FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

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

OMB APPROVAL 3235-0287 Estimated average burden

0.5

hours per response:

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* Smith Jeffrey C (Last) (First) (Midd	le)	2. Issuer Name and Ti PAPA JOHNS I PZZA] 3. Date of Earliest Trai 05/09/2022	INTE	RN	<u>ATIONA</u>		5. Relationship of Rep Check all applicable) X Director Officer (give below)) to Issuer % Owner her (specify low)			
777 THIRD AVENUE, 18TH FLOOR (Street) NEW YORK NY 1001 (City) (State) (Zip)	<u>_</u>	4. If Amendment, Date	e of Orig	inal F	iled (Month/D		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I -	Non-Derivati	ve Securities Ac	quire	d, D	isposed o	f, or B	enefic	ially Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		, ,	
Common Stock, par value \$0.01 per share	05/09/2022	2	A ⁽¹⁾		2,395	A	\$0	16,490.0587	D		
Common Stock, par value \$0.01 per share								1,250,085	I	By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾	
Common Stock, par value \$0.01 per share								234,058	I	By Starboard Value and Opportunity S LLC ⁽³⁾	
Common Stock, par value \$0.01 per share								132,345	I	By Starboard Value and Opportunity C LP ⁽⁴⁾	
Common Stock, par value \$0.01 per share								124,797	I	By Starboard Value and Opportunity Master Fund L LP ⁽⁵⁾	
Common Stock, par value \$0.01 per share								429,630	I	By Starboard P Fund LP ⁽⁶⁾	
Common Stock, par value \$0.01 per share								176,338	I	By Starboard X Master Fund Ltd ⁽⁷⁾	
Common Stock, par value \$0.01 per share								412,107	I	By Managed Account of Starboard Value LP ⁽⁸⁾	
Toble	II Dorivativ	a Securities Aca	uirad	Dia	nosed of	or Bo	noficia	ally Owned			

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Tal	Re-IPe-Derivat Execution Date,	v⁴e Se	ecurit	iēs∾y	wea ru	ifect Disp	ଓકો ઇઇabf. હ	of: B 번	meficial	I ∛ O i₩n€d	9. Number of	10.	11. Nature
Derivative	Conversion		Execution Date,	Transa	action	of	4 -	Expiration Da	ite	Amou	nt of	Derivative		Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	if any (e.g., pu	I CSo,dG	Alaksir, V	VBEN ie	wats,	qyptionbsy/0	λαη vertib	6660	QUEITIES) Security	Securities	Form:	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	8)		Secu	rities	-		Under	lying	(Instr. 5)	Beneficially	Direct (D)	Ownership
[` ′	Derivative		l` <i>'</i>	l ′		Acqu	ired			Deriva	ative	` ′	Owned	or Indirect	(Instr. 4)
1	Security					(A) o					ity (Instr.		Following	(I) (Instr. 4)	(
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1	1					of (D				•	٠,		Transaction(s)		
1	1					(Insti							(Instr. 4)		
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1						and 8)								
1											Amount	1			
											Amount				
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Nu	mber	6. Date Exerc	isable and	7. Titl	or Nonhber	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date.	Transa	ction	of		ក្នុងស្អាration Da	te universion	Amou		Derivative	derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	if any	Cede			atiye	(Extently Day)	expiration		itshares	Security	Securities	Form:	Beneficial
(Instr. 3)	Price of	(Worldin Day Tear)	(Month/Day/Year)		ψ	Secu	HILL OF	EXGLGISSIBLE	овите	Unde		(Instr. 5)	Beneficially	Direct (D)	Ownership
			(wionun/Day/Year)							Deriva		(msn. 5)		or Indirect	(Instr. 4)
Explanation	h Offritæsipons	es:	1			Acqu		1					Owned		(111501.4)
'Security Security Following (I) (Instr. 4) Grant of restricted stock units which become fully yested upon the earlier of (i) the first anxiety of the date of the grant of the grant of the Gaussays 2023 annual meeting of															

- 11. Grant of restricted stock units which become fully vested upon the earlier of (i) the first posturars and of the grant of the grant
- 2. Securities beneficially owned by Starboard Value and Opportunity Master Fund Ltd (and board V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard VeO Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficially ownership of such securities except to the extent of his pecuniary interest therein.
- pecuniary interest therein.

 Date Expiration of

 3. Securities beneficially owned by Starboard Value and Opportunity S Exploration Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 4. Securities beneficially owned by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 5. Securities beneficially owned by Starboard Value and Opportunity Master Fund L LP ("Starboard L Master"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard L Master, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard L Master for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 6. Securities beneficially owned by Starboard P Fund LP ("Starboard P LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard P LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard P LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 7. Securities beneficially owned by Starboard X Master Fund Ltd ("Starboard X Master"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard X Master, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard X Master for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 8. Securities held in a certain account managed by Starboard Value LP (the "Starboard Value LP Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Starboard Value LP Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his position as a member of the Management Committee of Principal GP, the general partner of the member of Starboard Value CP, may be deemed to beneficially own the securities held in the Starboard Value LP Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his position as a member of the Management Committee of Principal GP, the general partner of the member of Starboard Value CP, and the Management Committee of Principal GP, the general partner of the member of Starboard Value CP, and the Management Committee of Principal GP, the general partner of the member of Starboard Value CP, and the Management Committee of Principal GP, the general partner of the member of Starboard Value CP, and the Management Committee of Principal GP, the general partner of the Management Committee of Principal GP, the general partner of Starboard Value CP, and the Management Committee of Principal GP, the general partner of Starboard Value CP, and the Management Committee of Principal GP, the general partner of Starboard Value CP, and the Management COMMITTEE (Management COMMITTE

<u>/s/ Jeffrey C. Smith</u> <u>05/11/2022</u>

** 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 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).

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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