

**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): **February 21, 2007**

Commission File Number: 0-21660

PAPA JOHN'S INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

61-1203323

(I.R.S. Employer Identification
Number)

**2002 Papa Johns Boulevard
Louisville, Kentucky 40299-2334**
(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))

Section 5—Corporate Governance and Management

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

(e) Effective February 21, 2007, the Compensation Committee (the "Committee") of the Board of Directors of Papa John's International, Inc. (the "Company") approved payments pursuant to the Company's short-term incentive compensation program to certain named executive officers and certain other officers of the Company, upon certification by the Committee that the performance goals as established under the program for 2006 had been met. The Committee has approved the following payments to the Company's named executive officers:

<u>Name and Principal Position</u>	<u>2006 Payment</u>
John H. Schnatter Executive Chairman	\$ 305,390
Nigel Travis Chief Executive Officer and President	\$ 552,216
J. David Flanery Senior Vice President and Chief Financial Officer	\$ 156,256
William M. Van Epps President, USA	\$ 274,519
Charles W. Schnatter Senior Vice President and Chief Development Officer	\$ 138,222

Also effective February 21, 2007, the Committee approved that the performance metrics for the Company’s 2007 short-term incentive compensation program would remain as the same performance metrics for 2006. A summary of the Company’s short-term incentive compensation program is attached hereto as Exhibit 10.1 and incorporated by reference herein.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
10.1	Summary of Short-Term Incentive Compensation Program.

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: February 27, 2007

/s/ J. David Flanery

J. David Flanery
Senior Vice President and
Chief Financial Officer

Summary of Terms of Short-Term Incentive Compensation Program for Papa John's International, Inc. (the "Company")

Short-term incentive compensation. Our short-term incentive compensation plans are intended to drive short-term (typically one year) operating and financial results deemed crucial to our long-term success. Awards under the management incentive plan and the domestic operations incentive plan are paid in cash based on the achievement of pre-determined performance metrics. The actual amounts of the awards are based on actual performance measured at the end of the fiscal year. In 2006, the primary performance metrics of the management incentive plan were corporate operating income, comparable sales (average same-store, year-over-year sales), an industry standard used to measure company growth, and comparable domestic transactions. The performance metrics for the domestic operations incentive plan were the same except earnings for the U.S. domestic business was used instead of corporate operating income. If target performance were achieved for all metrics, the plans would fund an award pool in an amount designated by the Compensation Committee near the beginning of the incentive period. If target performance exceeds all metrics, the plans could fund an award pool in excess of the pre-established target pool amount. In 2006, there was no limit on the size of the award pool. For 2006, these plans were uncapped, and achievement of performance levels in excess of target would have resulted in a greater award for each individual. Eighty percent of the award pool is allocated to the participants based on individual pre-determined short-term incentive targets, and the remaining twenty percent of this award pool is allocated to the participants to reward relative individual performance.

For 2007, all plans other than the domestic operations profit sharing plan described below are capped at 200% of target prior to any consideration of comparable transactions and individual performance. In 2007, the primary performance metrics of the plans are the same as the performance metrics for 2006. For 2007, payouts may be adjusted upward or downward based on a scale tied to comparable transactions.

Domestic operations profit sharing plan. The Senior Vice President, Domestic Operations is eligible to participate in the Company's domestic operations profit sharing plan which yields 3.33% of all profits from domestic operations in excess of budget to plan participants. Under this plan, the Chief Executive Officer has the latitude to reduce this payment based on a review of the market conditions encountered and the resulting degree of difficulty associated with the achieved performance.
