



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

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 29, 2014

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-21660

PAPA JOHN'S INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

61-1203323
(I.R.S. Employer Identification
number)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At July 29, 2014, there were outstanding 40,926,449 shares of the registrant's common stock, par value \$0.01 per share.

Condensed Consolidated Balance Sheets – June 29, 2014 and December 29, 2013	2
Condensed Consolidated Statements of Income – Three and Six Months Ended June 29, 2014 and June 30, 2013	3
Consolidated Statements of Comprehensive Income – Three and Six Months Ended June 29, 2014 and June 30, 2013	4
Consolidated Statements of Cash Flows – Six Months Ended June 29, 2014 and June 30, 2013	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3. Quantitative and Qualitative Disclosures About Market Risk	25
Item 4. Controls and Procedures	26
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	26
Item 1A. Risk Factors	27
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	27
Item 6. Exhibits	28

[Table of Contents](#)

PART 1. FINANCIAL INFORMATION

Item 1. Financial Statements

Papa John’s International, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

(In thousands, except per share amounts)	June 29, 2014 (Unaudited)	December 29, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 19,971	\$ 13,670
Accounts receivable, net	48,377	53,203
Notes receivable, net	5,862	3,566
Inventories	31,895	23,035
Deferred income taxes	7,673	8,004
Prepaid expenses	14,156	14,336
Other current assets	9,646	9,226
Total current assets	137,580	125,040
Property and equipment, net	218,448	212,097
Notes receivable, less current portion, net	11,534	13,239
Goodwill	82,106	79,391
Other assets	35,532	34,524
Total assets	\$ 485,200	\$ 464,291
Liabilities and stockholders’ equity		
Current liabilities:		
Accounts payable	\$ 33,719	\$ 35,653
Income and other taxes payable	5,824	4,401
Accrued expenses and other current liabilities	54,468	57,807
Total current liabilities	94,011	97,861
Deferred revenue	5,579	5,827
Long-term debt	210,000	157,900
Deferred income taxes	12,928	14,660
Other long-term liabilities	45,644	42,835
Total liabilities	368,162	319,083
Redeemable noncontrolling interests	8,433	7,024
Stockholders’ equity:		
Preferred stock (\$0.01 par value per share; no shares issued)	—	—
Common stock (\$0.01 par value per share; issued 43,152 at June 29, 2014 and 42,796 at December 29, 2013)	432	428
Additional paid-in capital	139,705	137,552
Accumulated other comprehensive income	2,765	2,463
Retained earnings	66,944	41,297
Treasury stock (2,297 shares at June 29, 2014 and 1,129 shares at December 29, 2013, at cost)	(101,830)	(44,066)
Total stockholders’ equity, net of noncontrolling interests	108,016	137,674

Noncontrolling interests in subsidiaries		589	510
Total stockholders' equity		<u>108,605</u>	<u>138,184</u>
Total liabilities, redeemable noncontrolling interests and stockholders' equity		<u>\$ 485,200</u>	<u>\$ 464,291</u>

See accompanying notes.

2

[Table of Contents](#)

Papa John's International, Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(Unaudited)

(In thousands, except per share amounts)	Three Months Ended		Six Months Ended	
	June 29, 2014	June 30, 2013	June 29, 2014	June 30, 2013
North America revenues:				
Domestic Company-owned restaurant sales	\$ 170,000	\$ 155,153	\$ 348,193	\$ 313,051
Franchise royalties	20,983	20,230	43,597	40,963
Franchise and development fees	132	219	276	765
Domestic commissary sales	150,581	140,003	314,628	283,897
Other sales	13,595	12,444	26,345	25,051
International revenues:				
Royalties and franchise and development fees	6,317	5,391	12,096	10,458
Restaurant and commissary sales	19,256	15,746	37,106	30,605
Total revenues	<u>380,864</u>	<u>349,186</u>	<u>782,241</u>	<u>704,790</u>
Costs and expenses:				
Domestic Company-owned restaurant expenses:				
Cost of sales	42,030	37,825	87,186	74,898
Salaries and benefits	45,805	42,053	93,388	85,325
Advertising and related costs	15,354	14,677	31,610	29,470
Occupancy costs	9,446	8,939	18,757	17,650
Other restaurant operating expenses	25,220	22,431	50,507	45,176
Total domestic Company-owned restaurant expenses	<u>137,855</u>	<u>125,925</u>	<u>281,448</u>	<u>252,519</u>
Domestic commissary expenses:				
Cost of sales	118,470	107,676	247,394	218,599
Salaries and benefits	6,847	6,084	13,871	12,100
Other commissary operating expenses	16,215	15,185	32,070	30,646
Total domestic commissary expenses	<u>141,532</u>	<u>128,945</u>	<u>293,335</u>	<u>261,345</u>
Other operating expenses	13,221	11,132	24,652	22,584
International restaurant and commissary expenses	15,876	12,983	30,761	25,636
General and administrative expenses	33,562	33,126	70,528	66,284
Other general expenses	1,964	1,597	3,497	2,782
Depreciation and amortization	9,855	8,530	19,019	17,067
Total costs and expenses	<u>353,865</u>	<u>322,238</u>	<u>723,240</u>	<u>648,217</u>
Operating income	<u>26,999</u>	<u>26,948</u>	<u>59,001</u>	<u>56,573</u>
Net interest (expense) income	(763)	(340)	(1,355)	332
Income before income taxes	<u>26,236</u>	<u>26,608</u>	<u>57,646</u>	<u>56,905</u>
Income tax expense	8,397	8,563	19,266	18,541
Net income before attribution to noncontrolling interests	<u>17,839</u>	<u>18,045</u>	<u>38,380</u>	<u>38,364</u>
Income attributable to noncontrolling interests	(1,091)	(895)	(2,321)	(1,908)
Net income attributable to the Company	<u>\$ 16,748</u>	<u>\$ 17,150</u>	<u>\$ 36,059</u>	<u>\$ 36,456</u>
Calculation of income for earnings per share:				
Net income attributable to the Company	\$ 16,748	\$ 17,150	\$ 36,059	\$ 36,456
Increase in noncontrolling interest redemption value	(31)	—	(39)	—
Net income attributable to participating securities	(81)	—	(218)	—
Net income attributable to common shareholders	<u>\$ 16,636</u>	<u>\$ 17,150</u>	<u>\$ 35,802</u>	<u>\$ 36,456</u>
Basic earnings per common share	<u>\$ 0.40</u>	<u>\$ 0.39</u>	<u>\$ 0.86</u>	<u>\$ 0.83</u>
Diluted earnings per common share	<u>\$ 0.40</u>	<u>\$ 0.39</u>	<u>\$ 0.85</u>	<u>\$ 0.81</u>
Basic weighted average common shares outstanding	<u>41,225</u>	<u>43,484</u>	<u>41,501</u>	<u>43,996</u>
Diluted weighted average common shares outstanding	<u>41,970</u>	<u>44,500</u>	<u>42,332</u>	<u>45,086</u>
Dividends declared per common share	<u>\$ 0.125</u>	<u>\$ —</u>	<u>\$ 0.250</u>	<u>\$ —</u>

See accompanying notes.

3

[Table of Contents](#)

(Unaudited)

(In thousands)	Three Months Ended		Six Months Ended	
	June 29, 2014	June 30, 2013	June 29, 2014	June 30, 2013
Net income before attribution to noncontrolling interests	\$ 17,839	\$ 18,045	\$ 38,380	\$ 38,364
Other comprehensive income (loss), before tax:				
Foreign currency translation adjustments	959	(586)	926	(1,721)
Interest rate swaps (1)	(404)	190	(447)	73
Other comprehensive income (loss), before tax	555	(396)	479	(1,648)
Income tax effect:				
Foreign currency translation adjustments	(355)	217	(343)	637
Interest rate swaps (2)	149	(71)	165	(27)
Income tax effect	(206)	146	(178)	610
Other comprehensive income (loss), net of tax	349	(250)	301	(1,038)
Comprehensive income before attribution to noncontrolling interests	18,188	17,795	38,681	37,326
Comprehensive income, redeemable noncontrolling interests	(1,086)	(895)	(2,341)	(1,908)
Comprehensive (loss) income, nonredeemable noncontrolling interests	(5)	—	20	—
Comprehensive income attributable to the Company	\$ 17,097	\$ 16,900	\$ 36,360	\$ 35,418

(1) Amounts reclassified out of accumulated other comprehensive income (“AOCI”) into net interest (expense) income included \$250 and \$499 for the three and six months ended June 29, 2014, respectively and \$44 and \$88 for the three and six months ended June 30, 2013, respectively.

(2) The income tax effects of amounts reclassified out of AOCI into net interest (expense) income were \$93 and \$185 for the three and six months ended June 29, 2014, respectively and \$16 and \$32 for the three and six months ended June 30, 2013, respectively.

See accompanying notes.

[Table of Contents](#)

Papa John’s International, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Six Months Ended	
	June 29, 2014	June 30, 2013
Operating activities		
Net income before attribution to noncontrolling interests	\$ 38,380	\$ 38,364
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for uncollectible accounts and notes receivable	936	780
Depreciation and amortization	19,019	17,067
Deferred income taxes	6,298	8,256
Stock-based compensation expense	3,612	3,784
Excess tax benefit on equity awards	(7,890)	(3,803)
Other	2,270	694
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	3,400	496
Inventories	(7,295)	456
Prepaid expenses	180	2,000
Other current assets	(152)	(37)
Other assets and liabilities	(17)	(1,954)
Accounts payable	(1,934)	(3,896)
Income and other taxes payable	1,423	(9,022)
Accrued expenses and other current liabilities	(3,970)	(5,870)
Deferred revenue	305	(83)
Net cash provided by operating activities	54,565	47,232
Investing activities		
Purchases of property and equipment	(26,239)	(25,493)
Loans issued	(2,642)	(3,103)
Repayments of loans issued	1,880	2,908
Acquisitions, net of cash acquired	(3,179)	—
Other	3	319
Net cash used in investing activities	(30,177)	(25,369)
Financing activities		
Net proceeds on line of credit facility	52,100	44,983
Cash dividends paid	(10,404)	—
Excess tax benefit on equity awards	7,890	3,803
Tax payments for equity award issuances	(7,498)	(1,841)
Proceeds from exercise of stock options	3,361	3,696
Acquisition of Company common stock	(63,304)	(58,806)
Contributions from noncontrolling interest holders	100	450
Distributions to noncontrolling interest holders	(600)	(1,750)
Other	293	(468)

Net cash used in financing activities	(18,062)	(9,933)
Effect of exchange rate changes on cash and cash equivalents	(25)	(90)
Change in cash and cash equivalents	6,301	11,840
Cash and cash equivalents at beginning of period	13,670	16,396
Cash and cash equivalents at end of period	\$ 19,971	\$ 28,236

See accompanying notes.

[Table of Contents](#)

Papa John's International, Inc. and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

June 29, 2014

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation have been included. Operating results for the six months ended June 29, 2014 are not necessarily indicative of the results that may be expected for the fiscal year ended December 28, 2014. For further information, refer to the consolidated financial statements and footnotes thereto included in the Annual Report on Form 10-K for Papa John's International, Inc. (referred to as the "Company," "Papa John's" or in the first person notations of "we," "us" and "our") for the year ended December 29, 2013.

2. Significant Accounting Policies

Reclassifications

Certain prior year amounts in the condensed consolidated statements of income have been reclassified to conform to the current year presentation, which had no effect on current or previously reported net income.

Noncontrolling Interests

Papa John's has joint ventures in which there are noncontrolling interests, including the following as of June 29, 2014 and June 30, 2013:

	Number of Restaurants	Restaurant Locations	Papa John's Ownership	Noncontrolling Interest Ownership
June 29, 2014				
Star Papa, LP	81	Texas	51%	49%
Colonel's Limited, LLC	52	Maryland and Virginia	70%	30%
PJ Minnesota, LLC	34	Minnesota	80%	20%
PJ Denver, LLC	25	Colorado	60%	40%
June 30, 2013				
Star Papa, LP	78	Texas	51%	49%
Colonel's Limited, LLC	52	Maryland and Virginia	70%	30%
PJ Minnesota, LLC	31	Minnesota	80%	20%
PJ Denver, LLC	24	Colorado	60%	40%

We are required to report consolidated net income at amounts attributable to the Company and the noncontrolling interests. Additionally, disclosures are required to clearly identify and distinguish between the interests of the Company and the interests of the noncontrolling owners, including a disclosure on the face of the condensed consolidated statements of income attributable to the noncontrolling interest holder.

[Table of Contents](#)

The income before income taxes attributable to the joint ventures for the three and six months ended June 29, 2014 and June 30, 2013 was as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 29, 2014	June 30, 2013	June 29, 2014	June 30, 2013
Papa John's International, Inc.	\$ 1,744	\$ 1,284	\$ 3,592	\$ 2,792
Noncontrolling interests	1,091	895	2,321	1,908
Total income before income taxes	\$ 2,835	\$ 2,179	\$ 5,913	\$ 4,700

The following summarizes the redemption feature, location within the condensed consolidated balance sheets and the value at which the noncontrolling interests are recorded for each joint venture as of June 29, 2014:

Joint Venture	Redemption Feature	Location within the Condensed Consolidated Balance Sheets	Recorded Value
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Colonel's Limited, LLC	Mandatorily redeemable	Other long-term liabilities	Redemption value
Star Papa, LP	Redeemable	Temporary equity	Carrying value
PJ Denver, LLC	Redeemable	Temporary equity	Redemption value
PJ Minnesota, LLC	No redemption feature	Permanent equity	Carrying value

The Colonel's Limited, LLC agreement contains a mandatory redemption clause and, accordingly, the Company has recorded this noncontrolling interest as a liability at its redemption value in other long-term liabilities. The redemption value is adjusted at each reporting date and any change is recorded in interest expense. We recorded interest income of \$48,000 and interest expense of \$36,000 in the second quarter of 2014 and 2013, respectively, and interest income of \$21,000 and \$773,000 in the first six months of 2014 and 2013 respectively. The redemption value was \$11.1 million as of June 29, 2014 and \$10.8 million as of December 29, 2013.

The noncontrolling interest holders of two other joint ventures have the option to require the Company to purchase their interests. Since redemption of the noncontrolling interests is outside of the Company's control, the noncontrolling interests are presented in the caption "Redeemable noncontrolling interests" in the condensed consolidated balance sheets and include the following joint ventures:

- The Star Papa, LP agreement contains a redemption feature that is not currently redeemable, but it is probable to become redeemable in the future. Due to specific valuation provisions contained in the agreement, this noncontrolling interest has been recorded at its carrying value.
- The PJ Denver, LLC agreement contains a redemption feature that is currently redeemable and, therefore, this noncontrolling interest has been recorded at its current redemption value. The change in redemption value is recorded as an adjustment to "Redeemable noncontrolling interests" and "Retained earnings" in the condensed consolidated balance sheets.

The following summarizes changes in these redeemable noncontrolling interests (in thousands):

Balance at December 29, 2013	\$	7,024
Net income		1,370
Change in redemption value		39
Balance at June 29, 2014	\$	8,433

We have a fourth joint venture, PJ Minnesota, LLC, that had a redemption feature until a contract amendment removed the redemption feature in the fourth quarter of 2013. The noncontrolling interest was reclassified from

[Table of Contents](#)

temporary equity to "Stockholders' equity" in the condensed consolidated balance sheet at December 29, 2013, at carrying value.

Deferred Income Tax Accounts and Tax Reserves

We are subject to income taxes in the United States and several foreign jurisdictions. Significant judgment is required in determining our provision for income taxes and the related assets and liabilities. The provision for income taxes includes income taxes paid, currently payable or receivable and those deferred. We use an estimated annual effective rate based on expected annual income to determine our quarterly provision for income taxes. Discrete items are recorded in the quarter in which they occur.

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using enacted tax rates and laws that are expected to be in effect when the differences reverse. Deferred tax assets are also recognized for the estimated future effects of tax loss carryforwards. The effect on deferred taxes of changes in tax rates is recognized in the period in which the new tax is enacted. As a result, our effective tax rate may fluctuate. Valuation allowances are established when necessary on a jurisdictional basis to reduce deferred tax assets to the amounts we expect to realize. As of June 29, 2014, we had a net deferred tax liability of approximately \$5.3 million.

Tax authorities periodically audit the Company. We record reserves and related interest and penalties for identified exposures as income tax expense. We evaluate these issues on a quarterly basis to adjust for events, such as statute of limitations expirations, court rulings or audit settlements, which may impact our ultimate payment for such exposures.

Fair Value Measurements and Disclosures

The Company is required to determine the fair value of financial assets and liabilities based on the price that would be received to sell the asset or paid to transfer the liability to a market participant. Fair value is a market-based measurement, not an entity specific measurement. The fair value of certain assets and liabilities approximates carrying value because of the short-term nature of the accounts, including cash, accounts receivable and accounts payable. The fair value of our notes receivable net of allowances also approximates carrying value. The fair value of the amount outstanding under our revolving credit facility approximates its carrying value due to its variable market-based interest rate. These assets and liabilities are categorized as Level 1 as defined below.

Certain assets and liabilities are measured at fair value on a recurring basis and are required to be classified and disclosed in one of the following categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs that are not corroborated by market data.

[Table of Contents](#)

Our financial assets and liabilities that were measured at fair value on a recurring basis as of June 29, 2014 and December 29, 2013 are as follows (in thousands):

	Carrying Value	Fair Value Measurements		
		Level 1	Level 2	Level 3

June 29, 2014

Financial assets:

Cash surrender value of life insurance policies (a)	\$	17,613	\$	17,613	\$	—	\$	—
Interest rate swap (b)		41		—		41		—
Financial liabilities:								
Interest rate swap (b)		584		—		584		—
December 29, 2013								
Financial assets:								
Cash surrender value of life insurance policies (a)	\$	16,798	\$	16,798	\$	—	\$	—
Financial liabilities:								
Interest rate swap (b)		76		—		76		—

(a) Represents life insurance policies held in our non-qualified deferred compensation plan.

(b) The fair values of our interest rate swaps are based on the sum of all future net present value cash flows. The future cash flows are derived based on the terms of our interest rate swaps, as well as considering published discount factors, and projected London Interbank Offered Rates (“LIBOR”).

There were no transfers among levels within the fair value hierarchy during the six months ended June 29, 2014.

Variable Interest Entities

Papa John’s domestic restaurants, both Company-owned and franchised, participate in Papa John’s Marketing Fund, Inc. (“PJMF”), a nonstock corporation designed to operate at break-even for the purpose of designing and administering advertising and promotional programs for all participating domestic restaurants. PJMF is a variable interest entity as it does not have sufficient equity to fund its operations without ongoing financial support and contributions from its members. Based on the ownership and governance structure and operating procedures of PJMF, we have determined that we do not have the power to direct the most significant activities of PJMF and therefore are not the primary beneficiary. Accordingly, we determined that consolidation is not appropriate.

Recent Accounting Pronouncement

In May 2014, the Financial Accounting Standards Board issued “Revenue from Contracts with Customers” (Accounting Standards update 2014-09), a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under GAAP. This update requires companies to recognize revenue at amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services at the time of transfer. In doing so, companies will need to use more judgment and make more estimates than under today’s guidance. Such estimates may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. Companies can either apply a full retrospective adoption or a modified retrospective adoption.

We are required to adopt the new requirements in the first quarter of 2017. We are currently evaluating the impact of the new requirements on our consolidated financial statements. We currently do not believe the impact will be significant.

Table of Contents

3. Stockholders’ Equity

In the fourth quarter of 2013, we completed a two-for-one stock split of our outstanding shares in the form of a stock dividend. The stock dividend was distributed on December 27, 2013 with approximately 21.0 million shares of stock distributed. In conjunction with the stock split, we also retired shares held in treasury. The per-share and share amounts for 2013 in the accompanying condensed consolidated financial statements and notes to the financial statements have been adjusted to reflect the stock split.

4. Calculation of Earnings Per Share

We compute earnings per share using the two-class method. The two-class method requires an earnings allocation formula that determines earnings per share for common shareholders and participating security holders according to dividends declared and participating rights in undistributed earnings. We consider time-based restricted stock awards to be participating securities because holders of such shares have non-forfeitable dividend rights. Under the two-class method, undistributed earnings allocated to participating securities are subtracted from net income attributable to the Company in determining net income attributable to common shareholders.

Additionally, in accordance with Accounting Standards Codification (“ASC”) 480, *Distinguishing Liabilities from Equity*, the increase in the redemption value for the noncontrolling interest of PJ Denver, LLC reduces income attributable to common shareholders.

The calculations of basic and diluted earnings per common share are as follows (in thousands, except per-share data):

	Three Months Ended		Six Months Ended					
	June 29, 2014	June 30, 2013	June 29, 2014	June 30, 2013				
Basic earnings per common share:								
Net income attributable to the Company	\$	16,748	\$	17,150	\$	36,059	\$	36,456
Increase in noncontrolling interest redemption value		(31)		—		(39)		—
Net income attributable to participating securities		(81)		—		(218)		—
Net income attributable to common shareholders	\$	16,636	\$	17,150	\$	35,802	\$	36,456
Weighted average common shares outstanding		41,225		43,484		41,501		43,996
Basic earnings per common share	\$	0.40	\$	0.39	\$	0.86	\$	0.83
Diluted earnings per common share:								
Net income attributable to common shareholders	\$	16,636	\$	17,150	\$	35,802	\$	36,456
Weighted average common shares outstanding		41,225		43,484		41,501		43,996

Dilutive effect of outstanding equity awards (a)	745	1,016	831	1,090
Diluted weighted average common shares outstanding	41,970	44,500	42,332	45,086
Diluted earnings per common share	\$ 0.40	\$ 0.39	\$ 0.85	\$ 0.81

(a) Excludes 284 and 176 awards for the three and six months ended June 29, 2014 and 218 and 151 awards for the three and six months ended June 30, 2013, as the effect of including such awards would have been antidilutive.

[Table of Contents](#)

5. Debt

Our debt is comprised entirely of a revolving line of credit. The outstanding balance was \$210.0 million as of June 29, 2014 and \$157.9 million as of December 29, 2013.

In September 2010, we entered into a five-year, \$175 million unsecured revolving credit facility, which was amended in November 2011 to extend the maturity date to November 30, 2016. On April 30, 2013, we amended and restated our revolving credit facility to increase the amount available for borrowing thereunder to \$300 million and extend the maturity date to April 30, 2018. The interest rate charged on outstanding balances is LIBOR plus 75 to 175 basis points. The commitment fee on the unused balance ranges from 15 to 25 basis points. The remaining availability under the revolving credit facility, reduced for outstanding letters of credit, was approximately \$67.5 million as of June 29, 2014.

The revolving credit facility contains customary affirmative and negative covenants, including financial covenants requiring the maintenance of specified fixed charges and leverage ratios. At June 29, 2014, we were in compliance with these covenants.

In August 2011, we entered into an interest rate swap agreement that resulted in a fixed rate of 0.53%, instead of the variable rate of LIBOR, with a notional amount of \$50 million and a maturity date of August 2013. On December 31, 2012, we amended our interest rate swap agreement to extend the maturity date to December 30, 2015. The amendment resulted in a change to the fixed rate (to 0.56% from 0.53%) but did not impact the notional amount of the interest rate swap agreement. On July 30, 2013, we terminated the \$50 million swap and entered into a new \$75 million swap. The new swap has an interest rate of 1.42% and a maturity date of April 30, 2018, which coincides with the maturity date of our revolving credit facility. The termination of the previous swap did not have a material impact on our 2013 results. In May 2014, we entered into a \$50 million forward interest rate swap with an interest rate of 1.36%, an effective date of December 30, 2014 and a maturity date of April 30, 2018.

Our swaps are derivative instruments that are designated as cash flow hedges because the swaps provide a hedge against the effects of rising interest rates on borrowings. The effective portion of the gain or loss on the swaps is reported as a component of accumulated other comprehensive income and reclassified into earnings in the same period or periods during which the swaps affect earnings. Gains or losses on the swaps representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. Amounts payable or receivable under the swaps are accounted for as adjustments to interest expense. As of June 29, 2014, the swaps are highly effective cash flow hedges with no ineffectiveness for the three- and six-month periods ended June 29, 2014.

The weighted average interest rates for our revolving credit facility, including the impact of the previously mentioned swap agreement, were 1.7% and 1.6% for the three and six months ended June 29, 2014, respectively. Interest paid, including payments made or received under the swap, was \$853,000 and \$424,000 for the three months ended June 29, 2014 and June 30, 2013, respectively, and \$1.6 million and \$802,000 for the six months ended June 29, 2014 and June 30, 2013, respectively. As of June 29, 2014, the portion of the \$543,000 net interest rate swap liability that would be reclassified into earnings during the next twelve months as interest expense approximates \$142,000.

6. Litigation

Litigation

The Company is involved in a number of lawsuits, claims, investigations and proceedings, including those specifically identified below, consisting of intellectual property, employment, consumer, commercial and other matters arising in the ordinary course of business. In accordance with ASC 450, *Contingencies*, the Company has made accruals with respect to these matters, where appropriate, which are reflected in the Company's financial statements. We review these provisions at least quarterly and adjust these provisions to reflect the impact of

[Table of Contents](#)

negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case.

Perrin v. Papa John's International, Inc. and Papa John's USA, Inc. is a conditionally certified collective action filed in August 2009 in the United States District Court, Eastern District of Missouri, alleging that delivery drivers were not reimbursed for mileage and expenses in accordance with the Fair Labor Standards Act. Approximately 3,900 drivers out of a potential class size of 28,800 have opted into the action. Additionally, in late December 2013, the District Court granted a motion for class certification in five additional states, which will add approximately 15,000 plaintiffs to the case.

We intend to vigorously defend against all claims in this lawsuit. However, given the inherent uncertainties of litigation, the outcome of this case cannot be predicted and the amount of any potential loss cannot be reasonably estimated. A negative outcome in this case could have a material adverse effect on the Company.

7. Segment Information

We have five reportable segments: domestic Company-owned restaurants, domestic commissaries, North America franchising, international operations, and "all other" units.

The domestic Company-owned restaurant segment consists of the operations of all domestic ("domestic" is defined as contiguous United States) Company-owned restaurants and derives its revenues principally from retail sales of pizza and side items, such as breadsticks, cheesesticks, chicken poppers, chicken wings, cookie and dessert pizza and soft drinks to the general public. The domestic commissary segment consists of the operations of our regional dough production and product distribution centers and derives its revenues principally from the sale and distribution of food and paper products to domestic Company-owned and franchised restaurants. The North America franchising segment consists of our franchise sales and support activities and derives its revenues from sales of franchise and development rights and collection of royalties from our franchisees located in the United States and Canada. The international operations segment principally consists of Company-owned restaurants in China and distribution sales to franchised Papa John's restaurants located in the United Kingdom, Mexico and China and our franchise sales and support activities, which derive revenues from sales of franchise and

development rights and the collection of royalties from our international franchisees. International franchisees are defined as all franchise operations outside of the United States and Canada. All other business units that do not meet the quantitative thresholds for determining reportable segments, which are not operating segments, we refer to as our “all other” segment, which consists of operations that derive revenues from the sale, principally to Company-owned and franchised restaurants, of printing and promotional items, risk management services, and information systems and related services used in restaurant operations, including our point-of-sale system, online and other technology-based ordering platforms.

Generally, we evaluate performance and allocate resources based on profit or loss from operations before income taxes and intercompany eliminations. Certain administrative and capital costs are allocated to segments based upon predetermined rates or actual estimated resource usage. We account for intercompany sales and transfers as if the sales or transfers were to third parties and eliminate the activity in consolidation.

Our reportable segments are business units that provide different products or services. Separate management of each segment is required because each business unit is subject to different operational issues and strategies. No single external customer accounted for 10% or more of our consolidated revenues.

12

[Table of Contents](#)

Our segment information is as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 29, 2014	June 30, 2013	June 29, 2014	June 30, 2013
Revenues from external customers:				
Domestic Company-owned restaurants	\$ 170,000	\$ 155,153	\$ 348,193	\$ 313,051
Domestic commissaries	150,581	140,003	314,628	283,897
North America franchising	21,115	20,449	43,873	41,728
International	25,573	21,137	49,202	41,063
All others	13,595	12,444	26,345	25,051
Total revenues from external customers	\$ 380,864	\$ 349,186	\$ 782,241	\$ 704,790
Intersegment revenues:				
Domestic commissaries	\$ 51,592	\$ 46,115	\$ 106,313	\$ 92,912
North America franchising	583	552	1,187	1,105
International	90	73	158	140
All others	8,087	3,318	11,817	6,486
Total intersegment revenues	\$ 60,352	\$ 50,058	\$ 119,475	\$ 100,643
Income (loss) before income taxes:				
Domestic Company-owned restaurants	\$ 10,651	\$ 8,175	\$ 23,936	\$ 19,131
Domestic commissaries	6,846	9,642	17,277	19,805
North America franchising	17,882	17,396	37,366	35,618
International	1,903	866	2,635	1,207
All others	(442)	1,153	148	1,812
Unallocated corporate expenses	(10,702)	(10,413)	(23,163)	(19,931)
Elimination of intersegment losses (profits)	98	(211)	(553)	(737)
Total income before income taxes	\$ 26,236	\$ 26,608	\$ 57,646	\$ 56,905
Property and equipment:				
Domestic Company-owned restaurants	\$ 203,632			
Domestic commissaries	105,711			
International	27,711			
All others	43,113			
Unallocated corporate assets	161,786			
Accumulated depreciation and amortization	(323,505)			
Net property and equipment	\$ 218,448			

13

[Table of Contents](#)

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview

Papa John’s International, Inc. (referred to as the “Company,” “Papa John’s” or in the first person notations of “we,” “us” and “our”) began operations in 1984. At June 29, 2014, there were 4,487 Papa John’s restaurants (731 Company-owned and 3,756 franchised) operating in all 50 states and in 37 international countries and territories. Our revenues are principally derived from retail sales of pizza and other food and beverage products to the general public by Company-owned restaurants, franchise royalties, sales of franchise and development rights, sales to franchisees of food and paper products, printing and promotional items, risk management services, and information systems and related services used in their operations.

The results of operations are based on the preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”). The preparation of consolidated financial statements requires management to select accounting policies for critical accounting areas and make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Significant changes in assumptions and/or conditions in our critical accounting policies could materially impact the operating results. See “Notes 1 and 2” of “Notes to Condensed Consolidated Financial Statements” for a discussion of the basis of presentation and the significant accounting policies.

Restaurant Progression

	Three Months Ended		Six Months Ended	
	June 29, 2014	June 30, 2013	June 29, 2014	June 30, 2013
North America Company-owned:				
Beginning of period	666	649	665	648
Opened	2	5	4	6
Closed	(1)	—	(2)	—
Acquired from franchisees	5	—	5	—
End of period	672	654	672	654
International Company-owned:				
Beginning of period	58	50	58	48
Opened	1	1	1	3
End of period	59	51	59	51
North America franchised:				
Beginning of period	2,615	2,572	2,621	2,556
Opened	28	32	49	63
Closed	(24)	(16)	(51)	(31)
Sold to Company	(5)	—	(5)	—
End of period	2,614	2,588	2,614	2,588
International franchised:				
Beginning of period	1,101	926	1,084	911
Opened	46	43	69	69
Closed	(5)	(10)	(11)	(21)
End of period	1,142	959	1,142	959
Total restaurants - end of period	4,487	4,252	4,487	4,252

14

[Table of Contents](#)

FOCUS System

The Company is implementing a new, proprietary point-of-sale system (“FOCUS”) in substantially all domestic system-wide restaurants. As of June 29, 2014, we had installed FOCUS in 383 restaurants (369 Company-owned and 14 franchised), with the majority of the installations expected to occur by the end of 2014.

The costs related to implementing FOCUS are projected to decrease income before income taxes by approximately \$5.0 million in 2014, or an \$0.08 negative impact on diluted earnings per share, as compared to 2013. FOCUS had the following impact on our condensed consolidated statements of income for the three and six months ended June 29, 2014 (in thousands):

	Three Months June 29, 2014	Six Months June 29, 2014
Other sales (a)	\$ 123	\$ 135
Other operating expenses (b)	(462)	(651)
Depreciation and amortization (c)	(529)	(579)
Net decrease in income before income taxes	\$ (868)	\$ (1,095)
Diluted earnings per common share	\$ (0.01)	\$ (0.02)

- (a) Represents revenues for equipment installed at domestic franchised restaurants.
- (b) Includes cost of sales associated with equipment installed at franchised restaurants and other costs to support the rollout of the program.
- (c) Includes depreciation expense for both the capitalized software and for equipment installed at Company-owned restaurants.

Total income before income taxes and other measures excluding FOCUS system rollout costs included within this filing are not measures defined by GAAP. These non-GAAP measures should not be construed as substitutes for or better indicators of the company’s performance than the company’s GAAP results. Management believes presenting income before income taxes and other measures excluding the FOCUS system rollout costs is important for purposes of comparison to prior year results and analyzing each segment’s operating results. In addition, management uses these non-GAAP measures to allocate resources and analyze trends and underlying operating performance of the Company.

As part of the rollout, we have partnered with a third party to offer a financing option for this system to our franchisees. The arrangement with the third party requires us to offer a guarantee for the loans. The term of these loans will be five years or less and will require us to perform under the guarantee when a franchisee has a late payment in excess of 60 days. The guarantee is limited to the greater of 10% of all loans or 100% of all loans that have higher risk profiles. Higher risk loan profiles are determined based on pre-established criteria including length of time in business, credit rating, and other factors. As part of this program, we have the ability to decline funding on higher risk loans.

We will record a liability for the estimated fair value of the guarantee. As of June 29, 2014, we have no recorded liability as the FOCUS franchise rollout has just started.

15

[Table of Contents](#)

Results of Operations

Summary of Operating Results - Segment Review

Discussion of Revenues

Consolidated revenues were \$380.9 million for the three months ended June 29, 2014, an increase of \$31.7 million, or 9.1%, over the corresponding 2013 period. For the six months ended June 29, 2014, total revenues were \$782.2 million, an increase of \$77.5 million, or 11.0%, over the corresponding 2013 period. The increases in revenues for the three and six months ended June 29, 2014, were primarily due to the following:

- Domestic Company-owned restaurant sales increased \$14.8 million, or 9.6%, and \$35.1 million, or 11.2% for the three and six months ended June 29, 2014, respectively, primarily due to increases of 7.5% and 9.5% in comparable sales. “Comparable sales” represents the change in year-over-year sales for the same base of restaurants for the same fiscal periods.
- North America franchise royalty revenue increased approximately \$750,000, or 3.7%, and \$2.6 million or 6.4%, for the three and six months ended June 29, 2014, respectively, primarily due to increases of 5.4% and 7.2% in comparable sales, partially offset by increases in royalty incentives to franchisees for meeting certain development and performance targets.
- Domestic commissary sales increased \$10.6 million, or 7.6%, and \$30.7 million, or 10.8%, for the three and six months ended June 29, 2014, respectively, due to increases in the prices of certain commodities, primarily cheese, and increases in sales volumes for the six-month period.
- International royalties and franchise and development fees increased approximately \$900,000, or 17.2%, and \$1.6 million, or 15.7%, for the three and six months ended June 29, 2014, respectively, primarily due to increases in the number of restaurants and increases in comparable sales of 8.6% and 7.6%, calculated on a constant dollar basis.
- International restaurant and commissary sales increased \$3.5 million, or 22.3%, and \$6.5 million, or 21.2%, respectively, primarily due to increases in China Company-owned restaurant sales, due to increases in units, and increases in our United Kingdom commissary revenues, due to increases in units and higher comparable sales.

Discussion of Operating Results

Second quarter 2014 income before income taxes was \$26.2 million compared to \$26.6 million in the prior year comparable period, or a decrease of \$372,000, or 1.4%. Excluding FOCUS rollout costs of \$868,000, income before income taxes increased \$496,000, or 1.9%. Income before income taxes was \$57.6 million for the six months ended June 29, 2014, compared to \$56.9 million for the prior year comparable period, or an increase of \$741,000, or 1.3%. Excluding FOCUS rollout costs of \$1.1 million, income before income taxes increased \$1.8 million, or 3.2%. See the FOCUS System section for additional information.

16

Table of Contents

Income before income taxes is summarized in the following table on a reporting segment basis (in thousands):

	Three Months Ended			Six Months Ended		
	June 29, 2014	June 30, 2013	Increase (Decrease)	June 29, 2014	June 30, 2013	Increase (Decrease)
Domestic Company-owned restaurants	\$ 10,651	\$ 8,175	\$ 2,476	\$ 23,936	\$ 19,131	\$ 4,805
Domestic commissaries	6,846	9,642	(2,796)	17,277	19,805	(2,528)
North America franchising	17,882	17,396	486	37,366	35,618	1,748
International	1,903	866	1,037	2,635	1,207	1,428
All others	(442)	1,153	(1,595)	148	1,812	(1,664)
Unallocated corporate expenses	(10,702)	(10,413)	(289)	(23,163)	(19,931)	(3,232)
Elimination of intersegment losses (profits)	98	(211)	309	(553)	(737)	184
Total income before income taxes	\$ 26,236	\$ 26,608	\$ (372)	\$ 57,646	\$ 56,905	\$ 741
FOCUS system rollout costs (a)	868	—	868	1,095	—	1,095
Total income before income taxes, excluding FOCUS system rollout costs (b)	\$ 27,104	\$ 26,608	\$ 496	\$ 58,741	\$ 56,905	\$ 1,836

(a) See the FOCUS System section for additional information.

(b) Represents a measure that is not defined by accounting principles generally accepted in the United States (“GAAP”). See the FOCUS System section for additional information.

The decrease of \$372,000, or 1.4%, and increase of \$741,000, or 1.3%, including FOCUS rollout costs, for the three- and six-month periods, respectively, were primarily due to the following:

- **Domestic Company-owned Restaurant Segment.** Domestic Company-owned restaurants’ income before income taxes increased approximately \$2.5 million and \$4.8 million for the three and six months ended June 29, 2014, respectively, compared to the corresponding prior year periods. The increases were primarily due to the 7.5% and 9.5% increases in comparable sales, partially offset by the impact of higher commodity costs. The market price for cheese averaged \$2.13 and \$2.17 per pound for the three- and six-month periods in 2014, compared to \$1.78 and \$1.72 per pound in the prior year comparable periods.
- **Domestic Commissary Segment.** Domestic commissaries’ income before income taxes decreased approximately \$2.8 million and \$2.5 million for the three and six months ended June 29, 2014, respectively, compared to the corresponding prior year periods. The decrease for the three-month period was primarily due to a lower margin of approximately \$800,000, higher insurance claims costs of approximately \$1.1 million and higher costs associated with various ongoing commissary initiatives. The decrease for the six-month period was due to the previously mentioned higher costs, partially offset by incremental profits from higher sales. We manage commissary results on a full year basis and anticipate the 2014 full year profit margin will approximate 2013.
- **North America Franchising Segment.** North America Franchising income before income taxes increased \$486,000 and \$1.7 million for the three and six months ended June 29, 2014, respectively, compared to the corresponding prior year periods. The increases were primarily due to higher royalties from the 5.4% and 7.2% comparable sales, partially offset by the previously mentioned increases in royalty incentives.
- **International Segment.** Income before income taxes increased approximately \$1.0 million and \$1.4 million for the three and six months ended June 29, 2014, respectively, compared to the corresponding prior year periods. The increases were primarily due to increases in units and comparable sales increases of 8.6% and 7.6%, which resulted in both higher royalties and increases in United Kingdom profits. These increases were partially offset by unfavorable results at our China Company-owned restaurant operations.

17

[Table of Contents](#)

- **All Others Segment.** The “All Others” reporting segment, which primarily includes our online and mobile ordering business and our wholly-owned print and promotions subsidiary, Preferred Marketing Solutions, decreased approximately \$1.6 million and \$1.7 million for the three and six months ended June 29, 2014, respectively, compared to the corresponding prior year periods. The decreases were primarily due to higher infrastructure costs to support our digital ordering business and a lower margin at our print and promotions business from a discounted direct mail campaign provided to domestic franchised restaurants.
- **Unallocated Corporate Expenses.** Unallocated corporate expenses increased approximately \$300,000 and \$3.2 million for the three and six months ended June 29, 2014, respectively, compared to the corresponding 2013 periods. The components of unallocated corporate expenses were as follows (in thousands):

	Three Months Ended			Six Months Ended		
	June 29, 2014	June 30, 2013	Increase (Decrease)	June 29, 2014	June 30, 2013	Increase (Decrease)
General and administrative (a)	\$ 8,146	\$ 8,358	\$ (212)	\$ 18,475	\$ 17,045	\$ 1,430
Net interest expense (income) (b)	781	376	405	1,386	(283)	1,669
Depreciation	1,839	1,638	201	3,614	3,391	223
Other (income) expense	(502)	41	(543)	(895)	(222)	(673)
FOCUS system rollout costs (c)	438	—	438	583	—	583
Total unallocated corporate expenses	\$ 10,702	\$ 10,413	\$ 289	\$ 23,163	\$ 19,931	\$ 3,232

- (a) The increase in unallocated general and administrative costs for the six-month period was primarily due to higher salaries and benefits and equity compensation costs.
- (b) The increase in net interest expense (income) was primarily due to a higher average outstanding debt balance with a higher effective interest rate. Additionally, the 2013 six-month period included an approximate \$773,000 benefit from a decrease in the redemption value of a mandatorily redeemable noncontrolling interest in a joint venture.
- (c) Includes depreciation expense for capitalized FOCUS software costs and other costs to support the rollout of the program.

Diluted earnings per share were as follows for the three and six months ended June 29, 2014 and June 30, 2013:

	Three Months Ended			Six Months Ended		
	June 29, 2014	June 30, 2013	Increase	June 29, 2014	June 30, 2013	Increase
Diluted earnings per share as reported (a)	\$ 0.40	\$ 0.39	\$ 0.01	\$ 0.85	\$ 0.81	\$ 0.04
FOCUS system rollout costs	0.01	—	0.01	0.02	—	0.02
Diluted earnings per share, excluding Focus system rollout costs (b)	\$ 0.41	\$ 0.39	\$ 0.02	\$ 0.87	\$ 0.81	\$ 0.06

- (a) Diluted earnings per share increased \$0.02 and \$0.05 for the three- and six-month periods, respectively, due to reductions in shares outstanding (a 5.7% reduction for the three-month period and a 6.1% reduction for the six-month period).
- (b) Represents a measure that is not defined by GAAP. See the FOCUS System section for additional information.

[Table of Contents](#)

Review of Consolidated Operating Results

Revenues. Domestic Company-owned restaurant sales were \$170.0 million for the three months ended June 29, 2014, compared to \$155.2 million for the same period in 2013, and \$348.2 million for the six months ended June 29, 2014, compared to \$313.1 million for the same period in 2013. The increases of \$14.8 million and \$35.1 million were primarily due to the previously mentioned increases of 7.5% and 9.5% in comparable sales and increases of 2.5% and 2.3% in equivalent units during the three and six months ended June 29, 2014, respectively. “Equivalent units” represents the number of restaurants open at the beginning of a given period, adjusted for restaurants opened, closed, acquired or sold during the period on a weighted average basis.

North America franchise royalties were \$21.0 million and \$43.6 million for the three and six months ended June 29, 2014, respectively, representing increases of approximately \$750,000, or 3.7%, and \$2.6 million, or 6.4%, from the comparable periods in the prior year. The increases in royalties were primarily due the previously mentioned increases of 5.4% and 7.2% in comparable sales and increases of 1.1% and 1.5% in equivalent units during the three and six months ended June 29, 2014, partially offset by increases in royalty incentives for meeting certain development and performance targets. North America franchise sales increased 6.6% to \$496.7 million for the three months ended June 29, 2014, compared to \$466.2 million for the same period in 2013, and increased 8.5% to \$1.03 billion for the six months ended June 29, 2014, compared to \$946.3 million for the same period in 2013. Franchise restaurant sales are not included in Company revenues; however, our domestic royalty revenue is derived from these sales.

Average weekly sales for comparable units include restaurants that were open throughout the periods presented below. The comparable sales base for domestic Company-owned and North America franchised restaurants, respectively, includes restaurants acquired by the Company or divested to franchisees during the previous twelve months. Average weekly sales for non-comparable units include restaurants that were not open throughout the periods presented below and include non-traditional sites. Average weekly sales for non-traditional units not subject to continuous operations are calculated based upon actual days open.

[Table of Contents](#)

The comparable sales base and average weekly sales for 2014 and 2013 for domestic Company-owned and North America franchised restaurants consisted of the following:

	Three Months Ended			
	June 29, 2014		June 30, 2013	
	Company	Franchised	Company	Franchised

Total domestic units (end of period)	672	2,614	654	2,588
Equivalent units	664	2,518	648	2,493
Comparable sales base units	643	2,295	633	2,266
Comparable sales base percentage	96.9%	91.1%	97.7%	90.9%
Average weekly sales - comparable units	\$ 19,923	\$ 15,654	\$ 18,604	\$ 14,885
Average weekly sales - total non-comparable units (a)	\$ 13,084	\$ 10,226	\$ 10,880	\$ 9,381
Average weekly sales - all units	\$ 19,710	\$ 15,173	\$ 18,430	\$ 14,383

	Six Months Ended			
	June 29, 2014		June 30, 2013	
	Company	Franchised	Company	Franchised
Total domestic units (end of period)	672	2,614	654	2,588
Equivalent units	660	2,522	646	2,486
Comparable sales base units	641	2,298	633	2,253
Comparable sales base percentage	97.1%	91.1%	98.0%	90.6%
Average weekly sales - comparable units	\$ 20,503	\$ 16,166	\$ 18,794	\$ 15,136
Average weekly sales - total non-comparable units (a)	\$ 13,133	\$ 10,426	\$ 11,495	\$ 9,870
Average weekly sales - all units	\$ 20,289	\$ 15,656	\$ 18,652	\$ 14,643

(a) Includes 157 traditional and 191 non-traditional units as of June 29, 2014 and 175 traditional and 169 non-traditional units as of June 30, 2013.

Domestic commissary sales increased 7.6% to \$150.6 million for the three months ended June 29, 2014, from \$140.0 million in the comparable 2013 period and increased 10.8% to \$314.6 million for the six months ended June 29, 2014, from \$283.9 million in the comparable 2013 period. The increases were primarily due to increases in the prices of certain commodities, primarily cheese, and increases in restaurant sales volumes for the six-month period.

Other sales increased approximately \$1.2 million, or 9.2%, and \$1.3 million, or 5.2%, for the three and six months ended June 29, 2014, respectively, primarily due to increases in equipment sales to franchisees.

International royalties and franchise and development fees increased approximately \$900,000, or 17.2%, for the three months ended June 29, 2014, and increased \$1.6 million, or 15.7%, for the six months ended June 29, 2014, from the prior comparable periods. The increases were due to increases in units and comparable sales of 8.6% and 7.6%, calculated on a constant dollar basis, for the three- and six-month periods, respectively. International franchise sales were \$140.1 million for the three months ended June 29, 2014, compared to \$110.8 million for the same period in 2013, and \$270.9 million for the six months ended June 29, 2014, compared to \$218.4 million for the same period in 2013. International franchise sales are not included in Company revenues; however, our international royalty revenue is derived from these sales.

International restaurant and commissary sales increased \$3.5 million, or 22.3%, for the three months ended June 29, 2014, and increased \$6.5 million, or 21.2%, for the six months ended June 29, 2014, from the prior comparable periods. The increases are due to increases in China Company-owned restaurant sales, due to increases in units, and increases in our United Kingdom commissary revenues, due to both increases in units and higher comparable sales at our franchised United Kingdom restaurants.

[Table of Contents](#)

Costs and expenses. The restaurant operating margins for domestic Company-owned units were relatively consistent at 18.9% for the three months ended June 29, 2014, compared to 18.8% for the same period in 2013, and 19.2% for the six months ended June 29, 2014, compared to 19.3% for the same period in 2013. The margins were comprised of the following changes for the three and six months ended June 29, 2014:

- Cost of sales was 0.3% and 1.1% higher for the three and six months ended June 29, 2014, as compared to the same periods in 2013, primarily due to higher commodity costs, primarily cheese and meats, somewhat offset by a higher ticket average.
- Salaries and benefits were 0.2% and 0.4% lower as a percentage of sales for the three and six months ended June 29, 2014, as compared to the same periods in 2013. The decreases were primarily due to the benefit of higher sales.
- Advertising and related costs as a percentage of sales were 0.4% and 0.3% lower for the three and six months ended June 29, 2014, as compared to the same periods in 2013, primarily due to the benefit of higher sales.
- Occupancy costs and other operating costs, on a combined basis, were relatively consistent (20.4% and 20.3% for the three months ended June 29, 2014 and June 30, 2013, respectively, and 19.9% and 20.0% for the six months ended June 29, 2014 and June 30, 2013, respectively).

Domestic commissary margin was 6.0% for the three months ended June 29, 2014, compared to 7.9% for the corresponding period in 2013, and 6.8% for the six months ended June 29, 2014, compared to 7.9% for the corresponding period in 2013 and consisted of the following differences:

- Cost of sales was 1.8% and 1.6% higher as a percentage of sales for the three and six months ended June 29, 2014 primarily due to higher cheese costs, which have a fixed-dollar markup. As cheese prices are higher, food cost as a percentage of sales is higher. In addition, commissary margins were lower for the three-month period.
- Salaries and benefits were 4.5% and 4.3% for the three-month periods of 2014 and 2013, respectively, and 4.4% and 4.3% for the six-month periods of 2014 and 2013, respectively. The higher costs were attributable to ongoing commissary initiatives, including in-house distribution.
- Other commissary operating expenses were 0.1% and 0.6% lower as a percentage of sales. The lower operating expenses as a percentage of sales were due to higher sales from higher commodities, including cheese prices. Total operating expenses increased in dollars primarily due to higher insurance claims costs of \$1.1 million.

International restaurant and commissary expenses were 82.4% of international restaurant and commissary sales in the second quarter of 2014 as compared to 82.5% in the second quarter of 2013 and were 82.9% for the six months ended June 29, 2014 as compared to 83.8% for the corresponding 2013 period. The decreases as a percentage of sales were primarily due to lower operating expenses in the United Kingdom primarily due to the benefit of higher sales.

General and administrative (“G&A”) costs of \$33.6 million, or 8.8%, of revenues for the three months ended June 29, 2014, were relatively consistent with G&A costs of \$33.1 million, or 9.5%, of revenues for the same period in 2013. G&A costs were \$70.5 million, or 9.0%, of revenues for the six months ended June 29, 2014, compared to \$66.3 million, or 9.4%, of revenues for the same period in 2013. The increase of \$4.2 million for the six-month period was primarily due to the following:

- Unallocated corporate general and administrative expenses increased due to higher salaries and benefits and equity compensation costs.
- Domestic Company-owned restaurant supervisor bonuses increased due to higher sales.
- International general and administrative costs increased due to infrastructure and promotional activity costs.

Domestic commissaries general and administrative costs increased due to higher salaries, benefits and travel costs to support in-house distribution and other on-going commissary initiatives.

[Table of Contents](#)

Other general expenses reflected net expense of \$2.0 million for the three months ended June 29, 2014, compared to \$1.6 million for the comparable period in 2013, and \$3.5 million for the six months ended June 29, 2014, compared to \$2.8 million for the comparable period in 2013, as detailed below (in thousands):

	Three Months Ended			Six Months Ended		
	June 29, 2014	June 30, 2013	Increase (Decrease)	June 29, 2014	June 30, 2013	Increase (Decrease)
Franchise and development incentives (a)	\$ 1,229	\$ 1,050	\$ 179	\$ 2,532	\$ 2,111	\$ 421
Supplier marketing income	(250)	(250)	—	(500)	(500)	—
Other	985	797	188	1,465	1,171	294
Total other general expenses	<u>\$ 1,964</u>	<u>\$ 1,597</u>	<u>\$ 367</u>	<u>\$ 3,497</u>	<u>\$ 2,782</u>	<u>\$ 715</u>

(a) Represents incentives provided to domestic franchisees for opening new restaurants.

Depreciation and amortization was \$9.9 million (2.6% of revenues) for the three months ended June 29, 2014, compared to \$8.5 million (2.4% of revenues) for the same 2013 period, and \$19.0 million (2.4% of revenues) for the six months ended June 29, 2014, compared to \$17.1 million (2.4% of revenues) for the 2013 period. The increases in depreciation expense were due to incremental depreciation related to both our New Jersey dough production capital expenditures and our FOCUS capitalized software costs and equipment costs at Company-owned restaurants.

Net interest (expense) income. Net interest (expense) income consisted of the following for the three and six months ended June 29, 2014 and June 30, 2013 (in thousands):

	Three Months Ended			Six Months Ended		
	June 29, 2014	June 30, 2013	(Increase) Decrease	June 29, 2014	June 30, 2013	(Increase) Decrease
Interest expense - line of credit (a)	\$ (975)	\$ (457)	\$ (518)	\$ (1,711)	\$ (779)	\$ (932)
Investment income	164	153	11	335	338	(3)
Change in redemption value of mandatorily redeemable noncontrolling interest in a joint venture (b)	48	(36)	84	21	773	(752)
Net interest (expense) income	<u>\$ (763)</u>	<u>\$ (340)</u>	<u>\$ (423)</u>	<u>\$ (1,355)</u>	<u>\$ 332</u>	<u>\$ (1,687)</u>

(a) The increase in interest expense for the three and six months ended June 29, 2014 was due to a higher average outstanding debt balance and a higher effective interest rate.

(b) The first quarter of 2013 included a benefit from a decrease in the redemption value of a joint venture.

Income tax expense. Our effective income tax rates were 32.0% and 33.4% for the three and six months ended June 29, 2014, respectively, representing a decrease of 0.2% for the three-month period and an increase of 0.8% for the six-month period. Our effective income tax rate may fluctuate from quarter to quarter for various reasons. The higher tax rate for the first six months of 2014 was primarily due to the prior year including both favorable state tax settlements and the reinstatement of certain 2012 tax credits under the American Taxpayer Relief Act of 2012.

Liquidity and Capital Resources

Our debt is comprised entirely of a \$300 million revolving credit facility with a maturity date of April 30, 2018. Outstanding balances under this facility were \$210.0 million as of June 29, 2014 and \$157.9 million as of December 29, 2013. The increase in the outstanding balance was primarily due to borrowings to fund increased share repurchases.

The interest rate charged on outstanding balances is LIBOR plus 75 to 175 basis points. The commitment fee on the unused balance ranges from 15 to 25 basis points. The increment over LIBOR and the commitment fee are

[Table of Contents](#)

determined quarterly based upon the ratio of total indebtedness to earnings before interest, taxes, depreciation and amortization (“EBITDA”), as defined by the revolving credit facility. The remaining availability under the revolving credit facility, reduced for outstanding letters of credit, was approximately \$67.5 million as of June 29, 2014.

We use interest rate swaps to hedge against the effects of potential interest rate increases on borrowings under our revolving credit facility. On July 30, 2013, we terminated our \$50 million interest rate swap agreement, which had a fixed rate of 0.56% instead of the variable rate of LIBOR. Upon termination of the \$50 million swap, we entered into a \$75 million swap with an interest rate of 1.42% and a maturity date of April 30, 2018, which coincides with the maturity date of our revolving credit facility. In May 2014, we entered into a \$50 million forward interest rate swap with an interest rate of 1.36%, an effective date of December 30, 2014 and a maturity date of April 30, 2018. See the notes to condensed consolidated financial statements for additional information.

Our revolving credit facility contains affirmative and negative covenants, including the following financial covenants, as defined by the revolving credit facility:

	Permitted Ratio	Actual Ratio for the Quarter Ended June 29, 2014
Leverage Ratio	Not to exceed 3.0 to 1.0	1.5 to 1.0
Interest Coverage Ratio	Not less than 3.5 to 1.0	4.9 to 1.0

Our leverage ratio is defined as outstanding debt divided by EBITDA for the most recent four fiscal quarters. Our interest coverage ratio is defined as the sum of consolidated EBITDA and consolidated rental expense for the most recent four fiscal quarters divided by the sum of consolidated interest expense and consolidated rental expense for the most recent four fiscal quarters. We were in compliance with all covenants as of June 29, 2014.

Cash flow provided by operating activities was \$54.6 million for the six months ended June 29, 2014, compared to \$47.2 million for the same period in 2013. The increase of approximately \$7.3 million is primarily due to favorable changes in working capital.

Our free cash flow, a non-GAAP financial measure, for the six months ended June 29, 2014 and June 30, 2013 was as follows (in thousands):

	Six Months Ended	
	June 29, 2014	June 30, 2013
Net cash provided by operating activities	\$ 54,565	\$ 47,232
Purchases of property and equipment	(26,239)	(25,493)
Free cash flow (a)	<u>\$ 28,326</u>	<u>\$ 21,739</u>

- (a) Free cash flow, a non-GAAP measure, is defined as net cash provided by operating activities (from the consolidated statements of cash flows) less the purchases of property and equipment. We view free cash flow as an important measure because it is one factor that management uses in determining the amount of cash available for discretionary investment. Free cash flow is not a term defined by GAAP and as a result our measure of free cash flow might not be comparable to similarly titled measures used by other companies. Free cash flow should not be construed as a substitute for or a better indicator of our performance than the Company's GAAP measures.

[Table of Contents](#)

We require capital primarily for the development, acquisition, renovation and maintenance of restaurants, the development, renovation and maintenance of commissary facilities and equipment and the enhancement of corporate systems and facilities, including technological enhancements such as our FOCUS system. Capital expenditures were \$26.2 million for the six months ended June 29, 2014, compared to \$25.5 million for the six months ended June 30, 2013.

We also require capital for share repurchases and the payment of cash dividends, which are funded by cash flow from operations and borrowings on our revolving credit facility. We repurchased \$63.3 million and \$58.8 million of common stock for the six months ended June 29, 2014 and June 30, 2013, respectively. Subsequent to June 29, 2014, through July 29, 2014, we repurchased an additional \$8.5 million of common stock. As of July 29, 2014, approximately \$50.1 million remained available for repurchase under our Board of Directors' authorization.

We paid a cash dividend of approximately \$5.2 million (\$0.125 per common share) during the second quarter of 2014. Subsequent to the second quarter, on July 31, 2014, our Board of Directors approved a 12% increase in the Company's dividend rate per common share, from \$0.50 on an annual basis to \$0.56 on an annual basis, and declared a third quarter dividend of \$0.14 per common share (approximately \$5.7 million based on current shareholders of record). The dividend will be paid on August 22, 2014 to shareholders of record as of the close of business on August 13, 2014. The declaration and payment of any future dividends will be at the discretion of our Board of Directors, subject to the Company's financial results, cash requirements, and other factors deemed relevant by our Board of Directors.

Forward-Looking Statements

Certain matters discussed in this report, including information within Management's Discussion and Analysis of Financial Condition and Results of Operations, constitute forward-looking statements within the meaning of the federal securities laws. Generally, the use of words such as "expect," "estimate," "believe," "anticipate," "will," "forecast," "plan," "project," or similar words identify forward-looking statements that we intend to be included within the safe harbor protections provided by the federal securities laws. Such forward-looking statements may relate to projections or guidance concerning business performance, revenue, earnings, contingent liabilities, resolution of litigation, commodity costs, profit margins, unit growth, capital expenditures, and other financial and operational measures. Such statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and many of which are beyond our control. Therefore, actual outcomes and results may differ materially from those matters expressed or implied in such forward-looking statements. The risks, uncertainties and assumptions that are involved in our forward-looking statements include, but are not limited to:

- aggressive changes in pricing or other marketing or promotional strategies by competitors, which may adversely affect sales; and new product and concept developments by food industry competitors;
- changes in consumer preferences or consumer buying habits, including the impact of adverse general economic conditions, such as increasing tax rates;
- the impact that product recalls, food quality or safety issues, incidences of foodborne illness and other general public health concerns could have system-wide on our restaurants or our results;
- failure to maintain our brand strength and quality reputation;
- the ability of the Company and its franchisees to meet planned growth targets and operate new and existing restaurants profitably;
- increases in or sustained high costs of food ingredients or other restaurant costs. This could include increased employee compensation, benefits, insurance, tax rates, regulatory compliance and similar costs, including increased costs resulting from federal health care legislation;
- disruption of our supply chain or commissary operations which could be caused by sole or limited source of suppliers or weather, drought, disease or other disruptions beyond our control;
- increased risks associated with our international operations, including economic and political conditions and instability in our international markets and difficulty in meeting planned sales targets and new store growth. This could include our expansion into emerging or underpenetrated markets, such as China,

[Table of Contents](#)

- where we have a Company-owned presence. Based on prior experience in underpenetrated markets, operating losses are likely to occur as the market is being established;
- the credit performance of our franchise loan or guarantee programs;
- the impact of the resolution of current or future claims and litigation;
- current or proposed legislation impacting our business;
- the impact of changes in currency exchange and interest rates;

- failure to effectively execute succession planning, and our reliance on the multiple roles of our Founder, Chairman, President and Chief Executive Officer, who also serves as our brand spokesperson;
- disruption of critical business or information technology systems, and risks associated with systems failures and data privacy and security breaches, including theft of Company, employee and customer information. This would include the increased risk associated with the rollout of FOCUS. If prolonged and widespread technological problems are experienced during the rollout, our domestic operations could be disrupted, which could adversely impact sales.

For a discussion of these and other risks that may cause actual results to differ from expectations, refer to “Part I. Item 1A. — Risk Factors” in our Annual Report on Form 10-K for the year ended December 29, 2013, as well as subsequent filings. We undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise, except as required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our debt is comprised entirely of a revolving credit facility with available borrowings of \$300 million and a maturity date of April 30, 2018. The outstanding balance under this facility was \$210.0 million as of June 29, 2014 and \$157.9 million as of December 29, 2013. The interest rate charged on outstanding balances is LIBOR plus 75 to 175 basis points. The commitment fee on the unused balance ranges from 15 to 25 basis points.

We attempt to minimize interest risk exposure and to lower our overall long-term borrowing costs for changes in interest rates through the utilization of interest rate swaps, which are derivative financial instruments. Our swaps are entered into with financial institutions and have reset dates and critical terms that match those of the underlying debt. By using a derivative instrument to hedge exposures to changes in interest rates, we expose ourselves to credit risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. We minimize the credit risk by entering into transactions with high-quality counterparties whose credit rating is evaluated on a quarterly basis.

On July 30, 2013, we terminated our \$50 million interest rate swap agreement, which had a fixed rate of 0.56% instead of the variable rate of LIBOR. Upon termination of the \$50 million swap, we entered into a \$75 million swap with an interest rate of 1.42% and a maturity date of April 30, 2018, which coincides with the maturity date of our revolving credit facility. In May 2014, we entered into a \$50 million forward interest rate swap with an interest rate of 1.36%, an effective date of December 30, 2014 and a maturity date of April 30, 2018.

The effective interest rate on the revolving line of credit, including the impact of the interest rate swap agreement, was 1.6% as of June 29, 2014. An increase in the present interest rate of 100 basis points on the line of credit balance outstanding as of June 29, 2014, including the impact of both interest rate swaps, would increase interest expense by approximately \$850,000.

Foreign Currency Exchange Rate Risk

We do not enter into financial instruments to manage foreign currency exchange rates since only 6.3% of our total revenues are derived from sales to customers and royalties outside the United States.

[Table of Contents](#)

Commodity Price Risk

In the ordinary course of business, the food and paper products we purchase, including cheese (historically representing 35% to 40% of our food cost), are subject to seasonal fluctuations, weather, availability, demand and other factors that are beyond our control. We have pricing agreements with some of our vendors, including forward pricing agreements for a portion of our cheese purchases for our domestic Company-owned restaurants, which are accounted for as normal purchases; however, we still remain exposed to on-going commodity volatility.

The following table presents the actual average block price for cheese by quarter through the second quarter of 2014 and the projected average block price for cheese by quarter through 2014 (based on the July 29, 2014 Chicago Mercantile Exchange cheese futures market prices):

	2014 Projected Block Price	2013 Actual Block Price
Quarter 1	\$ 2.212	\$ 1.662
Quarter 2	2.131	1.784
Quarter 3	2.029*	1.740
Quarter 4	1.944*	1.849
Full Year	<u>\$ 2.079*</u>	<u>\$ 1.759</u>

* Amounts are estimates based on futures prices.

Item 4. Controls and Procedures

Under the supervision and with the participation of the Company’s management, including its chief executive officer and chief financial officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based upon this evaluation, the chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective.

During the most recently completed fiscal quarter, there was no change made in the Company’s internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in a number of lawsuits, claims, investigations and proceedings, including those specifically identified below, consisting of intellectual property, employment, consumer, commercial and other matters arising in the ordinary course of business. In accordance with Accounting Standards Codification 450, "Contingencies," the Company has made accruals with respect to these matters, where appropriate, which are reflected in the Company's financial statements. We review these provisions at least quarterly and adjust these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case.

Perrin v. Papa John's International, Inc. and Papa John's USA, Inc. is a conditionally certified collective action filed in August 2009 in the United States District Court, Eastern District of Missouri, alleging that delivery drivers were not reimbursed for mileage and expenses in accordance with the Fair Labor Standards Act.

[Table of Contents](#)

Approximately 3,900 drivers out of a potential class size of 28,800 have opted into the action. Additionally, in late December 2013, the District Court granted a motion for class certification in five additional states, which will add approximately 15,000 plaintiffs to the case.

We intend to vigorously defend against all claims in this lawsuit. However, given the inherent uncertainties of litigation, the outcome of this case cannot be predicted and the amount of any potential loss cannot be reasonably estimated. A negative outcome in this case could have a material adverse effect on the Company.

Item 1A. Risk Factors

There have been no material changes in the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Our Board of Directors has authorized the repurchase of up to \$1.2 billion of common stock under a share repurchase program that began on December 9, 1999 and expires on December 31, 2014. Through June 29, 2014, a total of 104.4 million shares with an aggregate cost of \$1.1 billion and an average price of \$10.94 per share have been repurchased under this program. Subsequent to June 29, 2014, through July 29, 2014, we acquired an additional 202,000 shares at an aggregate cost of \$8.5 million. As of July 29, 2014, approximately \$50.1 million remained available for repurchase of common stock under this authorization.

The following table summarizes our repurchases by fiscal period during the three months ended June 29, 2014 (in thousands, except per-share amounts):

Fiscal Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
03/31/2014 - 04/27/2014	325	\$ 50.38	104,024	\$ 72,683
04/28/2014 - 05/25/2014	138	\$ 43.51	104,162	\$ 66,687
05/26/2014 - 06/29/2014	190	\$ 42.74	104,352	\$ 58,571

The Company utilizes a written trading plan under Rule 10b5-1 under the Exchange Act from time to time to facilitate the repurchase of shares of our common stock under this share repurchase program. There can be no assurance that we will repurchase shares of our common stock either through a Rule 10b5-1 trading plan or otherwise.

[Table of Contents](#)

Item 6. Exhibits

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation.
31.1	Certification of Chief Executive Officer Pursuant to Exchange Act Rule 13a-15(e), As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Exchange Act Rule 13a-15(e), As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Financial statements from the quarterly report on Form 10-Q of Papa John's International, Inc. for the quarter ended June 29, 2014, filed on August 5, 2014, formatted in XBRL: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements.

[Table of Contents](#)

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 thereunto duly authorized.

PAPA JOHN'S INTERNATIONAL, INC.
(Registrant)

Date: August 5, 2014

/s/ Lance F. Tucker

Lance F. Tucker
Senior Vice President,
Chief Financial Officer,
Chief Administrative Officer and Treasurer

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PAPA JOHN'S INTERNATIONAL, INC.

Papa John's International, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The present name of the Corporation is Papa John's International, Inc. The Corporation was originally incorporated under the name Papa John's International, Inc. by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on July 25, 1991.
2. This Amended and Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of the Corporation as theretofore amended or supplemented and there is no discrepancy between the provisions of the Certificate of Incorporation of the Corporation as theretofore amended and supplemented and the provisions of this Amended and Restated Certificate of Incorporation. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.
3. The text of the Certificate of Incorporation is hereby integrated and restated to read in its entirety as follows:

FIRST: The name of the Corporation is: Papa John's International, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred Five Million (105,000,000) shares divided into two classes, of which Five Million (5,000,000) shares, par value \$.01 per share, shall be designated Preferred Stock and One Hundred Million (100,000,000) shares, par value \$.01 per share, shall be designated Common Stock.

A. *Preferred Stock*

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each such series and to fix the designations, powers, preferences and rights of the shares of each such series, and any qualifications, limitations or restrictions thereof.

B. *Common Stock*

1. *Dividends.* Subject to the preferential rights, if any, of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of Common Stock or other securities of the Corporation.
2. *Voting Rights.* At every annual or special meeting of stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his or her name on the books of the Corporation.
3. *Liquidation, Dissolution or Winding Up.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and of the preferential amounts, if any, to which the holders of Preferred Stock may be entitled, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or this Amended and Restated Certificate of Incorporation directed or required to be exercised or done by the stockholders.

A. *Number of Directors.* The number of directors of the Corporation (exclusive of directors to be elected by the holders of any series of the Preferred Stock then outstanding, voting separately as a series or class) shall be fixed from time to time by action of not less than a majority of the members of the Board of Directors then in office, though less than a quorum, but in no event shall be less than three nor more than fifteen.

B. *Classes.* The directors shall be and are divided into three classes, with the terms of the classes elected at the annual meetings of stockholders held in 2012, 2013 and 2014, respectively, expiring at the third annual meeting of stockholders held after the election of such class of directors; provided that such division shall terminate at the third annual meeting of stockholders held after the 2014 annual meeting of stockholders and the Board of Directors will cease to be classified at such time. Notwithstanding the preceding sentence, but subject to the rights, if any, of the holders of any series of the Preferred Stock then outstanding, each director elected by the stockholders after the 2014 annual meeting of stockholders shall serve for a term expiring at the first annual meeting of stockholders held after such director's election. All directors shall hold office until the expiration of the term for which elected and until their successors are elected, except in the case of the death, resignation, disqualification or removal of any director.

C. *Vacancies.* Subject to the rights, if any, of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death,

resignation, disqualification or removal may be filled only by a majority vote of the directors then in office, though less than a quorum, and each director so chosen shall hold office until the annual meeting of stockholders for the year in which his or her term expires and until his or her successors are elected, except in the case of the death, resignation, disqualification or removal of any director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

D. *Removal.* Subject to the rights, if any, of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. Vacancies in the Board of Directors resulting from such removal may be filled by (i) a majority of the directors then in office, though less than a quorum, in the event less than the entire Board of Directors is removed or (ii) the stockholders at a special meeting of the stockholders properly called for that purpose, by the vote of the holders of a majority of the shares entitled to vote at such special meeting, in the event the entire Board is removed. Directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders held after their election as directors.”

SIXTH: Any action required or permitted to be taken at any annual or special meeting of stockholders may only be taken upon the vote of the stockholders at an annual or special meeting duly called and may not be taken by written consent of the stockholders.

SEVENTH: Subject to the rights of the holders of any series of Preferred Stock, special meetings of the stockholders, unless otherwise prescribed by statute, may be called at any time only by (i) the Board of Directors, (ii) the Chairman of the Board of the Corporation or (iii) the holders of not less than 60% of the shares entitled to vote at such special meeting.

EIGHTH: At an annual meeting of stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before the annual meeting of stockholders (a) by, or at the direction of, the Board of Directors or (b) by a stockholder of the Corporation who complies with the procedures set forth in this Article EIGHTH. For business or a proposal to be properly brought before an annual meeting of stockholders by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder’s notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 60 days nor more than 90 days prior to the scheduled date of the annual meeting, regardless of any postponement, deferral or adjournment of that meeting to a later date; *provided, however*, that if less than 70 days’ notice or prior public disclosure of the date of the annual meeting is given or made to stockholders, notice by the stockholder to be timely must be so delivered or mailed and received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of the meeting was mailed or (ii) the day on which such public disclosure was made.

A stockholder’s notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before an annual meeting of stockholders (i) a description, in 500 words or less, of the business desired to be brought before the annual meeting and the reasons for

3

conducting such business at the annual meeting, (ii) the name and address, as such information appears on the Corporation’s books, of the stockholder proposing such business and any other stockholders known by such stockholder to be supporting such proposal, (iii) the class and number of shares of the Corporation which are beneficially owned by such stockholder and each other stockholder known by such stockholder to be supporting such proposal on the date of such stockholder’s notice, (iv) a description, in 500 words or less, of any interest of the stockholder in such proposal and (v) a representation that the stockholder is a holder of record of stock of the Corporation and intends to appear in person or by proxy at the meeting to present the proposal specified in the notice.

The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures prescribed by this Article EIGHTH, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing, nothing in this Article EIGHTH shall be interpreted or construed to require the inclusion of information about any such proposal in any proxy statement distributed by, at the direction of, or on behalf of, the Board of Directors.

NINTH: Subject to the rights, if any, of the holders of any series of Preferred Stock then outstanding, only persons nominated in accordance with the procedures set forth in this Article NINTH shall be eligible for election as directors. Nominations of persons for election to the Board of Directors may be made at an annual meeting of stockholders or special meeting of stockholders called by the Board of Directors for the purpose of electing directors (i) by or at the direction of the Board or (ii) by any stockholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the notice procedures set forth in this Article NINTH. Such nominations, other than those made by or at the direction of the Board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder’s notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 60 days nor more than 90 days prior to the scheduled date of the meeting, regardless of any postponement, deferral or adjournment of that meeting to a later date; *provided, however*, that if less than 70 days’ notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so delivered or received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of the meeting was mailed or (ii) the day on which such public disclosure was made.

A stockholder’s notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election or reelection as a director (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person, (c) the class and number of shares of the Corporation which are beneficially owned by such person on the date of such stockholder’s notice and (d) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor statute thereto (the “Exchange Act”) (including, without limitation, such person’s written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to the stockholder giving

4

notice (a) the name and address, as such information appears on the Corporation’s books, of such stockholder and any other stockholders known by such stockholder to be supporting such nominee(s), (b) the class and number of shares of the Corporation which are beneficially owned by such stockholder and each other stockholder known by such stockholder to be supporting such nominee(s) on the date of such stockholder’s notice, (c) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; and (iii) a description of all arrangements or understandings between the stockholder and each nominee and other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder.

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article NINTH. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this Article NINTH, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

TENTH: The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation. Any By-Laws made by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders. Notwithstanding the foregoing and anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the By-Laws shall not be amended or repealed by the stockholders, and no provision inconsistent therewith shall be

adopted by the stockholders, without the affirmative vote of the holders of at least 75% of the voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ELEVENTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

TWELFTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; *provided, however,* that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. Any repeal or modification of this Article TWELFTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

THIRTEENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of

5

Delaware may, on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General Corporation Law of Delaware, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

FOURTEENTH:

A. For purposes of this Article FOURTEENTH, the following terms shall be defined as follows:

(1) The term "Business Combination" shall mean (a) any merger or consolidation of the Corporation or a Subsidiary with a Related Person, (b) any sale, lease, exchange, mortgage, pledge, transfer or other disposition other than in the ordinary course of business to or with a Related Person of any assets of the Corporation or a Subsidiary having an aggregate fair market value of \$10,000,000 or more, (c) the issuance or transfer by the Corporation of any shares of Voting Stock or securities convertible into or exercisable for such shares (other than by way of pro rata distribution to all stockholders) to a Related Person having an aggregate fair market value of \$10,000,000 or more, (d) any recapitalization, merger or consolidation that would have the effect of increasing the voting power of a Related Person, (e) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation or a Subsidiary proposed, directly or indirectly, by or on behalf of a Related Person or (f) any agreement, contract or other arrangement or understanding providing, directly or indirectly, for any of the transactions described in this Paragraph A(1).

(2) The term "Related Person" shall mean any individual, partnership, corporation, trust or other Person which, together with its "affiliates" and "associates," as defined in Rule 12b-2 under the Exchange Act as in effect on January 1, 1993, and together with any other individual, partnership, corporation, trust or other Person with which it or they have any agreement, contract or other arrangement or understanding with respect to acquiring, holding, voting or disposing of Voting Stock, "beneficially owns" (within the meaning of Rule 13d-3 under the Exchange Act on said date) an aggregate of 15% or more of the outstanding Voting Stock. A Related Person, its affiliates and associates and all such other individuals, partnerships, corporations and other Persons with whom it or they have any such agreement, contract or other arrangement or understanding, shall be deemed a single Related Person for purposes of this Article FOURTEENTH; *provided, however,* that the members of the Board of Directors of the Corporation shall not be deemed to be associates or otherwise to constitute a Related Person solely by reason of their board membership. A person who is a Related Person as of (i) the time

6

any definitive agreement relating to a Business Combination is entered into, (ii) the record date for the determination of stockholders entitled to notice of and to vote on a Business Combination or (iii) immediately prior to the consummation of a Business Combination, shall be deemed a Related Person for purposes of this Article FOURTEENTH.

(3) The term "Continuing Director" shall mean any member of the Board of Directors of the Corporation who is not an "affiliate" or "associate" of the Related Person referred to in Paragraph A(2) of this Article FOURTEENTH, and any successor of a Continuing Director who is unaffiliated with such Related Person and is recommended to succeed a Continuing Director by a majority of the Continuing Directors.

(4) The term "Person" shall mean any individual, firm, corporation or other entity.

(5) The term "Subsidiary" shall mean any corporation or other entity of which the Person in question owns, directly or indirectly, not less than 50% of any class of equity securities or not less than 50% of the voting power of all securities of the Corporation entitled to vote generally in the election of directors.

(6) The term "Voting Stock" shall mean any shares of the Corporation entitled to vote generally in the election of directors.

(7) The term "Entire Board of Directors" shall mean the total number of directors which the Corporation would have if there were no vacancies.

(8) The term "Market Value" shall mean the average of the high- and low-quoted sales price on the date in question (or, if there is no reported sale on such date, on the last preceding date on which any reported sale occurred) of a share on the Composite Tape for the New York Stock Exchange — Listed Stocks, or, if the shares are not listed or admitted to trading on such exchange, on the principal United States securities exchange registered under the Exchange Act on which the shares are listed or admitted to trading, or, if the shares are not listed or admitted to trading on any such exchange, the mean between the closing high bid and low-asked quotations with respect to a share on such date as quoted on the National Association of Securities Dealers Automated Quotations System, or any similar system then in use, or, if no such quotations are available, the fair market value on such date of a share as at least 66-2/3% of the Continuing Directors shall determine.

B. In addition to any other vote required by this Amended and Restated Certificate of Incorporation or the General Corporation Law of Delaware, the affirmative vote of the holders of not less than 75% of the outstanding Voting Stock held by stockholders other than a Related Person by or with whom or on whose behalf,

directly or indirectly, a Business Combination is proposed, voting as a single class, shall be required for the approval or authorization of such Business Combination; *provided, however*, that the 75% voting requirement shall not be applicable and such Business Combination may be approved by the vote required by law or any other provision of this Amended and Restated Certificate of Incorporation if either:

7

(1) The Business Combination is approved by the Board of Directors of the Corporation by the affirmative vote of at least a majority of the Continuing Directors, or

(2) All of the following conditions are satisfied:

(a) The aggregate amount of cash and the fair market value of the property, securities or other consideration to be received per share of capital stock of the Corporation in the Business Combination by the holders of capital stock of the Corporation, other than the Related Person involved in the Business Combination, shall not be less than the highest of (i) the highest per share price (including brokerage commissions, soliciting dealers' fees and dealer-management compensation, and with appropriate adjustments for recapitalizations, stock splits, stock dividends and like transactions and distributions) paid by such Related Person in acquiring any of its holdings of such class or series of capital stock, (ii) the highest per share Market Value of such class or series of capital stock within the twelve-month period immediately preceding the date the proposal for such Business Combination was first publicly announced or (iii) the book value per share of such class or series of capital stock, determined in accordance with generally accepted accounting principles, as of the last day of the month immediately preceding the date the proposal for such Business Combination was first publicly announced;

(b) The consideration to be received in such Business Combination by holders of capital stock other than the Related Person involved shall, except to the extent that a stockholder agrees otherwise as to all or part of the shares which he or she owns, be in the same form and of the same kind as the consideration paid by the Related Person in acquiring capital stock already owned by it; *provided, however*, that if the Related Person has paid for capital stock with varying forms of consideration, the form of consideration for shares of capital stock acquired in the Business Combination by the Related Person shall either be cash or the form used to acquire the largest number of shares of capital stock previously acquired by it; and

(c) A proxy statement responsive to the requirements of the Exchange Act and regulations promulgated thereunder, whether or not the Corporation is then subject to such requirements, shall be mailed to the stockholders of the Corporation for the purpose of soliciting stockholder approval of such Business Combination and shall contain at the front thereof, in a prominent place, (i) any recommendations as to the advisability (or inadvisability) of the Business Combination which the Continuing Directors may choose to state and (ii) the opinion of a reputable investment banking firm selected by the Continuing Directors as to the fairness of the terms of such Business Combination, from a financial point of view, to the public stockholders (other than the Related Person) of the Corporation.

C. A Related Person shall be deemed for purposes of this Article FOURTEENTH to have acquired a share of the Corporation at the time when such Related Person became the beneficial owner thereof (as such term is defined in Paragraph A(2) of this Article FOURTEENTH). With respect to shares owned by affiliates, associates and other Persons whose ownership is attributed to a Related Person, if the price paid by such Related Person for such shares is not determinable, the price so paid shall be deemed to be the higher of (i) the price paid upon acquisition thereof by the affiliate, associate or other Person or (ii) the Market Value

8

of the shares in question at the time when the Related Person became the beneficial owner thereof.

For purposes of this Article FOURTEENTH, in the event of a Business Combination upon consummation of which the Corporation would be the surviving corporation or would continue to exist (unless it is provided, contemplated or intended that as part of such Business Combination a plan of liquidation or dissolution of the Corporation will be effected), the term "other consideration to be received" in Paragraph B(2)(a) shall include (without limitation) Common Stock or other capital stock of the Corporation retained by stockholders of the Corporation (other than Related Persons who are parties to such Business Combination).

Nothing contained in this Article shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.

D. Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that a lesser percentage may be permitted by law), any amendment, addition, alteration, change or repeal of this Article FOURTEENTH, or any amendment of this Amended and Restated Certificate of Incorporation or the By-Laws of the Corporation inconsistent with or modifying or permitting circumvention of this Article FOURTEENTH, must first be proposed by the Board of Directors of the Corporation, upon the affirmative vote of at least two-thirds of the directors then in office at a duly constituted meeting of the Board of Directors called for such purpose, and thereafter approved by the affirmative vote of the holders of not less than 75% of the then outstanding Voting Stock held by stockholders other than a Related Person by or with whom or on whose behalf, directly or indirectly, a Business Combination is proposed, voting as a single class; *provided, however*, that this Paragraph D shall not apply to, and such 75% vote shall not be required for, any such amendment, addition, alteration, change or repeal recommended to stockholders of the Corporation by the affirmative vote of not less than a majority of the Continuing Directors. For the purposes of this Paragraph D only, if at the time when any such amendment, addition, alteration, change or repeal is under consideration there is no proposed Business Combination, the term "Continuing Directors" shall be deemed to mean the Entire Board of Directors.

FIFTEENTH: The Board of Directors, each committee of the Board of Directors and each individual director, in discharging their respective duties under applicable law and this Amended and Restated Certificate of Incorporation and in determining what they each believe to be in the best interests of the Corporation and its stockholders, may consider the effects, both short-term and long-term, of any action or proposed action taken or to be taken by the Corporation, the Board of Directors or any committee of the Board on the interests of (i) the employees, franchisees, associates, distributors, customers, suppliers and/or creditors of the Corporation and its subsidiaries and (ii) the communities in which the Corporation and its subsidiaries own or lease property or conduct business, all to the extent that the Board of Directors, any committee of the Board of Directors or any individual director deems pertinent under the circumstances (including the possibility that the interests of the Corporation may best be served by the continued independence of the Corporation); *provided, however*, that the provisions of this Article FIFTEENTH shall not limit in any way the right of the Board of

9

Directors to consider any other lawful factors in making its determinations, including, without limitation, the effects, both short-term and long-term, of any action or proposed action on the Corporation or its stockholders directly; and *provided further* that this Article FIFTEENTH shall be deemed solely to grant discretionary authority to the Board of Directors, each committee of the Board of Directors and each individual director and shall not be deemed to provide to any specific constituency any right to be considered.

SIXTEENTH: Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an “indemnitee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or agent or in any other capacity while serving as such a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), or by other applicable law as then in effect, against all expense, liability and loss (including attorneys’ fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974, as amended from time to time (“ERISA”), penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith.

A. *Procedure.* Any indemnification under this Article SIXTEENTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the General Corporation law of Delaware, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding (the “Disinterested Directors”), or (ii) if such a quorum of Disinterested Directors is not obtainable, or, even if obtainable a quorum of Disinterested Directors so directs, by independent legal counsel in a written opinion or (iii) by the stockholders. The majority of Disinterested Directors may, as they deem appropriate, elect to have the Corporation indemnify any other employee, agent or other person acting for or on behalf of the Corporation.

B. *Advances for Expenses.* Costs, charges and expenses (including attorneys’ fees) incurred by a director or officer of the Corporation, or such other person acting on behalf of the Corporation as determined in accordance with Paragraph A, in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer or other person to repay all amounts so advanced in the event that it shall ultimately be

10

determined that such director, officer or other person is not entitled to be indemnified by the Corporation as authorized in this Article SIXTEENTH. The majority of the Disinterested Directors may, in the manner set forth above, and upon approval of such director, officer, employee, agent or other person acting on behalf of the Corporation, authorize the Corporation’s counsel to represent such person, in any action, suit or proceeding, whether or not the Corporation is a party to such action, suit or proceeding.

C. *Procedure for Indemnification.* Any indemnification or advance of costs, charges and expenses under this Article SIXTEENTH, shall be made promptly, and in any event within 60 days upon the written request of the person seeking indemnification or advancement of expenses (hereinafter a “claimant”). The right to indemnification or advances as granted by this Article SIXTEENTH shall be enforceable by the claimant in any court of competent jurisdiction, if the Corporation denies such request, in whole or in part, or if no disposition thereof is made within 60 days. The claimant’s costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advance of costs, charges and expenses under this Article SIXTEENTH where the required undertaking, if any, has been received by the Corporation) that the claimant has not met the standard of conduct set forth in the General Corporation Law of Delaware, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel and its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of Delaware, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), nor the fact that there has been an actual determination by the Corporation (including its Board of Directors, its independent legal counsel and its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

D. *Other Rights; Continuation of Right to Indemnification.* The indemnification and advancement of expenses provided by this Article SIXTEENTH shall not be deemed exclusive of any other rights to which a claimant may be entitled under any law (common or statutory), by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article SIXTEENTH shall be deemed to be a contract between the Corporation and each director and officer of the Corporation who serves or served in such capacity at any time while this Article SIXTEENTH is in effect. Any repeal or modification of

11

this Article SIXTEENTH or any repeal or modification of relevant provisions of the General Corporation Law of Delaware or any other applicable laws shall not in any way diminish any rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder with respect to any action, suit or proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such modification or repeal. For the purposes of this Article SIXTEENTH, references to “the Corporation” include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article SIXTEENTH, with respect to the resulting or surviving corporation, as he would if he or she had served the resulting or surviving corporation in the same capacity.

E. *Insurance.* The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her on his or her behalf in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article SIXTEENTH; *provided, however,* that such insurance is available on acceptable terms, which determination shall be made by a vote of a majority of the Board of Directors.

F. *Savings Clause.* If this Article SIXTEENTH or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person entitled to indemnification under the first paragraph of this Article SIXTEENTH as to all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes, penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person and for which indemnification is available to such person pursuant to this Article SIXTEENTH to the full extent permitted by any applicable portion of this Article SIXTEENTH that shall not have been invalidated and to the full extent permitted by applicable law.

SEVENTEENTH: In furtherance and not in limitation of the powers conferred by law or in this Amended and Restated Certificate of Incorporation, the Board of Directors (and any committee of the Board of Directors) is expressly authorized, to the extent permitted by law, to take such action or actions as the board or such committee may determine to be reasonably necessary or desirable to (A) encourage any person to enter into negotiations with the board of Directors and management of the Corporation with respect to any transaction which may result in a change in control of the Corporation which is proposed or initiated by such person or (B) contest or oppose any such transaction which the Board of Directors or such committee determines to be unfair, abusive or otherwise undesirable with respect to the Corporation and its business, assets or properties or the stockholders of the Corporation, including, without limitation, the adoption of such plans or the issuance of such rights, options, capital stock, notes,

12

debentures or other evidences of indebtedness or other securities of the Corporation, which rights, options, capital stock, notes, evidences of indebtedness and other securities (i) may be exchangeable for or convertible into cash or other securities on such terms and conditions as may be determined by the Board or such committee and (ii) may provide for the treatment of any holder or class of holders thereof designated by the Board of Directors or any such committee in respect of the terms, conditions, provisions and rights of such securities which is different from, and unequal to, the terms, conditions, provisions and rights applicable to all other holders thereof.

EIGHTEENTH: The Corporation reserves the right to amend, add, alter, change, repeal or adopt any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. In addition to any affirmative vote required by applicable law or any other provision of this Amended and Restated Certificate of Incorporation or specified in any agreement, and in addition to any voting rights granted to or held by the holders of any series of Preferred Stock, the affirmative vote of the holders of not less than 75% of the voting power of all securities of the Corporation entitled to vote generally in the election of directors shall be required to amend, add, alter, change, repeal or adopt any provisions inconsistent with Articles FIFTH, SIXTH, SEVENTH, EIGHTH, NINTH, TENTH, TWELFTH, THIRTEENTH, FIFTEENTH, SIXTEENTH, SEVENTEENTH and EIGHTEENTH of this Amended and Restated Certificate of Incorporation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed under the seal of the Corporation this 15th day of May, 2014.

PAPA JOHN'S INTERNATIONAL, INC.

By: /s/ Clara M. Passafiume

Name: CLARA M. PASSAFIUME

Title: SECRETARY

13

**SECTION 302
CERTIFICATION**

I, John H. Schnatter, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Papa John's International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2014

/s/ John H. Schnatter

John H. Schnatter
Founder, Chairman, President and
Chief Executive Officer

**SECTION 302
CERTIFICATION**

I, Lance F. Tucker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Papa John's International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2014

/s/ Lance F. Tucker

Lance F. Tucker
Senior Vice President, Chief Financial Officer,
Chief Administrative Officer and Treasurer

**SECTION 906
CERTIFICATION**

I, John H. Schnatter, Founder, Chairman, President and Chief Executive Officer of Papa John's International, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Report on Form 10-Q of the Company for the quarterly period ended June 29, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2014

/s/ John H. Schnatter

John H. Schnatter
Founder, Chairman, President and
Chief Executive Officer

**SECTION 906
CERTIFICATION**

I, Lance F. Tucker, Senior Vice President, Chief Financial Officer, Chief Administrative Officer and Treasurer of Papa John's International, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Report on Form 10-Q of the Company for the quarterly period ended June 29, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2014

/s/ Lance F. Tucker

Lance F. Tucker
Senior Vice President, Chief Financial Officer,
Chief Administrative Officer and Treasurer
