealy
800-805-3635
Investor.relations@tempursealy.com

Shareholder Letters

[Media Contact](#)

Our Strategy and Track Record

James Golden / Nick Lamplough / Alyssa Cass
Joele Frank, Wilkinson Brimmer Katcher
212-355-4449

[Contact Information](#)

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