

PAPA JOHNS INTERNATIONAL INC  
Form 8-K  
February 19, 2010  
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 14, 2010

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

Delaware  
(State or other jurisdiction  
of incorporation)

0-21660  
(Commission  
File Number)

61-1203323  
(IRS Employer  
Identification No.)

2002 Papa John's Boulevard  
Louisville, Kentucky  
(Address of principal executive offices)  
Registrant's telephone number, including area code

40299-2367  
(Zip Code)  
(502) 261-7272

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))

Item 3.03 Material Modification to Rights of Security Holders.

Expiration of Rights Agreement. On February 14, 2010, the Stockholder Protection Rights Agreement dated February 14, 2000, as amended December 24, 2002, between Papa John's International, Inc. (the "Company") and Computershare Trust Company, N.A., as Rights Agent (as successor to National City Bank) (the "Rights Agreement"), and the related rights (the "Rights") to purchase Series A Participating Preferred Stock, expired pursuant to their terms. As a result, each outstanding share of the Company's common stock, par value \$0.01 per share ("Common Stock"), is no longer accompanied by a Right. The holders of Common Stock were not entitled to any payment as a result of the expiration of the Rights Agreement and the Rights issued thereunder.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the expiration of the Rights Agreement, the Company filed a Certificate of Elimination with the Secretary of State of the State of Delaware on February 19, 2010, to eliminate all references in the Company's Amended and Restated Certificate of Incorporation to the Series A Participating Preferred Stock. The Certificate of Elimination eliminated the previous designation of 100,000 shares of Series A Participating Preferred Stock and caused such shares of Series A Participating Preferred Stock to resume their status as undesignated shares of preferred stock of the Company. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 to this Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1 Certificate of Elimination of Series A Participating Preferred Stock\*

\* Filed herewith

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: February 19, 2010

By: /s/ J. David Flanery  
Name: J. David Flanery  
Senior Vice President and Chief  
Financial Officer

EXHIBIT INDEX

Exhibit No. Description

3.1 Certificate of Elimination of Series A Participating Preferred Stock\*

\* Filed herewith

4

---