

**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):  
May 1, 2025

Commission File Number: 0-21660

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

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

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

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

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

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

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

Emerging growth company

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

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

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

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of the Company was held on May 1, 2025. Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

*Election of Directors.* The stockholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until his or her successor is duly elected and qualified. The following is a breakdown of the voting results:

DIRECTOR	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Christopher L. Coleman	26,666,444	1,477,232	41,280	2,165,395
John W. Garratt	28,020,292	123,289	41,375	2,165,395
Stephen L. Gibbs	28,101,433	40,999	42,524	2,165,395
Laurette T. Koellner	27,961,301	182,943	40,712	2,165,395
Jocelyn C. Mangan	28,012,466	125,603	46,887	2,165,395
Sonya E. Medina	27,949,173	189,014	46,769	2,165,395
John C. Miller	28,032,167	111,508	41,281	2,165,395
Todd A. Penegor	27,721,573	421,409	41,974	2,165,395

*Appointment of Ernst & Young LLP as the Company's Independent Auditors.* The stockholders of the Company ratified the appointment of Ernst & Young LLP as the Company's independent auditors for 2025. The following is a breakdown of the voting results:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
30,228,954	81,813	39,584	—

*Approval of the First Amendment to the Papa John's International, Inc. 2018 Omnibus Incentive Plan.* The stockholders of the Company approved the first amendment to the Company's 2018 Omnibus Incentive Plan (the "2018 Plan") to increase the amount of shares reserved for issuance under the 2018 Plan by 4,900,000 shares. The following is a breakdown of the voting results:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
22,864,184	5,277,479	43,293	2,165,395

*Advisory Approval of the Company's Executive Compensation.* The stockholders of the Company approved a resolution on advisory approval of executive compensation. The following is a breakdown of the voting results:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
26,295,075	1,785,456	104,425	2,165,395

*Stockholder Proposal Regarding Simple Majority Vote.* The resolution presented by The Accountability Board was approved by the stockholders of the Company. The following is a breakdown of the voting results:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
25,194,370	646,951	2,343,634	2,165,395

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: May 1, 2025

/s/ Caroline Miller Oyler

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Caroline Miller Oyler

Chief Legal & Risk Officer and Corporate Secretary