

Papa Murphy's Holdings, Inc.  
Form 8-K  
June 16, 2015

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

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

June 16, 2015 (June 10, 2015)  
Date of report (Date of earliest event reported)

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

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Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)  
8000 NE Parkway Drive, Suite 350  
Vancouver, WA  
(Address of principal executive offices)

001-36432  
(Commission  
File Number)

98662  
(Zip Code)

27-2349094  
(IRS Employer  
Identification No.)

(360) 260-7272  
(Registrant's telephone number, including area code)

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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))
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Item 1.01 Entry into a Material Definitive Agreement

On June 10, 2015, Papa Murphy's Holdings, Inc. (the "Company") entered into an Underwriting Agreement (the "Underwriting Agreement") with Jefferies LLC (the "Underwriter") and the selling stockholders named therein (the "Selling Stockholders"), pursuant to which the Selling Stockholders agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Stockholders, subject to and upon the terms and conditions set forth therein, an aggregate of up to 2,875,000 shares of the common stock, par value \$0.01 per share, of the Company (which includes an option to purchase 375,000 additional shares of common stock) (the "Shares") at a price of \$17.55 per Share. The Company will not receive any proceeds from the sale of the Shares by the Selling Stockholders. The Shares were registered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-203907) declared effective by the Securities and Exchange Commission on May 12, 2015. The sale of the Shares pursuant to the Underwriting Agreement closed on June 16, 2015.

The Underwriting Agreement contains certain representations, warranties, covenants and conditions. It also provides that the Company will indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the Underwriter may be required to make in respect of those liabilities.

The foregoing description of the terms of the Underwriting Agreement does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Underwriting Agreement which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this report:

EXHIBIT NUMBER DESCRIPTION OF EXHIBITS

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|-----|---|
| 1.1 | Underwriting Agreement, dated as of June 10, 2015, by and among Papa Murphy's Holdings, Inc., Jefferies LLC and the selling stockholders named therein. |
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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 MURPHY'S HOLDINGS, INC.

By: /s/ Mark Hutchens  
Name: Mark Hutchens  
Title: Chief Financial Officer

Date: June 16, 2015

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EXHIBIT INDEX

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