



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.

---

---

---

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

On March 14, 2019, the Board of Directors (the “**Board**”) of Papa John’s International, Inc. (the “**Company**”) increased the size of the Board from nine to eleven directors and appointed Michael Dubin and Jocelyn Mangan to the Board. Mr. Dubin and Ms. Mangan will stand for election at the Company’s 2019 Annual Meeting of Stockholders. There are no transactions or relationships between the registrant and either Mr. Dubin or Ms. Mangan that are reportable under Item 404(a) of Regulation S-K.

These appointments were the result of a search by the Board and the Corporate Governance and Nominating Committee, as contemplated by the Governance Agreement between the Company and Starboard Value LP.

A copy of the Company’s press release announcing the appointments of Mr. Dubin and Ms. Mangan is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Papa John’s International, Inc. press release dated March 14, 2019

1

---

**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 hereunto duly authorized.

Date: March 15, 2019

PAPA JOHN'S  
INTERNATIONAL, INC.

By: /s/ Joseph H. Smith, IV

Name: Joseph H. Smith, IV  
Title: Senior Vice President and  
Chief Financial Officer

2

---