

SEALY CORP

Reported by
KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/20/13 for the Period Ending 03/18/13

Address	520 PIKE ST SEATTLE, WA, 98101
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SIC Code	2510 - Household Furniture
Industry	Home Furnishings
Sector	Consumer Cyclical
Fiscal Year	12/02

FORM 4

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

OMB APPROVAL
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[X] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KKR Fund Holdings L.P.			SEALY CORP [ZZ]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200			3/18/2013					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10019						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)	
			Code	V	Amount	(A) or (D)	Price				
Common Stock, par value \$0.01 per share	3/18/2013		S	(1)	46625921	D	\$2.20	(1)	0	I	See footnotes (3)(4)(5)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
8% Senior Secured Third Lien Convertible Note due 2016	\$0	3/18/2013		J	(2)		4939889.47	(2)	7/15/2016	Common Stock, par value \$0.01 per share	123497237	(2)	0	I	See footnotes (3)(4)(5)

Explanation of Responses:

- 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").
- 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.
- 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.
- 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.
- 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 Exchange Commission's EDGAR system, Sealy Holding LLC, KKR Millennium Fund L.P., KKR Associates Millennium L.P., and KKR Millennium GP LLC have made a separate Form 4 filing.

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

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.	3/20/2013
--Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Fund Holdings GP Limited	3/20/2013
--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.	3/20/2013
--Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Director for KKR Group Limited	3/20/2013
--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.	3/20/2013
--Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for William J. Janetschek, Chief Financial Officer for KKR Management LLC	3/20/2013
--Signature of Reporting Person	Date
/s/ Richard J. Kreider, Attorney-in-fact for Henry R. Kravis	3/20/2013
--Signature of Reporting Person	Date

POWER OF ATTORNEY

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint Richard J. Kreider, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ William J. Janetschek

Name: William J. Janetschek

Date: February 1, 2010
