

# SEALY CORP

Reported by  
**KKR & CO. INC.**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/13/09 for the Period Ending 10/01/09

Address	520 PIKE ST SEATTLE, WA, 98101
Telephone	3368613500
CIK	0000748015
SIC Code	2510 - Household Furniture
Industry	Home Furnishings
Sector	Consumer Cyclical
Fiscal Year	12/02

## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
KKR Fund Holdings L.P.			10/1/2009		SEALY CORP [ZZ]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	46625921	I	See Footnotes <a href="#">(1)(2)(3)(6)</a>

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
8% Senior Secured Third Lien Convertible Notes due 2016 <a href="#">(4)</a>	<a href="#">(5)</a>	7/15/2016	Common Stock, par value \$0.01 per share	93847750	\$0	I	See Footnotes <a href="#">(1)(2)(3)(6)</a>

#### Explanation of Responses:

- KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P. and KKR Management LLC are filing this Form 3 as a result of a structural reorganization of KKR & Co. L.P. and its affiliates ("KKR") in connection with the combination of the businesses of KKR and KKR Private Equity Investors, L.P.
- 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.
- 8% Senior Secured Third Lien Convertible Notes due 2016 co-issued by Sealy Corporation and Sealy Mattress Company.
- Immediately exercisable.

- (6) Each Reporting Person and each other person named in notes (2) and (3) 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. (7) Mr. Janetschek is signing in his capacity as director of KKR Fund Holdings GP Limited, general partner of KKR Fund Holdings L.P. (8) Mr. Janetschek is signing in his capacity as director of KKR Fund Holdings GP Limited. (9) Mr. Janetschek is signing in his capacity as director of KKR Group Limited, general partner of KKR Group Holdings L.P. (10) Mr. Janetschek is signing in his capacity as director of KKR Group Limited. (11) Mr. Janetschek is signing in his capacity as attorney-in-fact for Henry R. Kravis, a designated member of KKR Management LLC, the general partner of KKR & Co. L.P. (12) Mr. Janetschek is signing in his capacity as attorney-in-fact for George R. Roberts, a designated member of KKR Management LLC, the general partner of KKR & Co. L.P. (13) Mr. Janetschek is signing in his capacity as attorney-in-fact for Henry R. Kravis, a designated member of KKR Management LLC. (14) Mr. Janetschek is signing in his capacity as attorney-in-fact for George R. Roberts, a designated member of KKR Management LLC.

**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		

**Signatures**

<u>/s/ William J. Janetschek, KKR Fund Holdings L.P.(7)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date
<u>/s/ William J. Janetschek, KKR Fund Holdings GP Limited (8)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date
<u>/s/ William J. Janetschek, KKR Group Holdings L.P. (9)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date
<u>/s/ William J. Janetschek, KKR Group Limited (10)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date
<u>/s/ William J. Janetschek, KKR &amp; Co. L.P. (11)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date
<u>/s/ William J. Janetschek, KKR &amp; Co. L.P. (12)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date
<u>/s/ William J. Janetschek, KKR Management LLC (13)</u>	<u>10/13/2009</u>
**Signature of Reporting Person	Date

/s/ William J. Janetschek, KKR Management LLC (14)

10/13/2009

—Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, 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/ George R. Roberts

Name: George R. Roberts

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Date: July 31, 2005

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