FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.O. 20045	

OMB APPROVAL									
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Smith Jeffrey C	2. Issuer Name <b>and</b> T PAPA JOHNS PZZA ]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner						
(Last) (First) (Middl C/O STARBOARD VALUE LP 201 E LAS OLAS BOULEVARD, SUIT	3. Date of Earliest Tra	ansactio	n (Mo	onth/Day/Year)	_	Officer (give t		her (specify low)				
(Street) FORT LAUDERDALE FL 3330  (City) (State) (Zip)	4. If Amendment, Dat	e of Ori	ginal I	Filed (Month/D		6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 at 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par value \$0.01 per	08/26/2022		Code A <sup>(1)</sup>	v	23.6029	(A) or (D)	\$82.02	Transaction(s) (Instr. 3 and 4) 2 16,576.9215	D			
Common Stock, par value \$0.01 per share	08/26/2022		<b>A</b> <sup>(2)</sup>		59	A	\$82.03	16,635.9215	D			
Common Stock, par value \$0.01 per share								1,250,085	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(3)</sup>		
Common Stock, par value \$0.01 per share								234,058	I	By Starboard Value and Opportunity S LLC <sup>(4)</sup>		
Common Stock, par value \$0.01 per share								132,345	I	By Starboard Value and Opportunity C LP <sup>(5)</sup>		
Common Stock, par value \$0.01 per share								124,797	I	By Starboard Value and Opportunity Master Fund L LP <sup>(6)</sup>		
Common Stock, par value \$0.01 per share								429,630	I	By Starboard P Fund LP <sup>(7)</sup>		
Common Stock, par value \$0.01 per share								176,338	I	By Starboard X Master Fund Ltd <sup>(8)</sup>		
Common Stock, par value \$0.01 per share								412,107	I	By Managed Account of Starboard Value LP <sup>(9)</sup>		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security	ve Conversion or Exercise (Month/Day/Year)  ) Price of Derivative  of Security ve Conversion Date  Occupance Derivative  of Conversion Date  Date Execution Date, if any (e.g., put (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (AD 2		150d6 alls, Warnants,  8) Securities Acquired						Security (Instr. 5) 8. Price of Derivative	99. Number of derivative Securities Beneficially Owned 5000000000000000000000000000000000000	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Ownership Form:	Beneficial Ownership (Instr. 4)  11. Nature of Indirect			
(Instr. 3)	Price of Derivative Security	(Monunbay/rear)		Code (		(A) o Dispo of (D (Instr and s	riffes red sed 3, 4	Date Exercisable	Expiration Date	Under Deriva	rlying ative ity (Instr Amount or Number of	Security (Instr. 5)	Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Explanatio	n of Respons	es:									Amount or				
1. Acquisition of dividends on shares held in Nonqualified Deferred Compensation Plan.  Number  2. Acquisition of dividend equivalent rights on restricted stock units awarded May 9, 2010, May 8, 2010, May 9, 2010, May 10, 2010															

- 2. Acquisition of dividend equivalent rights on restricted stock units awacting way y, 2(A); with 2000, 2Experissable, 2Date way Title 2-Shares

  3. Securities beneficially owned by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard V&O Fund for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 4. Securities beneficially owned by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 5. Securities beneficially owned by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 6. Securities beneficially owned by Starboard Value and Opportunity Master Fund L LP ("Starboard L Master"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard L Master, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard L Master for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 7. Securities beneficially owned by Starboard P Fund LP ("Starboard P LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard P LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard P LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 8. Securities beneficially owned by Starboard X Master Fund Ltd ("Starboard X Master"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard X Master, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities directly held by Starboard X Master for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 9. Securities held in a certain account managed by Starboard Value LP (the "Starboard Value LP Account"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the securities held in the Starboard Value LP Account for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

<u>/s/ Jeffrey C. Smith</u> <u>08/30/2022</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.