

Papa Murphy's Holdings, Inc.  
Form 8-K  
August 21, 2014

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

Date of report: August 18, 2014  
(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)

27-2349094  
(IRS Employer  
Identification No.)

98662  
(Zip Code)

(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 2.01 Completion of Acquisition or Disposition of Assets

On August 18, 2014, Papa Murphy's Company Stores, Inc. ("PMCS"), a wholly-owned subsidiary of Papa Murphy's Holdings, Inc., completed the purchase of certain assets used in the operation of nine Papa Murphy's stores in the Minneapolis, MN area from Drake Enterprises Incorporated, the previous operator of the nine Papa Murphy's stores (the "Seller"), pursuant to the terms of a Purchase and Sale Agreement by and among PMCS and the Seller dated as of August 18, 2014 (the "Agreement"). The total purchase price ("Purchase Price") was \$3.37 million, subject to customary adjustments as stated in the Agreement. Of the Purchase Price, \$2.9 million was paid through the issuance of a promissory note and the remainder was paid in cash. PMCS also agreed to assume lease agreements for the nine acquired stores which have expiration dates ranging from February 2016 to June 2020.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The required financial statements related to the acquisition described in Item 2.01 above are not included in this Current Report on Form 8-K. The financial statements will be provided in an amendment to this Current Report on Form 8-K to be filed by the registrant no later than November 1, 2014.

(b) Pro forma financial information.

The required pro forma financial information relative to the acquisition described in Item 2.01 above is not included in this Current Report on Form 8-K. The pro forma financial information will be provided in an amendment to this Current Report on Form 8-K to be filed by the registrant no later than November 1, 2014.

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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: August 20, 2014