

**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):
June 5, 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 incorporation or organization)	(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))

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. []

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 5, 2025, Papa John’s International, Inc. (the "Company") announced the promotion of Caroline Miller Oyler to the newly created role of Chief Administrative Officer (CAO), effective the same day. Ms. Oyler will continue to oversee the Company’s legal, safety and security, internal audit and risk departments, and will assume additional responsibilities overseeing the Company’s human resources department.

In connection with her promotion, the Compensation Committee of the Board of Directors of the Company has approved an increase in Ms. Oyler’s compensation, which includes an increased annual base salary of \$575,000, the same annual cash incentive target opportunity of 75% of base salary, and an increased annual long-term incentive opportunity with a value of \$650,000, which will be pro-rated for 2025 based upon her time in service. In addition, Ms. Oyler will be granted a one-time equity award of \$100,000 in restricted stock, one-third of which will vest on each anniversary of the grant date. Further information regarding the Company’s executive compensation program is available in our most recent definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 27, 2025.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on June 5, 2025, announcing Ms. Oyler’s promotion. A copy of the press release is attached as Exhibit 99.1 hereto.

The information in the press release is being furnished, not filed, pursuant to Item 7.01 of Form 8-K. Accordingly, the information in Item 7.01 of this Current Report, including Exhibit 99.1, will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description of Exhibit
99.1	Papa John’s International, Inc. press release dated June 5, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 5, 2025

/s/ Todd A. Penegor

Todd A. Penegor

President and Chief Executive Officer



Papa Johns Announces Caroline Miller Oyler as Chief Administrative Officer

Strategic organizational update advances the company's transformation for efficiency and growth

ATLANTA – June 5, 2025 – Papa John's International, Inc. (NASDAQ: PZZA) ("Papa Johns®") today announced the promotion of Caroline Miller Oyler to Chief Administrative Officer, effective immediately. Ms. Oyler has served as the company's Chief Legal and Risk Officer since 2018 and will continue in her role as Corporate Secretary.

In her expanded role, Ms. Oyler will now oversee human resources and culture (People Experience), legal, risk, safety and security, internal audit and facilities. The consolidation of these key business support functions is designed to enable efficiency and closer collaboration across teams.

"Caroline has been an integral part of Papa Johns for more than two decades," said Todd Penegor, CEO of Papa Johns. "Her deep institutional knowledge and proven leadership across multiple functions make her ideally suited to lead this newly formed role as we continue to transform our company for long-term growth."

Ms. Oyler has been with Papa Johns for 26 years and has served as interim leader of the Human Resources function on three occasions, from 2008 to 2009, 2018 to 2019, and in 2022.

About Papa Johns Papa John's International, Inc. (Nasdaq: PZZA) opened its doors in 1984 with one goal in mind: BETTER INGREDIENTS. BETTER PIZZA.® Papa Johns believes that using high-quality ingredients leads to superior quality pizzas. Its original dough is made of only six ingredients and is fresh, never frozen. Papa Johns tops its pizzas with real cheese made from mozzarella, pizza sauce made with vine-ripened tomatoes that go from vine to can in the same day and meat free of fillers. It was the first national pizza delivery chain to announce the removal of artificial flavors and synthetic colors from its entire food menu. Papa Johns is co-headquartered in Atlanta, Ga. and Louisville, Ky. and is the world's third-largest pizza delivery company with more than 6,000 restaurants in approximately 50 countries and territories. For more information about the company or to order pizza online, visit www.PapaJohns.com or download the Papa Johns mobile app for iOS or Android.

Media Contact:

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