

KRAVIS HENRY R
Form 4
March 20, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
KKR Fund Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SEALY CORP [ZZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/18/2013		S ⁽¹⁾	46,625,921 D	\$ 2.20 (1)	I	See footnotes (3) (4) (5)

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

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SEC 1474 (9-02)

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

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 of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
8% Senior Secured Third Lien Convertible Note due 2016	\$ 0	03/18/2013		J ⁽²⁾	4,939,889.47	⁽²⁾ 07/15/2016	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

KRAVIS HENRY R
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

ROBERTS GEORGE R
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

Signatures

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, KKR Fund Holdings GP Limited, General Partner for KKR Fund Holdings L.P. 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Fund Holdings GP Limited 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director, KKR Group Limited, General Partner for KKR Group Holdings L.P. 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer, KKR Management LLC, General Partner for KKR & Co. L.P. 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis 03/20/2013

__Signature of Reporting Person Date

/s/ Richard J. Kreider, Attorney-in-fact for George R. Roberts 03/20/2013

__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).

(1) Shares of common stock, par value \$0.01 per share of Sealy Corporation ("Common Stock") were disposed of in exchange for the right to receive \$2.20 per share in cash pursuant to the Agreement and Plan of Merger by and among Tempur-Pedic International Inc., Silver Lightning Merger Company and Sealy Corporation (the "Merger Agreement").

(2) These 8% Senior Secured Third Lien Convertible Notes due 2016 (the "Convertible Notes") were co-issued by Sealy Corporation and Sealy Mattress Company and were immediately exercisable upon issuance. In connection with the merger, the Convertible Notes are no longer convertible into shares of Common Stock and are instead convertible into an amount of cash as calculated pursuant to the terms of the Convertible Notes and the Merger Agreement.

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- (3) These securities are held by Sealy Holding LLC. Each of KKR Millennium Fund L.P. (as the senior member of Sealy Holding LLC); KKR Associates Millennium L.P. (as the sole general partner of KKR Millennium Fund L.P.); KKR Millennium GP LLC (as the sole general partner of KKR Associates Millennium L.P.); KKR Fund Holdings L.P. (as the designated member of KKR Millennium GP LLC); KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.); KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited); KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.); KKR & Co. L.P. (as the sole shareholder of KKR Group Limited); and KKR Management LLC (as the sole general partner of KKR & Co. L.P.) may be deemed to have or share beneficial ownership of the securities held by Sealy Holding LLC. KKR Partners III, L.P. is also a member of Sealy Holding LLC.
- (4) As the designated members of KKR Management LLC, Henry R. Kravis and George R. Roberts may be deemed to have or share beneficial ownership of the securities held by Sealy Holding LLC. In addition, KKR Fund Holdings L.P. has designated Messrs. Kravis and Roberts as managers of KKR Millennium GP LLC.
- (5) Each Reporting Person and each other person named in notes (3) and (4) above disclaims beneficial ownership of any securities reported herein, except to the extent of such person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any equity securities covered by this statement.

Remarks:

Exhibit 24 Power of Attorney. Because no more than 10 reporting persons can file any one Form 4 through the Securities and

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

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