PAPA JOHNS INTERNATIONAL INC

FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 05/01/96

Address	2002 PAPA JOHNS BOULEVARD LOUISVILLE, KY 40299-2334
Telephone	5022617272
CIK	0000901491
Symbol	PZZA
SIC Code	5812 - Eating Places
Industry	Restaurants
Sector	Services
Fiscal Year	12/31

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 1, 1996.

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549 **FORM S-3**

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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 NO.)

11492 BLUEGRASS PARKWAY, SUITE 175
LOUISVILLE, KENTUCKY 40299-2334
(502) 266-5200

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF **REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)**

CHARLES W. SCHNATTER, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
PAPA JOHN'S INTERNATIONAL, INC.
P.O. BOX 99900
LOUISVILLE, KENTUCKY 40269-9990
(502) 266-5200
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, **OF AGENT FOR SERVICE)**

COPIES OF COMMUNICATIONS TO:

IVAN M. DIAMOND, ESQ. GREENEBAUM DOLL & MCDONALD PLLC 3300 NATIONAL CITY TOWER LOUISVILLE, KENTUCKY 40202-3197 (502) 589-4200	DAN BUSBEE, ESQ. LOCKE PURNELL RAIN HARRELL (A PROFESSIONAL CORPORATION) 2200 ROSS AVENUE, SUITE 2200 DALLAS, TEXAS 75201-6776 (214) 740-8000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [_]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered in connection with dividend or interest reinvestment plans, check the following box. [_] If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-02729

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [_]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: [_]

CALCULATION OF ADDITIONAL REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE

Common Stock, $0.01 par value.....	161,000 Shares	$47.875	$7,707,875	$2,658

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457.

EXPLANATORY NOTE

This Registration is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 333-02729) filed by Papa John's International, Inc. with the Securities and Exchange Commission on April 23, 1996, which was declared effective May 1, 1996, are incorporated herein by reference.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF LOUISVILLE, KENTUCKY, ON THE 1ST DAY OF MAY, 1996.

Papa John's International, Inc.

/s/ Charles W. Schnatter
By: _____
Charles W. Schnatter
Senior Vice President, Secretary
and General Counsel

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints John H. Schnatter, Charles W. Schnatter and E. Drucilla Milby, and each of them with full power to act without the others, as his or her true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his or her behalf, individually and in each capacity stated below, all amendments (including post-effective amendments) to this Registration Statement on Form S-3 and to file the same, with all exhibits thereto and any other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as each might or could do in person, hereby ratifying and confirming each act that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue thereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED.

SIGNATURE	TITLE	DATE
/s/ John H. Schnatter John H. Schnatter	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 1, 1996
/s/ Charles W. Schnatter Charles W. Schnatter	Senior Vice President, Secretary, General Counsel and Director	May 1, 1996
/s/ O. Wayne Gaunce O. Wayne Gaunce	Director	May 1, 1996
/s/ Jack A. Laughery Jack A. Laughery	Director	May 1, 1996
/s/ Michael W. Pierce Michael W. Pierce	Director	May 1, 1996
/s/ Richard F. Sherman Richard F. Sherman	Director	May 1, 1996
/s/ E. Drucilla Milby E. Drucilla Milby	Chief Financial Officer and Treasurer (Principal Financial Officer)	May 1, 1996
/s/ J. David Flanery J. David Flanery	Vice President and Corporate Controller (Principal Accounting Officer)	May 1, 1996

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
* 1.1	Form of Underwriting Agreement	
5.1	Opinion of Greenebaum Doll & McDonald PLLC	
23.1	Consent of Greenebaum Doll & McDonald PLLC (included in Exhibit 5.1)	
23.2	Consent of Ernst & Young LLP	
*24.1	Powers of Attorney	

*Incorporated by reference to the Company's Registration Statement on Form S-3,

as amended, Reg.No. 333-02729.

[LETTERHEAD GREENEBAUM DOLL & McDONALD PLLC]

May 1, 1996

PAPA JOHN'S INTERNATIONAL, INC.
11492 Bluegrass Parkway, Suite 175
Louisville, Kentucky 40299

Ladies and Gentlemen:

We have acted as legal counsel in connection with the preparation of a Registration Statement on Form S-3 under the Securities Act of 1933, as amended ("Registration Statement"), covering an aggregate of 161,000 shares of common stock, par value $.01 per share (the "Common Stock"), of Papa John's International, Inc., a Delaware corporation (the "Company"), of which 21,000 shares are subject to an over-allotment option granted to the Underwriters by the Company.

We have examined and are familiar with the Amended and Restated Certificate of Incorporation and Restated By-Laws of the Company, and the various corporate records and proceedings relating to the organization of the Company and the proposed issuance of the Common Stock. We have also examined such other documents and proceedings as we have considered necessary for the purpose of this opinion.

Based on the foregoing, it is our opinion that the Common Stock has been duly authorized and, when issued and paid for in accordance with the terms of the Registration Statement, will be validly issued, fully paid and non- assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and with such state securities administrators as may require such opinion of counsel for the registration of the Common Stock, and to the reference to this firm under the heading "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

GREENEBAUM DOLL & McDONALD PLLC

GD&M/llb

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-3 (which incorporates by reference the contents of an earlier effective Registration Statement on Form S-3 (No. 333-02729)) of Papa John's International, Inc. for the registration of 161,000 shares of its common stock of our report dated February 27, 1996, with respect to the consolidated financial statements of Papa John's International, Inc. and subsidiaries incorporated by reference in its Annual Report (Form 10-K) for the fiscal year ended December 31, 1995, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Louisville, Kentucky

May 1, 1996

End of Filing

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