

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

PAPA JOHN'S INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

**2002 Papa John's Boulevard
Louisville, Kentucky 40299
(502) 261-7272**
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**Papa John's International, Inc.
Nonqualified Deferred Compensation Plan**
(Full title of the Plan)

Lance F. Tucker
Senior Vice President, Chief Financial Officer, and Chief Administrative Officer
Papa John's International, Inc.
2002 Papa John's Boulevard
Louisville, Kentucky 40299
(502) 261-7272
(Name, address and telephone number of agent for service)

Copies to:
Alan L. Dye, Esq.
John B. Beckman, Esq.
Hogan Lovells US LLP
555 Thirteenth Street, N.W.
Washington, D.C. 20004
(202) 637-5600

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company) Emerging growth company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Deferred Compensation Obligations	\$20,000,000	100%	\$20,000,000	\$2,490.00

- (1) The Deferred Compensation Obligations are unsecured obligations to pay deferred compensation in the future in accordance with the terms of the Papa John's International, Inc. Nonqualified Deferred Compensation Plan (the "Plan"). Pursuant to General Instruction E of Form S-8, this Registration Statement covers the registration of an additional \$20,000,000 of Deferred Compensation Obligations under the Plan. Twenty-seven Million Dollars (\$27,000,000) of Deferred Compensation Obligations under the Plan have been previously registered pursuant to Registration Statements No. 333-149468 and 333-168562.
- (2) Calculated pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act") solely for the purposes of determining the registration fee.

This Registration Statement on Form S-8 is being filed to register \$20,000,000 of additional deferred compensation obligations under the Papa John's International, Inc. (the "Company") Nonqualified Deferred Compensation Plan (the "Plan"). The deferred compensation obligations (the "Obligations") registered hereunder are unsecured obligations of the Company to pay deferred compensation in the future in accordance with the terms of the Plan.

Seven million dollars (\$7,000,000) in Obligations were previously registered on a Registration Statement on Form S-8 (Registration No. 333-149468, filed on February 29, 2008) (the "Initial Form S-8") and an additional twenty million dollars (\$20,000,000) in Obligations were previously registered on a Registration Statement on Form S-8 (Registration No. 333-168562, filed on August 5, 2010) (the "Second Form S-8").

As permitted by General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Initial Form S-8 and the Second Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

In accordance with General Instruction E to Form S-8, the contents of the Initial Form S-8 and Second Form S-8 are hereby incorporated into this Registration Statement by reference.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Papa John's International, Inc. Nonqualified Deferred Compensation Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K for the year ended December 27, 2009).
5.1	Opinion of Hogan Lovells US LLP regarding the legality of the obligations.*
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accountants.*
24.1	Power of Attorney (included in the signature page to this Registration Statement).

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, State of Kentucky, on October 27, 2017.

Papa John's International, Inc.
(Registrant)

By: /s/ Lance F. Tucker
Lance F. Tucker
Senior Vice President, Chief Financial Officer and Chief Administrative
Officer
(Principal Accounting Officer)

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Lance F. Tucker and Clara M. Passafiume his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to the Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed as of October 27, 2017 by the following persons in the capacities indicated.

Signature	Title
<u>/s/ John H. Schnatter</u> John H. Schnatter	Founder, Chairman of the Board and Director (Principal Executive Officer)
<u>/s/ Christopher L. Coleman</u>	Director

Christopher L. Coleman	
/s/ Olivia F. Kirtley	Director
Olivia F. Kirtley	
/s/ Laurette T. Koellner	Director
Laurette T. Koellner	
/s/ Sonya E. Medina	Director
Sonya E. Medina	
/s/ Mark S. Shapiro	Director
Mark S. Shapiro	
/s/ W. Kent Taylor	Director
W. Kent Taylor	
/s/ Lance F. Tucker	Senior Vice President, Chief Financial Officer, and Chief Administrative Officer
Lance F. Tucker	(Principal Accounting Officer)



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 555 Thirteenth Street, NW
 Washington, DC 20004
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October 30, 2017

Board of Directors
 Papa John's International, Inc.
 2002 Papa John's Boulevard
 Louisville, Kentucky 40299-2334

Ladies and Gentlemen:

We are acting as counsel to Papa John's International, Inc., a Delaware corporation (the "**Company**"), in connection with its registration statement on Form S-8 (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**") relating to the approximately \$20,000,000 of additional deferred compensation obligations that may be incurred by the Company upon election by eligible participants (the "**Obligations**") pursuant to the Company's Deferred Compensation Plan (the "**Plan**"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinion hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

We have also assumed the validity and constitutionality of each relevant statute, rule, regulation and agency action covered by this opinion letter.

For purposes of the opinion set forth below, we have made the following further assumptions: (i) that all agreements and contracts would be enforced as written; (ii) that the Company will not in the future take any discretionary action (including a decision not to act) permitted under the Plan that would result in a violation of law or constitute a breach or default under any order, judgment, decree, agreement or contract; (iii) that the Company will obtain all permits, consents, and governmental approvals required in the future, and take all actions required, which are relevant to subsequent consummation of the transactions contemplated under the Plan or performance of the Plan; and (iv) that all parties to the Plan will act in accordance with, and will refrain from taking any action that is forbidden by, the terms and conditions of the Plan.

Papa John's International, Inc.

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October 30, 2017

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that the obligation of the Company to pay the Obligations to eligible participants who elect to participate in the Plan will constitute a valid and binding obligation of the Company

In addition to the assumptions, qualifications, exceptions and limitations elsewhere set forth in this opinion letter, our opinion expressed above is also subject to the effect of: (i) bankruptcy, insolvency, reorganization, receivership, moratorium and other laws affecting creditors' rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers); and (ii) the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the applicable agreements are considered in a proceeding in equity or at law).

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the filing of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Hogan Lovells US LLP

HOGAN LOVELLS US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Papa John's International, Inc. Nonqualified Deferred Compensation Plan, of our reports dated February 21, 2017, with respect to the consolidated financial statements and schedule of Papa John's International, Inc. and the effectiveness of internal control over financial reporting of Papa John's International, Inc. included in its Annual Report (Form 10-K) for the year ended December 25, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Louisville, Kentucky
October 30, 2017
