

PAPA JOHNS INTERNATIONAL INC  
Form NT 10-K  
February 28, 2019

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC FILE NUMBER: 0-21660

CUSIP NUMBER: 698813102

(Check one):       Form 10-K               Form 20-F                       Form 11-K               Form 10-Q               Form 10-D  
                          Form N-SAR               Form N-CSR

For Period Ended:      December 30, 2018

- Transition Report on Form 10-K
  - Transition Report on Form 20-F
  - Transition Report on Form 11-K
  - Transition Report on Form 10-Q
  - Transition Report on Form N-SAR
- For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I REGISTRANT INFORMATION**

**PAPA JOHN S INTERNATIONAL, INC.**

Full Name of Registrant

**Not Applicable**

Former Name if Applicable

**2002 Papa Johns Boulevard**

Address of Principal Executive Office (Street and Number)

**Louisville, Kentucky 40299-2367**

City, State and Zip Code

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

x

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Papa John's International, Inc. (the Company) was notified by KPMG LLP, its independent registered public accounting firm, that the firm requires additional time to complete the audit of the Company's consolidated financial statements as of and for the fiscal year ended December 30, 2018 in accordance with the standards of the Public Company Accounting Oversight Board. KPMG LLP was unable to complete its audit procedures, including its evaluation of the Company's internal control over financial reporting and completion of its supporting documentation, and render its audit opinion by February 28, 2019.

The Company fully expects to file its Annual Report on Form 10-K for the fiscal year ended December 30, 2018 (the Form 10-K) within the extension period of 15 calendar days as provided under Rule 12b-25 under the Securities Exchange Act of 1934, as amended (the Exchange Act). The Company does not expect any changes to previously reported financial results, including the financial results it previously reported in its press release furnished as Exhibit 99.1 to the Company's Current Report on Form 8-K filed February 26, 2019.

Attached hereto and filed as Exhibit 99.1 to this Form 12b-25 is the statement of KPMG LLP as contemplated by Rule 12b-25(c) of the Exchange Act.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification  
Clara M. Passafiume 502 261-7272  
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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\* The Company does not expect any changes to the financial results it previously reported in its press release furnished as Exhibit 99.1 to the Company's Current Report on Form 8-K filed February 26, 2019.

**Forward-Looking Statements**

Certain matters discussed in this Form 12b-25 constitute forward-looking statements within the meaning of the federal securities laws. All statements contained in this notification that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the Company's internal control over financial reporting, the Company's expectations regarding its financial results reported in its press release furnished as Exhibit 99.1 to the Company's Current Report on Form 8-K filed February 26, 2019 and the Company's expectation that it will file the Form 10-K within the time period prescribed by Rule 12b-25. These forward-looking statements are based on management's current expectations.

These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to the risk that the Company is not able to complete its Form 10-K in the time period that it currently expects, and the risk that the Company finds errors in its consolidated financial statements. Other important factors are discussed in detail in Part I. Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as updated by Part II. Item 1A. Risk Factors in our Quarterly Report on Form 10-Q for the quarterly period ended July 1, 2018. We undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise, except as required by law.

**PAPA JOHN S INTERNATIONAL, INC.**

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(Name of Registrant as Specified in Charter)

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has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 28, 2019

By: /s/ Joseph H. Smith, IV  
Joseph H. Smith, IV  
Senior Vice President, Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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