

RUPP NIK

Form 4

January 07, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUPP NIK

2. Issuer Name **and** Ticker or Trading
Symbol
Papa Murphy's Holdings, Inc.
[FRSH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O PAPA MURPHY'S
HOLDINGS, INC., 8000 NE
PARKWAY DRIVE, SUITE 350

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

VANCOUVER, WA 98662

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 4.75	01/01/2019		A		64,525		<u>(1)</u>	01/01/2029	Common Stock	64,525
Performance Share Units	<u>(2)</u>	01/01/2019		A		21,599 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	21,599

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RUPP NIK
C/O PAPA MURPHY'S HOLDINGS, INC.
8000 NE PARKWAY DRIVE, SUITE 350
VANCOUVER, WA 98662

Chief Financial Officer

Signatures

/s/ Daniel R. Smith
attorney-in-fact

01/07/2019

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Stock Option granted under the 2014 Management Incentive Plan and becomes exercisable with respect to 33-1/3% of the shares on each of the first three anniversaries of the date of the grant.

Performance share units ("PSUs") granted under the 2014 Management Incentive Plan represent shares of Papa Murphy's Holdings, Inc.

(2) ("Papa Murphy's") common stock to which the reporting person will be entitled. Each PSU represents the right to receive, at settlement, one share of Papa Murphy's common stock.

(3) The number of PSUs represents the target number of shares of Papa Murphy's common stock to which the reporting person will be entitled. The actual number of shares associated with the grant will depend on the achievement of certain specified performance criteria during the 2019 fiscal year including stock price performance and adjusted EBITDA performance.

(4) Subject to the achievement of certain specified performance criteria, each PSU will vest on the earliest of 50% on the second anniversary of the date of the grant and 50% on the third anniversary of the date of the grant, Papa Murphy's common stock trading at \$10.00 or higher for 90 consecutive days, or a change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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