

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
July 25, 2023

Commission File Number: 000-21660

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

Delaware **61-1203323**
(State or other jurisdiction of (I.R.S. Employer Identification
incorporation or organization) Number)

2002 Papa Johns Boulevard
Louisville, Kentucky 40299-2367
(Address of principal executive offices)

(502) 261-7272
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol	Name of each exchange on which registered:
Common stock, \$0.01 par value	PZZA	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 25, 2023, the Board of Directors (the “Board”) of Papa John’s International, Inc. (the “Company”) increased the size of the Board from seven to eight directors and appointed John Miller to the Board, effective immediately. Mr. Miller’s term will last until the Company’s 2024 Annual Meeting of Stockholders. Mr. Miller was recommended for appointment to the Board by the Board’s Corporate Governance and Nominating Committee following a director search process led by the committee.

Mr. Miller will participate in the current director compensation arrangements applicable to the Company’s non-employee directors, which are described under “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 23, 2023.

Mr. Miller has not been named to serve on any committee of the Board at this time.

There were no arrangements or understandings between Mr. Miller and any other persons pursuant to which Mr. Miller was selected as a director. Mr. Miller does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on July 27, 2023 announcing Mr. Miller’s appointment. A copy of the press release is attached as Exhibit 99.1 hereto.

The information in the press release is being furnished, not filed, pursuant to Item 7.01 of Form 8-K. Accordingly, the information in Item 7.01 of this Current Report, including Exhibit 99.1, will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1 104	Papa John's International, Inc. press release dated July 27, 2023. Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL Document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PAPA JOHN’S INTERNATIONAL, INC.

Date: July 27, 2023

/s/ Caroline Miller Oyler

Caroline Miller Oyler

Chief Legal & Risk Officer and Corporate Secretary



PAPA JOHNS APPOINTS JOHN MILLER TO BOARD OF DIRECTORS

Miller Brings 45 Years of Restaurant Operations and Management Experience

ATLANTA - July 27, 2023 – Papa John's International, Inc. (NASDAQ: PZZA) ("Papa Johns®") today announced that John Miller, Former President and Chief Executive Officer and Director of Denny's Corporation (NASDAQ: DENN) has been appointed to the Company's Board of Directors as a new independent director.

"We are pleased to welcome John to the Papa Johns Board," said Christopher L. Coleman, Chair of the Papa Johns Board of Directors. "He is an accomplished restaurant industry veteran with a track record of over 45 years in restaurant operations and executive management experience at leading industry brands. John's fresh perspective on the board, combined with his franchise, brand and development skills and insights, will strengthen our ability to support the management team in driving future growth and value creation, further bolstering our leadership position in the pizza segment."

John Miller served as President and Chief Executive Officer for Denny's Corporation (NASDAQ: DENN), responsible for leading the strategic direction of the company, and spent more than 11 years with Denny's before retiring in August 2022. Prior to joining Denny's, Mr. Miller served as Chief Executive Officer of Taco Bueno Restaurants, Inc. (2005-2011) and also spent 17 years with Brinker International, where he held numerous management positions.

"Papa Johns is an iconic brand within the restaurant space that is leading the industry in innovation, and I am honored to join the Board at such an exciting time for the company," said Mr. Miller. "I look forward to sharing my industry and operational experience with the Board and management team to help advance Papa Johns' strategic initiatives and deliver long-term profitable growth for all stakeholders."

Rob Lynch, President and CEO of Papa Johns added, "We are thrilled to welcome John Miller to our Board. His wealth of experience and perspectives in the restaurant industry, including as a two-time CEO, will bring valuable insight and meaningful impact to Papa Johns. We look forward to working with John."

About John Miller



John Miller is the Former President and Chief Executive Officer of Denny's Corporation (NASDAQ: DENN) and an accomplished restaurant industry veteran. He joined Denny's in February 2011, bringing extensive restaurant operations and management experience to the national diner chain with 1,647 restaurants operating globally. During his tenure he delivered consistent growth across the business while also driving innovation of the brand and operations by investing in new technologies. He continues to serve on Denny's Board of Directors.

Mr. Miller recently served as Vice-Chair of the Board of Trustees of Wilberforce University, a historically Black College renowned for its work in this regard. During his time in Spartanburg, he was actively involved with United Way of Piedmont; Habitat for Humanity; The Spartanburg Academic Movement, a cradle-to-career model for education; and the One Spartanburg initiative for Spartanburg, South Carolina, to become a model town for America to witness.

Prior to joining Denny's, Mr. Miller served as Chief Executive Officer of Taco Bueno Restaurants, Inc. (2005-2011). He also spent 17 years with Brinker International, where he held numerous management positions, including President of Romano's Macaroni Grill; President of Brinker's Mexican Concepts, responsible for overseeing On The Border and Cozymel's; and Vice President, Franchise, for the Chili's brand. Earlier in his career, he held various operations and restaurant management positions at Unigate Restaurant/Casa Bonita in Dallas, Texas.

John Miller's achievements include the TDn2k Best People Practices Award, the IFMA Silver and Gold Plate Awards, the MUFSO Golden Chain Award, the Urban League of the Upstate's Whitney M. Young, Jr. Humanitarian Award, The Spartanburg Area Chamber of Commerce Chairman's Award, and The Denny's 2018 Franchisee Association Chairman's Award.

About Papa Johns

Papa John's International, Inc. (NASDAQ: PZZA) ("Papa Johns") opened its doors in 1984 with one goal in mind: BETTER INGREDIENTS. BETTER PIZZA. Papa Johns believes that using high quality ingredients leads to superior quality pizzas. Its original dough is made of only six ingredients and is fresh, never frozen. Papa Johns tops its pizzas with real cheese made from mozzarella, pizza sauce made with vine-ripened tomatoes that go from vine to can in the same day and meat free of fillers. It was the first national pizza delivery chain to announce the removal of artificial flavors and synthetic colors from its entire food menu. Papa Johns is co-headquartered in Atlanta, Ga. and Louisville, Ky. and is the world's third-largest pizza delivery company with more than 5,700 restaurants in approximately 50 countries and territories. For more information about the Company or to order pizza online, visit www.papajohns.com or download the Papa Johns mobile app for iOS or Android.

Forward Looking Statements

Certain matters discussed in this press release which are not historical facts are “forward-looking statements” that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see “Part I. Item 1A. - Risk Factors” of the Annual Report on Form 10-K for the fiscal year ended December 25, 2022. We undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

Media Contact

Harrison Sheffield
Sr. Communications Manager
Papa John’s International
Harrison_Sheffield@papajohns.com
(470) 751-4483

Investor Relations Contact

Stacy Frole
Vice President Investor Relations
Papa John’s International
Investor_Relations@papajohns.com
(470) 751-4513