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**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):  
August 30, 2019

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)

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))

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

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

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

Emerging growth company ☐

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

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**Item 8.01. Other Events.**

On August 30, 2019, Papa John’s International, Inc. (the “Company”) filed a prospectus supplement to the prospectus that forms a part of its effective registration statement on Form S-3ASR, also filed on August 30, 2019 (the “Registration Statement”) registering the sale from time to time by the selling stockholders named therein of up to 5,447,727 shares of the Company’s common stock. The Company will not receive any proceeds from the sale of the common stock by the selling stockholders. A copy of the opinion of Hogan Lovells US LLP regarding the legality of the common stock is attached hereto as Exhibit 5.1 to this Current Report on Form 8-K.

Also on August 30, 2019, the Company filed an additional prospectus supplement to the prospectus that forms a part of the Registration Statement, registering the sale from time to time by the selling stockholders named therein of (i) up to 252,530 shares of the Company’s Series B convertible preferred stock (the “Series B Preferred Shares”), and (ii) up to 5,549,002 shares of the Company’s common stock issuable upon conversion of the Series B Preferred Shares (the “Conversion Shares”). The Company will not receive any proceeds from the sale of the Series B Preferred Shares or the Conversion Shares by the selling stockholders. The Company is obligated to register for resale the Series B Preferred Shares and the Conversion Shares pursuant to the Registration Rights Agreement, dated February 4, 2019, by and among the Company and certain funds affiliated with, or managed by, Starboard Value LP on or prior to February 4, 2020. The Company is filing the prospectus supplement to satisfy that obligation. A copy of the opinion of Hogan Lovells US LLP regarding the legality of the Series B Preferred Shares and the Conversion Shares is attached hereto as Exhibit 5.2 to this Current Report on Form 8-K.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number	Description
<a href="#">5.1</a>	<a href="#">Opinion of Hogan Lovells US LLP</a>
<a href="#">5.2</a>	<a href="#">Opinion of Hogan Lovells US LLP</a>

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## 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 thereunto duly authorized.

**PAPA JOHN'S INTERNATIONAL, INC.**  
(Registrant)

Date: August 30, 2019

/s/ Clara M. Passafiume  
Clara M. Passafiume  
Vice President and Secretary

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 Columbia Square  
 555 Thirteenth Street, NW  
 Washington, DC 20004  
 T +1 202 637 5600  
 F +1 202 637 5910  
 www.hoganlovells.com

August 30, 2019

Board of Directors  
 Papa John's International, Inc.  
 2002 Papa John's Boulevard  
 Louisville, KY 40299

Ladies and Gentlemen:

We are acting as counsel to Papa John's International, Inc., a Delaware corporation (the "**Company**"), in connection with the public offering of up to 5,447,727 shares of the Company's common stock, par value \$0.01 per share (the "**Shares**") by the selling stockholders named in the prospectus supplement, dated August 30, 2019 (the "**Prospectus Supplement**"). The offering of the Shares is being made pursuant to the Prospectus Supplement and the accompanying base prospectus dated August 30, 2019 (together with the Prospectus Supplement, the "**Prospectus**") that form part of the Company's effective registration statement on Form S-3ASR (the "**Registration Statement**") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**"). 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 opinions 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.

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 Shares are validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the filing by the Company of a Current Report on Form 8-K relating to the offer and sale of the Shares, which Form 8-K will be incorporated by reference into the Registration Statement and Prospectus, and speaks as of the date hereof. We assume no obligation to advise of any changes in the foregoing subsequent to the delivery of this letter.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. "Hogan Lovells" is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar Zagreb. Business Service Centers: Johannesburg Louisville. Legal Services Center: Berlin. For more information see www.hoganlovells.com

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the above-described Form 8-K and to the reference to this firm under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

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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 opinions 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.

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 Series B Preferred Shares are validly issued, fully paid, and nonassessable, and the Conversion Shares have been duly authorized and, if issued upon conversion of the Series B Preferred Shares on the date hereof in accordance with the Certificate of Designation of Series B Convertible Preferred Stock and the Amended and Restated Certificate of Incorporation of the Company, would be validly issued, fully paid and non-assessable.

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We hereby consent to the filing of this opinion letter as Exhibit 5.2 to the above-described Form 8-K and to the reference to this firm under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

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