

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

FORM 8-K
Current Report
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

February 14, 2010

Papa John's International, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-21660
(Commission
File Number)

61-1203323
(IRS Employer
Identification No.)

2002 Papa John's Boulevard
Louisville, Kentucky
(Address of principal executive offices)
Registrant's telephone number, including area code

40299-2367
(Zip Code)
(502) 261-7272

N/A
(Former name or former address, if changed since last report)

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

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modification to Rights of Security Holders.

Expiration of Rights Agreement. On February 14, 2010, the Stockholder Protection Rights Agreement dated February 14, 2000, as amended December 24, 2002, between Papa John's International, Inc. (the "Company") and Computershare Trust Company, N.A., as Rights Agent (as successor to National City Bank) (the "Rights Agreement"), and the related rights (the "Rights") to purchase Series A Participating Preferred Stock, expired pursuant to their terms. As a result, each outstanding share of the Company's common stock, par value \$0.01 per share ("Common Stock"), is no longer accompanied by a Right. The holders of Common Stock were not entitled to any payment as a result of the expiration of the Rights Agreement and the Rights issued thereunder.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the expiration of the Rights Agreement, the Company filed a Certificate of Elimination with the Secretary of State of the State of Delaware on February 19, 2010, to eliminate all references in the Company's Amended and Restated Certificate of Incorporation to the Series A Participating Preferred Stock. The Certificate of Elimination eliminated the previous designation of 100,000 shares of Series A Participating Preferred Stock and caused such shares of Series A Participating Preferred Stock to resume their status as undesignated shares of preferred stock of the Company. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 to this Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of Series A Participating Preferred Stock*

* Filed herewith

SIGNATURES

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

PAPA JOHN'S INTERNATIONAL, INC.
(Registrant)

Date: February 19, 2010

By: /s/ J. David Flanery
Name: J. David Flanery
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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* Filed herewith

**CERTIFICATE OF ELIMINATION
OF THE
SERIES A PARTICIPATING PREFERRED STOCK
OF
PAPA JOHN'S INTERNATIONAL, INC.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

Papa John's International Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), in accordance with the provisions of Section 151(g) of the Delaware General Corporation Law (the "DGCL"), hereby certifies as follows:

FIRST: Pursuant to Section 151 of the DGCL and authority granted in the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), the Board of Directors of the Corporation previously designated 100,000 shares of preferred stock as Series A Participating Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), and established the powers, preferences and rights of the shares of such series, and the qualifications, limitations or restrictions thereof as set forth in the Certificate of Designation of Rights and Preferences of Series A Preferred Stock of Papa John's International, Inc. (the "Series A Certificate of Designation"), with respect to such Series A Preferred Stock, which Series A Certificate of Designation was filed in the Office of the Secretary of State of the State of Delaware and is in full force and effect on the date hereof. None of the authorized shares of Series A Preferred Stock are outstanding and none will be issued.

SECOND: The Series A Certificate of Designation was filed with the Office of the Secretary of State of the State of Delaware in connection with Stockholder Protection Rights Agreement dated February 14, 2000, as amended December 24, 2002, between the Corporation and Computershare Trust Company, N.A., as rights agent (as successor to National City Bank) (the "Rights Agreement").

THIRD: Pursuant to the authority conferred on the Board of Directors of the Corporation by the Certificate of Incorporation and in accordance with the provisions of Section 151 of the DGCL, the Board of Directors of the Corporation, on February 18, 2010, duly adopted the following resolutions authorizing the elimination of said Series A Preferred Stock:

RESOLVED, that pursuant to the authority conferred on the Board of Directors by the provisions of Section 151 of the Delaware General Corporation Law ("DGCL"), the Board of Directors hereby eliminates the Series A Participating Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), none of which is currently outstanding and none of which will be issued; and

RESOLVED FURTHER, that the appropriate officers of the Corporation, or any one or more of them, hereby are authorized, in the name and on behalf of the Corporation, pursuant to Section 151(g) of the DGCL, to execute and file a Certificate of Elimination of the Series A Preferred Stock with the Secretary of State of the State of Delaware, which shall have the effect when filed with the Secretary of State of the State of Delaware of eliminating from the Amended and Restated Certificate of Incorporation of the Corporation all matters set forth in the Certificate of Designation of Rights and Preferences of Series A Participating Preferred Stock with respect to such Series A Preferred Stock.

FOURTH: The Rights Agreement expired by its terms on February 14, 2010.

FIFTH: That in accordance with the provisions of Section 151 of the DGCL, the Certificate of Incorporation is hereby amended to eliminate all references to the Series A Preferred Stock, and the shares that were designated to such series hereby are returned to the status of authorized but unissued shares of the preferred stock of the Corporation, without designation as to series.

2010. IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer, as of the 18th day of February,

PAPA JOHN'S INTERNATIONAL, INC

By: /s/ J. David Flanery

Name: J. David Flanery

Title: Senior Vice President and Chief Financial Officer