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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 13)\*

Papa John's International, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

698813 10 2

-----  
(CUSIP Number)

Christopher J. Sternberg, Esq., P.O. Box 99900, Louisville, KY 40269,  
502-266-5200

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

March 19, 1999

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

Check the following box if a fee is being paid with the statement ☐. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## SCHEDULE 13D

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## NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
John H. Schnatter  
316-80-1375

## CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 N/A (a) ☐  
(b) ☐

## SEC USE ONLY

3

## SOURCE OF FUNDS\*

4 N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) ☐

5 N/A

## CITIZENSHIP OR PLACE OF ORGANIZATION

6 U.S.A.

## SOLE VOTING POWER

7

NUMBER OF 6,965,017

## SHARES

## SHARED VOTING POWER

8

BENEFICIALLY

OWNED BY 0

## EACH SOLE DISPOSITIVE POWER

9

REPORTING 6,965,017

## PERSON

## SHARED DISPOSITIVE POWER

WITH 10 0

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 6,965,017

## CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

12 ☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 23.2%

## TYPE OF REPORTING PERSON\*

14

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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AMENDMENT NO. 13 TO

SCHEDULE 13D  
John H. Schnatter

This Amendment No. 13 amends and supplements the Statement on Schedule 13D filed by John H. Schnatter, as amended by Amendment Nos. 1-12 thereto, with respect to the common stock ("Common Stock") of Papa John's International, Inc. (the "Company"). Such Schedule 13D is hereby amended to add or revise information to the items indicated. Unless otherwise indicated, defined terms have the same meaning set forth in the originally filed Schedule 13D, as amended.

Item 4. Purpose of Transaction

On November 27, 1998, Mr. Schnatter made a gift of 5,970 shares of Common Stock to a charity. On February 22, 1999, Mr. Schnatter exchanged 47,649 shares of Common Stock for share interests in the Belcrest Capital Exchange Fund, LLC. Between March 2 and 19, 1999, Mr. Schnatter sold a total of 475,000 shares of Common Stock at an average price of \$43.48 per share. Between March 2 and 3, 1999, The John H. Schnatter Family Foundation sold 4,000 shares at a price of \$43.00 per share.

These transactions result in Mr. Schnatter's owning, directly and indirectly, a total of 6,965,017 shares of Common Stock as follows: 5,753,099 shares owned directly; 642,890 shares owned by the GRAT; 395,500 shares owned by The JHS Family Limited Partnership; 79,750 shares owned by The John H. Schnatter Family Foundation; and 93,778 shares subject to options which are currently exercisable or exercisable within 60 days of March 19, 1999.

By virtue of his stock ownership, and his position as Chairman of the Board and Chief Executive Officer of the Company, Mr. Schnatter may be deemed to be in control of the Company. Mr. Schnatter has no present intent to acquire or dispose of additional shares of Common Stock; however, Mr. Schnatter may from time to time sell shares in order to diversify his assets or make charitable or other gifts of shares.

Item 5. Interest in Securities of the Company

- (a) 6,965,017 (23.2%).
- (b) Sole voting power: 6,965,017 shares  
Shared voting power: 0  
Sole dispositive power: 6,965,017 shares  
Shares dispositive power: 0
- (c) Mr. Schnatter made sales and gifts of shares of Common Stock as described in Item 4.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

March 19, 1999

/s/John H. Schnatter

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Signature

John H. Schnatter

-----  
Name