

Report by issuer of securities quoted on The Nasdaq Stock Market, filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and Rule 13a-17 to 15d-17 thereunder.

Papa John's International, Inc.

EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER

11492 Bluegrass Parkway, Suite 175, Louisville, KY 40299-2334

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

(502) 266-5200

ISSUER'S TELEPHONE NUMBER INCLUDING AREA CODE

I. Change in Number of Shares Outstanding

Indicate any change (increase or decrease) of five percent or more in the number of shares outstanding:

1. Title of security Common Stock, \$.01 par value

2. Number of shares outstanding before the change 17,845,758

3. Number of shares outstanding after the change 18,845,758

4. Effective date of change May 7, 1996

5. Method of change Public Offering

Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.) Firm commitment

underwritten public offering

II. Change in Name of Issuer

1. Name prior to change

2. Name after change

3. Effective date of charter amendment changing name

4. Date of shareholder approval of change, if required

5/7/96 /S/Charles W. Schnatter, Senior Vice President, Secretary and General

DATE OFFICER'S SIGNATURE AND TITLE