PAPA JOHNS INTERNATIONAL INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/20/96

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 November 20, 1996.
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PAPA JOHN'S INTERNATIONAL, INC.

(Exact name of registrant specified in its charter)

DELAWARE	61-1203323
(State of Incorporation)	(I.R.S. Employer Identification No.)

11492 BLUEGRASS PARKWAY, SUITE 175
LOUISVILLE, KENTUCKY 40299
(Address of Principal Executive Offices)

PAPA JOHN'S INTERNATIONAL, INC.

1993 STOCK OWNERSHIP INCENTIVE PLAN
(Full title of the plan)

CHARLES W. SCHNATTER, ESQ.
SENIOR VICE PRESIDENT, GENERAL
COUNSEL AND SECRETARY
PAPA JOHN'S INTERNATIONAL, INC.
11492 BLUEGRASS PARKWAY, SUITE 175
LOUISVILLE, KENTUCKY 40299
(502) 266-5200
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE
Common Stock, par value $.01	1,500,000 shares	$47.625	$71,437,500	$21,647.73

(1) 2,250,000 shares, as adjusted for Registrant's 3-for-2 stock split to be distributed November 22, 1996.

(2) Estimated solely for the purpose of calculating the registration fee. This estimate has been calculated in accordance with Rule 457 under the Securities Act of 1933 and is based on the average of the high and low prices per share as reported on the National Association of Securities Dealers - National Market System on November 14, 1996.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Papa John's International, Inc. ("Registrant") previously filed a Registration Statement ("Initial Registration Statement") on Form S-8 (Reg. No. 33-67472) covering 825,000 shares of Registrant's Common Stock issuable pursuant to the Papa John's International, Inc. 1993 Stock Ownership Incentive Plan (the "Plan"). This Registration Statement is being filed for the purpose of registering 1,500,000 additional shares of Registrant's Common Stock for issuance under the Plan. Pursuant to General Instruction E of Form S-8, the contents of the Initial Registration Statement are incorporated by reference into this Registration Statement. After giving effect to the Registrant's 3-for-2 stock split to be distributed November 22, 1996, this Registration Statement and the Initial Registration Statement will cover 2,250,000 and 1,237,500 shares, respectively.

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement:

5 Opinion and consent of Greenebaum Doll & McDonald PLLC.

23.1 Consent of Greenebaum Doll & McDonald PLLC (included in Exhibit 5).

23.2 Consent of Ernst & Young LLP.

24 Powers of Attorney (included on signature page of the Registration Statement).

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF LOUISVILLE, COMMONWEALTH OF KENTUCKY, ON NOVEMBER 19, 1996.

PAPA JOHN'S INTERNATIONAL, INC.

By:/s/ John H. Schnatter

John H. Schnatter
Chairman, Chief Executive Officer and Director

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John H. Schnatter, Charles W. Schnatter and Christopher J. Sternberg, each with full power to act without the other, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, 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 or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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)	November 19, 1996
/s/ Charles W. Schnatter Charles W. Schnatter	Senior Vice President, Secretary, General Counsel and Director	November 19, 1996
/s/ O. Wayne Gaunce O. Wayne Gaunce	Director	November 19, 1996
/s/ Jack A. Laughery Jack A. Laughery	Director	November 19, 1996

SIGNATURE	TITLE	DATE
/s/ Michael W. Pierce Michael W. Pierce	Director	November 19, 1996
/s/ Richard F. Sherman Richard F. Sherman	Director	November 19, 1996
/s/ E. Drucilla Milby E. Drucilla Milby	Vice President and Treasurer (Principal Financial Officer)	November 19, 1996
/s/ J. David Flanery J. David Flanery	Vice President and Corporate Controller (Principal Accounting Officer)	November 19, 1996

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
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Exhibit 5

November 19, 1996

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-1004

Re: Papa John's International, Inc. -- Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel in connection with the preparation of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement"), covering 1,500,000 (2,250,000 as adjusted for the stock split to be distributed November 22, 1996) additional shares of common stock, par value $.01 per share (the "Shares"), of Papa John's International, Inc., a Delaware corporation (the "Company"), to be issued under the Papa John's International, Inc. 1993 Stock Ownership Incentive Plan (the "Plan").

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

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

Very truly yours,

GREENEBAUM DOLL & MCDONALD PLLC

Exhibit 23.2

Consent of Independent Auditors

We consent to the reference to our firm in the Registration Statement on Form S-8 for the registration of 1,500,000 shares of common stock of Papa John's International, Inc., which incorporates by reference a previously filed Registration Statement on Form S-8 (Reg. No. 33-67472), pertaining to the Papa John's International, Inc. 1993 Stock Ownership Plan (collectively referred to as the Form S-8) and to the incorporation by reference in the Form S-8 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.

Ernst & Young LLP

Louisville, Kentucky

November 14, 1996

End of Filing

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