

PAPA JOHNS INTERNATIONAL INC

Form 8-K/A

September 19, 2018

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

**FORM 8-K/A  
(Amendment No. 1)**

**Current Report Pursuant to Section 13 or 15(d)  
Of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 5, 2018**

**Papa John's International, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**0-21660**                      **61-1203323**  
(Commission File Number)      (IRS Employer Identification No.)

**2002 Papa John's Boulevard**  
**Louisville, Kentucky 40299-2367**  
(Address of principal executive offices) (Zip Code)

**(502) 261-7272**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

This amendment is being filed to supplement Item 5.02 of the Current Report on Form 8-K filed by Papa John's International, Inc. (the "Company") on September 5, 2018, announcing the retirement of Timothy C. O'Hern, former President, International and Chief Development Officer the Company. The Compensation Committee of the Board of Directors of the Company determined to treat Mr. O'Hern's retirement as a termination without cause under the Employment Agreement, dated as of March 1, 2015, by and between the Company and Mr. O'Hern (the "Employment Agreement"). As a condition to receipt of the benefits under the Employment Agreement, Mr. O'Hern signed a customary waiver and full release of claims against the Company on September 13, 2018. A copy of the Employment Agreement is filed as Exhibit 10.3 to the Company's Annual Report on Form 10-K for the year ended December 28, 2014 and is incorporated herein by reference.

**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.

**PAPA JOHN'S INTERNATIONAL, INC.**  
(Registrant)

Date: September 19, 2018 /s/ Steve Ritchie  
Steve Ritchie  
President and Chief Executive Officer