

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

PAPA JOHN'S INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware

61-1203323

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

2002 Papa John's Boulevard  
Louisville, Kentucky 40299  
(Address of Principal Executive Offices) (Zip Code)

PAPA JOHN'S INTERNATIONAL, INC.  
1993 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN  
(Full title of the Plan)

Charles W. Schnatter  
Senior Vice President, Secretary and General Counsel  
Papa John's International, Inc.  
2002 Papa John's Boulevard  
Louisville, Kentucky 40299  
(502) 266-5200

Copies to:  
June N. King  
Greenebaum Doll & McDonald PLLC  
3300 National City Tower  
Louisville, Kentucky 40202  
(502) 589-4200

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, par value \$.01	100,000 shares	\$39.10	\$3,910,000	\$1,087

(1) Estimated solely for the purpose of calculating the registration fee. This estimate has been calculated in accordance with Rule 457 under the Securities Act of 1933 and is based on the average of the high and low prices per share as reported on the National Association of Securities Dealers - National Market System on August 30, 1999.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information required by Part I of Form S-8 is included in documents to be given to the recipient of the securities registered hereby in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Papa John's International, Inc. ("Registrant" or the "Company") previously filed a Registration Statement ("First Registration Statement") on Form S-8 (Reg. No. 33-67470) covering 270,000 shares of Registrant's Common Stock issuable pursuant to the Papa John's International, Inc. 1993 Non-Employee Directors Stock Option Plan (the "Plan"). This Registration Statement is being filed for the purpose of registering 100,000 additional shares of Registrant's Common Stock for issuance under the Plan. Pursuant to General Instruction E of Form S-8, the contents of the First Registration Statement are incorporated by reference into this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

4.1 Registrant's Amended and Restated Certificate of Incorporation. Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 33-61366) is incorporated herein by reference.

4.2 Registrant's Certificate of Amendment of its Amended and Restated Certificate of Incorporation. Exhibit 3 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 1997 (Comm. File No. 0-21660) is incorporated herein by reference.

4.3 Registrant's Restated By-Laws. Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (Reg. No. 33-61366) is incorporated herein by reference.

5. Opinion of Greenebaum Doll & McDonald PLLC as to the legality of the securities being registered.

23.1 Consent of Greenebaum Doll & McDonald PLLC (included in Exhibit 5).

23.2 Consent of Ernst & Young LLP.

24. Powers of Attorney (included on signature page of the Registration Statement).

# SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, Commonwealth of Kentucky, on September 3, 1999.

PAPA JOHN'S INTERNATIONAL, INC.

By: /s/ Charles W. Schnatter

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Charles W. Schnatter  
Senior Vice President, Secretary and  
General Counsel

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles W. Schnatter and E. Drucilla Milby and each of them such individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such individual and in his or her name, place and stead, in any and all capacities, to sign all amendments (including post-effective amendments) to this Registration Statement and any registration statement related to the offering contemplated by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission and any State or other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ John H. Schnatter ----- John H. Schnatter	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	September 3, 1999
/s/ Charles W. Schnatter ----- Charles W. Schnatter	Senior Vice President, Secretary, General Counsel and Director	September 3, 1999
/s/ Blaine E. Hurst ----- Blaine E. Hurst	Vice Chairman, President and Director	September 3, 1999
/s/ E. Drucilla Milby ----- E. Drucilla Milby	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	September 3, 1999

/s/ J. David Flanery ----- J. David Flanery	Vice President and Corporate Controller (Principal Accounting Officer)	September 3, 1999
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/s/ O. Wayne Gaunce ----- O. Wayne Gaunce	Director	September 3, 1999
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/s/ Jack A. Laughery ----- Jack A. Laughery	Director	September 3, 1999
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/s/ Michael W. Pierce ----- Michael W. Pierce	Director	September 3, 1999
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/s/ Richard F. Sherman ----- Richard F. Sherman	Director	September 3, 1999
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## EXHIBIT INDEX

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[LETTERHEAD OF GREENEBAUM DOLL & MCDONALD PLLC]

September 3, 1999

Papa John's International, Inc.  
2002 Papa John's Boulevard  
Louisville, Kentucky 40299

Ladies and Gentlemen:

We have acted as legal counsel in connection with the preparation of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), covering an aggregate of 100,000 additional shares of Common Stock, par value \$.01 per share (the "Common Stock"), of Papa John's International, Inc., a Delaware corporation (the "Company"), to be issued pursuant to the Papa John's International, Inc. 1993 Non-Employee Directors Stock Option Plan (the "Plan").

We have examined and are familiar with the Amended and Restated Certificate of Incorporation and By-Laws of the Company, and the various corporate records and proceedings relating to the organization of the Company and proposed issuance of the Common Stock. We have also examined such other documents and proceedings as we have considered necessary for the purpose of this opinion.

Based on the foregoing, it is our opinion that the Common Stock has been duly authorized and, when issued and paid for in accordance with the terms of the Registration Statement and the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and with such state securities administrators as may require such opinion of counsel for the registration of the Common Stock. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the Rules and Regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Greenebaum Doll & McDonald PLLC

Greenebaum Doll & McDonald PLLC

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 1993 Non-Employee Directors Stock Option Plan of Papa John's International, Inc. of our report dated February 26, 1999, with respect to the consolidated financial statements of Papa John's International, Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 27, 1998, filed with the Securities and Exchange Commission.

Ernst & Young LLP

Louisville, Kentucky  
August 6, 1999