

Papa Murphy's Holdings, Inc.
Form DEF 14A
April 05, 2017

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-11(c) or § 240.14a-12

PAPA MURPHY'S HOLDINGS, INC.

(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No Fee required

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

PAPA MURPHY'S HOLDINGS, INC.

**8000 NE Parkway Drive, Suite 350
Vancouver, WA 98662
(360) 260-7272**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 24, 2017**

To the Stockholders of
Papa Murphy's Holdings, Inc.:

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders (the "Annual Meeting") of Papa Murphy's Holdings, Inc. ("Papa Murphy's" or the "Company") will be held on May 24, 2017, at 9:00 a.m. Pacific Time for the following purposes:

1. to elect three Class III directors to serve until the 2020 annual meeting of stockholders and until their successors are elected and qualified;
2. to ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2018; and
3. to transact any other business that may properly come before the meeting, or any adjournments, recesses or postponements of the meeting.

This year's annual meeting, like last year's annual meeting, will again be a completely virtual meeting of stockholders, which will be conducted via live webcast. You will be able to participate in the annual meeting of stockholders via live webcast online and submit your questions during the meeting by visiting <http://www.virtualshareholdermeeting.com/FRSH2017>. You also will be able to vote your shares electronically at the annual meeting. Details regarding how to participate in the meeting online and the business to be conducted at the annual meeting are more fully described in the accompanying Proxy Statement.

The Board of Directors of the Company has fixed the close of business on March 27, 2017 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting. Only stockholders of record at the close of business on that date will be entitled to notice of and to vote at the Annual Meeting or any adjournments, recesses or postponements of the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on May 24, 2017: The Proxy Statement for the Annual Meeting and the Annual Report to Stockholders for the fiscal year ended January 2, 2017 are available at www.proxyvote.com.

By Order of the
Board,

/s/ Jean M. Birch
Jean M. Birch
Interim President
and Chief
Executive Officer

Vancouver, Washington
April 5, 2017

YOUR VOTE IS IMPORTANT. Whether or not you plan to participate in the Annual Meeting, we urge you to submit your vote via the Internet, telephone or mail.

PAPA MURPHY'S HOLDINGS, INC.

**8000 NE Parkway Drive, Suite 350
Vancouver, WA 98662
(360) 260-7272**

**PROXY STATEMENT
for
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 24, 2017**

INTRODUCTION

General

This Proxy Statement is being furnished to the stockholders of Papa Murphy's Holdings, Inc., a Delaware corporation ("Papa Murphy's" or the "Company"), as part of the solicitation of proxies by the Company's board of directors (the "Board of Directors" or the "Board") from holders of the outstanding shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), for use at the Company's annual meeting of stockholders (the "Annual Meeting") to be held at 9:00 a.m. Pacific Time, on May 24, 2017, and at any adjournments or postponements thereof. At the Annual Meeting, stockholders will be asked to vote on the following matters: the election of three Class III directors to serve until the 2020 annual meeting of stockholders and until their successors are elected and qualified, the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2018 and any other business that may properly come before the meeting or any adjournments, recesses or postponements of the meeting.

A Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy materials, including this proxy statement and our 2016 Annual Report, is first being mailed to stockholders of Papa Murphy's on or about April 5, 2017. The Notice also provides instructions on how to vote over the Internet, by mail or by telephone. If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you specifically request these materials.

Solicitation, Voting and Revocability of Proxies

The Board of Directors has fixed the close of business on March 27, 2017 as the record date for the determination of the stockholders entitled to notice of and to vote at the Annual Meeting (the "Record Date"). Accordingly, only holders of record of shares of Common Stock at the close of business on the Record Date will be entitled to vote at the Annual Meeting, with each such share entitling its owner to one vote on all matters properly presented at the Annual Meeting. On the Record Date, 16,967,303 shares of Common Stock were outstanding. The presence, in person (through online participation) or by proxy, of a majority of the total number of outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting.

All proxies properly submitted in time to be counted at the Annual Meeting will be voted in accordance with the instructions contained therein. The Board of Directors does not know of any matters other than those described in the Notice of Annual Meeting that are to come before the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons named in the proxy will have discretion to vote the shares of Common Stock they represent in accordance with their own judgement on those matters.

Stockholders who execute proxies retain the right to revoke them at any time prior to the exercise of the powers conferred thereby by filing a written notice of revocation with, or by delivering a duly executed proxy bearing a later date to, Corporate Secretary, Papa Murphy's Holdings, Inc., 8000 NE Parkway Drive, Suite 350, Vancouver, Washington 98662, or by participating in the Annual Meeting and voting their shares electronically at the Annual Meeting. All valid, unrevoked proxies will be voted at the Annual Meeting.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Although we encourage you to read the enclosed Proxy Statement in its entirety, we include this question and answer section to provide some background information and brief answers to several questions you might have about the Annual Meeting.

Q: Why are we providing these materials?

A: Our Board of Directors is providing these proxy materials to you in connection with our Annual Meeting, which will take place on May 24, 2017. Stockholders are invited to participate in the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

Q: What information is contained in these materials?

A: The information included in this Proxy Statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the compensation of directors and our most highly paid officers, and other required information.

Q: What proposals will be voted on at the Annual Meeting?

A: There are two proposals scheduled to be voted on at the Annual Meeting:

the election of three Class III directors to serve until the 2020 annual meeting of stockholders and until their successors are elected and qualified (Proposal No. 1); and

the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2018 (Proposal No. 2).

We will also consider other business that properly comes before the Annual Meeting.

Q: How does the Board of Directors recommend that I vote?

A: Our Board of Directors recommends that you vote your shares **"FOR"** the election of the Board's nominees for election to the Board of Directors as Class III directors and **"FOR"** the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2018.

Q: What shares owned by me can be voted?

A: All shares of the Company's Common Stock owned by you as of the close of business on March 27, 2017, which is the Record Date, may be voted by you. You may cast one vote per share of Common Stock that you held on the Record Date. These shares include shares that are: (1) held directly in your name as the stockholder of record, and (2) held for you as the beneficial owner through a stockbroker, bank or other nominee.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: Most stockholders of the Company hold their shares through a stockbroker, bank or other nominee rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, you are considered, with respect to those shares, the stockholder of record, and these proxy materials are being sent directly to you by the Company. As the stockholder of record, you have the right to grant your voting proxy directly to the Company as described below under "How can I vote my shares without participating in the Annual Meeting?" or to vote electronically at the Annual Meeting.

Beneficial Owner

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker how to vote and you are also invited to participate in the Annual Meeting. However, since you are not the stockholder of record, you may not vote these shares at the Annual Meeting unless you obtain a legal proxy from your broker or other nominee authorizing you to vote your shares at the Annual Meeting. Your broker or nominee has sent you instructions describing how you can direct the broker or nominee to vote your shares. You may vote your shares by Internet or by telephone as described below under “How can I vote my shares without participating in the Annual Meeting?”

Q: How can I vote my shares during the Annual Meeting?

A: This year’s annual meeting will be held entirely online to allow greater participation. Stockholders may participate in the Annual Meeting by visiting the following website: <http://www.virtualshareholdermeeting.com/FRSH2017>. To participate in the Annual Meeting, you will need the 16-digit control number included on your Notice, on your proxy card or on the instructions that accompanied your proxy materials. Shares held in your name as the stockholder of record may be voted electronically during the Annual Meeting. Shares for which you are the beneficial owner but not the stockholder of record also may be voted electronically during the Annual Meeting.

However, even if you plan to participate in the Annual Meeting, the Company recommends that you vote your shares in advance (as described below) so that your vote will be counted if you later decide not to participate in the Annual Meeting.

Q: How can I vote my shares without participating in the Annual Meeting?

A: To vote your shares without participating in the Annual Meeting, please follow the instructions for Internet or telephone voting on the Notice. If you request printed copies of the proxy materials by mail, you may also vote by signing and submitting your proxy card and returning it by mail, if you are the stockholder of record, or by signing the voter instruction form provided by your bank or broker and returning it by mail, if you are the beneficial owner but not the stockholder of record. This way your shares will be represented whether or not you are able to participate in the meeting.

Q: Can I change my vote?

A: Participating in the Annual Meeting alone will not cause your previously granted proxy to be revoked. You may change your proxy instructions at any time prior to the vote at the Annual Meeting. You may accomplish this by entering a new vote by Internet, by telephone, by delivering a written notice of revocation to the Corporate Secretary of the Company, by granting a new proxy card or new voting instruction card bearing a later date (which

automatically revokes the earlier proxy instructions), or by participating in the Annual Meeting and voting your shares electronically at the Annual Meeting.

Q: How are votes counted?

A: You may vote “**FOR**” or “**WITHHOLD**” authority to vote for each nominee for election as a director. If you vote your shares without providing specific instructions, your shares will be voted “**FOR**” each nominee for election to the Board of Directors. If you vote to “**WITHHOLD**” authority to vote for any nominee for election as a director, the shares represented will be counted as present for the purpose of determining a quorum, but they will not be counted and will have no effect in determining whether the nominee is elected. If a quorum is present, our Amended and Restated Bylaws, as amended to date (the “Bylaws”), provide that directors are elected by a plurality of the votes cast by the shares entitled to vote. Abstentions and broker non-votes (as described below) are counted for purposes of determining whether a quorum exists at the Annual Meeting, but are not counted and have no effect on the determination of whether a plurality exists with respect to a given nominee.

You may vote “**FOR**” or “**AGAINST**” or “**ABSTAIN**” from voting when voting on the ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 1, 2018. If you vote your shares without providing specific instructions, your shares will be voted in accordance with the recommendations of the Board of Directors. If you choose to “**ABSTAIN**” from voting on the ratification of the appointment of Moss Adams LLP, the shares represented will be counted as present for the purpose of determining a quorum, but they will not be counted and will have no effect in determining whether the proposal is approved.

If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may constitute “broker non-votes.” Under the rules that govern brokers who have record ownership of shares that are held in street name for their clients, brokers have discretion to vote these shares on routine matters but not on non-routine matters. Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given.

Thus, if you do not otherwise instruct your broker, the broker may turn in a proxy card voting your shares “**FOR**” routine matters while expressly noting that the broker is not voting on non-routine matters. A broker non-vote occurs when a broker expressly instructs on a proxy card that the broker is not voting on a matter, whether routine or non-routine. The ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 1, 2018 is considered a routine matter, so unless you have provided otherwise, your broker will have discretionary authority to vote your shares on that proposal. However, the election of three Class III directors to serve until the 2020 annual meeting of stockholders and until their successors are elected and qualified is considered a non-routine matter, so unless you have provided instructions to your broker with respect to such proposal, your broker will not have authority to vote your shares on that proposal and your shares will constitute broker non-votes. Broker non-votes are counted for the purpose of determining the presence or absence of a quorum but are not counted for purposes of determining the number of votes cast for, or entitled to vote on, a proposal.

Q: What is the quorum requirement for the Annual Meeting?

A: The quorum requirement for holding the Annual Meeting and transacting business is a majority of the outstanding shares entitled to be voted. The shares may be present in person (through online participation) or represented by proxy at the Annual Meeting. Both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum.

Q: What is the voting requirement to approve the proposals?

A: In the election of the directors, the three persons receiving the highest number of “**FOR**” votes at the Annual Meeting will be elected. However, if any incumbent director (other than a director designated by LEP Papa Murphy’s Holdings, LLC or its permitted transferees) does not receive a majority of the votes cast in an uncontested election of directors, that director is required to tender his or her resignation, subject to the Board of Directors’ right to reject such resignation. Any other proposal requires the affirmative “**FOR**” vote of a majority of the total voting power of those shares of Common Stock present in person (through online participation) or represented by proxy and entitled to vote on that proposal at the Annual Meeting.

Q: Who are the proxyholders and what do they do?

A: The two persons named as proxyholders on the proxy card, Jean M. Birch, our interim Chief Executive Officer, and Mark Hutchens, our Chief Financial Officer, were designated by our Board of Directors. The proxyholders will vote all properly tendered proxies (except to the extent that authority to vote has been withheld) and where a choice has been specified by you as provided in the proxy card, it will be voted in accordance with the instructions you indicate on the proxy card. If you vote your shares without providing specific instructions regarding

each of the proposals, your shares will be voted “FOR” each proposal.

Q: What does it mean if I receive more than one Notice?

A: You may receive more than one Notice. For example, if you hold your shares in more than one brokerage account, you may receive a separate Notice for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one Notice. To ensure that all of your shares in each account are voted, you must vote in accordance with the Notice you receive for each account.

Q: How can I revoke my proxy?

A: You may revoke your proxy at any time before it is voted at the Annual Meeting. In order to do this, you may do any of the following:

enter a new vote by Internet or by telephone following the instructions in the Notice;

sign and return another proxy card bearing a later date;

provide written notice of the revocation to the Company's Corporate Secretary, Papa Murphy's Holdings, Inc., 8000 NE Parkway Drive, Suite 350, Vancouver, Washington 98662, prior to the vote at the Annual Meeting; or

participate in the meeting and vote your shares electronically at the meeting.

Q: Where can I find the voting results of the Annual Meeting?

A: We will announce preliminary voting results at the Annual Meeting and publish final results in the Company's Current Report on Form 8-K within four business days after the Annual Meeting.

Q: What happens if additional proposals are presented at the Annual Meeting?

A: Other than the proposals described in this Proxy Statement, Papa Murphy's does not expect any additional matters to be presented for a vote at the Annual Meeting. If you grant a proxy, the persons named as proxy holders will vote your shares on any additional matters properly presented for a vote at the Annual Meeting in the manner directed by a majority of the Board of Directors.

Q: Who will count the vote?

A: Broadridge Financial Solutions, Inc. has been appointed to act as the inspector of elections and will tabulate the votes.

Q: Is my vote confidential?

A: Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed, either within the Company or to third parties, except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, or (3) to facilitate a successful proxy solicitation by the Board of Directors.

Q: Who will bear the cost of soliciting votes for the Annual Meeting?

A: The Company will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials. The solicitation of proxies or votes may be made in person, by telephone or by electronic communication by the Company's directors, officers and employees, who will not receive any additional compensation for these solicitation activities. In addition, the Company may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to the beneficial owners.

Q: What is the deadline to propose actions for consideration at next year's annual meeting of stockholders or to nominate individuals to serve as directors?

A: *Stockholder Proposals*

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2018 annual meeting of stockholders, our Corporate Secretary must receive the written proposal at our principal executive offices not later than December 6, 2017. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to:

Papa Murphy's Holdings, Inc.,
Attention: Corporate Secretary
8000 NE Parkway Drive, Suite 350
Vancouver, Washington 98662 (360) 260-7272

Our Bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our Bylaws provide that the only business that may be conducted at an annual meeting is business that is (i) specified in our notice of meeting (or any supplement thereto), (ii) otherwise brought before the annual meeting by or at the direction of our Board of Directors, or (iii) brought before the annual meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our Bylaws. To be timely for our 2018 annual meeting of stockholders, our Corporate Secretary must receive the written notice at our principal executive offices:

not earlier than January 24, 2018; and

not later than February 23, 2018.

If we hold our 2018 annual meeting of stockholders more than 30 days before or more than 70 days after the one-year anniversary of the Annual Meeting, then notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than the close of business on the 120th day before such annual meeting and no later than the close of business on the later of the following two dates:

the 90th day prior to such annual meeting; or

the 10th day following the day on which public announcement of the date of such annual meeting is first made by the Company.

Nomination of Director Candidates

You may propose director candidates for consideration by our Nominating and Corporate Governance Committee. Any such recommendations should include the nominee's name and appropriate background and biographical information and should be directed to our Corporate Secretary in writing at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see "Board of Directors and Corporate Governance—Director Nomination Procedures."

In addition, our Bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information and documentation required by our Bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our Bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time period described above under "Stockholder Proposals" for stockholder proposals that are not intended to be included in a proxy statement.

Availability of Bylaws

A copy of our Bylaws may be obtained by accessing our filings on the website of the Securities and Exchange Commission (the "SEC") at www.sec.gov. You may also contact our Corporate Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Board of Directors

Our business and affairs are managed under the direction of our Board. As of April 5, 2017, five (5) of our directors are independent within the meaning of the independent director requirements of the Nasdaq Stock Market. Our Board is divided into three classes with staggered three-year terms. At each annual meeting of stockholders, a class of directors is elected for a three-year term to succeed the same class whose term is then expiring.

As of April 5, 2017, the Board is composed of eight (8) members, with one (1) vacancy. The Board is divided into three classes as follows:

Class III Directors: Katherine L. Scherping, John Shafer and L. David Mounts, whose current terms will expire at the Annual Meeting;

Class I Directors: Jean M. Birch, Rob Weisberg and Jeffrey B. Welch, whose current terms will expire at our annual meeting of stockholders to be held in 2018; and

Class II Directors: Yoo Jin Kim and Benjamin Hochberg, whose current terms will expire at our annual meeting of stockholders to be held in 2019. One (1) Class II Director seat is vacant as of April 5, 2017.

Upon the recommendation of our Nominating and Corporate Governance Committee, we are nominating Katherine L. Scherping, John Shafer and L. David Mounts to serve as Class III Directors. If elected, Ms. Scherping, Mr. Shafer and Mr. Mounts will each hold office for a three-year term until the annual meeting of stockholders to be held in 2020.

Set forth below are the names and specified information about the nominees for Class III directors. The names of, and specified information about, the continuing members of our Board of Directors are also set forth below.

| | Class | Age | Position | Director Since | Current Term Expires | Expiration of Term For Which Nominated |
|----------------------------------------------------------------------------|-------|-----|--------------------|----------------|----------------------|----------------------------------------|
| <u>Directors with Terms Expiring at the Annual Meeting/Nominees</u> | | | | | | |
| Katherine L. Scherping ⁽¹⁾ | III | 57 | Director | 2017 | 2017 | 2020 |
| John Shafer ⁽¹⁾⁽³⁾ | III | 73 | Director | 2006 | 2017 | 2020 |
| L. David Mounts ⁽¹⁾⁽²⁾ | III | 53 | Director | 2014 | 2017 | 2020 |
| <u>Continuing Directors</u> | | | | | | |
| Jean M. Birch | I | 57 | Chair of the Board | 2015 | 2018 | — |
| Rob Weisberg ⁽²⁾⁽³⁾ | I | 44 | Director | 2015 | 2018 | — |
| Jeffrey B. Welch ⁽²⁾⁽³⁾ | I | 62 | Director | 2015 | 2018 | — |
| Yoo Jin Kim | II | 47 | Director | 2010 | 2019 | — |

Benjamin Hochberg

II 45 Director

2010

2019

—

(1) Member of our Audit Committee

(2) Member of our Compensation Committee

(3) Member of our Nominating and Corporate Governance Committee

7

Directors with Terms Expiring at the Annual Meeting/Nominees

Katherine L. Scherping joined our Board in February 2017. Ms. Scherping currently serves as Chief Financial Officer of National CineMedia. Prior to joining National CineMedia in August 2016, Ms. Scherping served as interim President and Chief Executive Officer of QCE LLC (Quiznos) from June 2016 through July 2016. She also served as Chief Financial Officer of Quiznos from December 2013 to June 2016. Quiznos filed a voluntary petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code on March 14, 2014 and emerged from Chapter 11 bankruptcy on June 30, 2014. Prior to Quiznos, she served as Chief Financial Officer of Red Robin International from June 2005 to July 2011. She has also held various accounting positions with companies in the oil and gas industry, security alarm monitoring, telecommunications, and technology industries. Ms. Scherping brings deep financial and restaurant industry experience to our Board.

John Shafer joined our Board in October 2006. Mr. Shafer was the Chief Executive Officer of Allied Domecq Retailing USA, the former controlling shareholder of Dunkin' Donuts, Baskin-Robbins and Togo's Eateries, from 1999 until he retired in January 2003. Mr. Shafer also served on the Board of Directors of Mrs. Fields, Inc. from 2005 to 2008. Mr. Shafer's public company leadership experience and his experience with several other franchise concepts provides our Board with important perspective and guidance regarding our operations, growth strategies and corporate governance.

L. David Mounts joined our Board in July 2014. Mr. Mounts also serves as Chairman and Chief Executive Officer for Inmar, a business services, analytics and consumer engagement company that operates intelligent commerce networks. Prior to joining Inmar in April 2010, he was Executive Vice President of Supply Chain for Domino's Pizza, Inc. He also served as Domino's Chief Financial Officer from 2005 to 2007. Prior to Domino's, Mr. Mounts held several positions during a nearly 23 year tenure at UPS, including Chief Financial Officer, UPS Supply Chain Solutions, and Vice President of Mergers and Acquisitions. He is past Chairman of the Wharton Alumni Executive Board, serves on the Graduate Board of the Wharton School and the Board of Visitors for the Wake Forest University Schools of Business and is a member of the Board of Directors for the Winston Salem Alliance. Mr. Mounts' years of experience with public companies and international operations and financial management provide operational and financial expertise to our Board.

Continuing Directors

Jean M. Birch currently serves, since December 2016, as the Company's interim President and Chief Executive Officer, and as Chair of the Board. Ms. Birch has served as a member of our Board since April 2015, and has served as Chair of the Board since September 2016. Ms. Birch is the Chief Executive Officer and President of Birch Company, LLC ("Birch Company"). Prior to that, Ms. Birch served as President of IHOP Restaurants, Inc., a division of DineEquity, Inc., where she repositioned and focused IHOP's brand and launched a new marketing campaign and innovative culinary strategy to include health and wellness. From 2007 to June 2009, Ms. Birch was an independent

restaurant and hospitality consultant at Birch Company. Prior to that, Ms. Birch served as President of Romano's Macaroni Grill from January 2005 to August 2007 and President of Corner Bakery Café from August 2003 to December 2004, both divisions of Brinker International, Inc. From 1991 to 2003, Ms. Birch held various roles with YUM! Brands, Inc., a global quick service restaurant company, including VP, Operations for Taco Bell, Inc. and Senior Director, Concept Development for Pizza Hut, Inc. She began her career in manufacturing management, working for Frito-Lay, Inc., Rogers Corporation and Medtronic, Inc. Ms. Birch currently serves on the Board of Directors of Cosi, Inc., a position she has held since November 2013. She has also served on the Board of Directors of the Children's Miracle Network Hospitals since 2013. Ms. Birch brings more than 20 years of experience leading restaurant brands to our Board.

Rob Weisberg has served as a member of our Board since April 2015. Mr. Weisberg is the Chief Executive Officer of Invaluable, the world's leading online live auction marketplace. Mr. Weisberg joined Invaluable in October 2012 as its Chief Operating Officer. Prior to that, Mr. Weisberg served for three years as Chief Marketing Officer at Zipcar, Inc., where he contributed to the company's membership growth and initial public offering. Before joining Zipcar, Mr. Weisberg served as Vice President of Multimedia Marketing at Domino's Pizza for five years. Prior to his work for Domino's Pizza, Mr. Weisberg worked in account services at several advertising and public relations firms. Through his consumer marketing expertise and experience leading growth companies, as well as his knowledge of the limited service restaurant industry, Mr. Weisberg provides our Board with insights and guidance regarding our marketing and growth strategies.

Jeffrey B. Welch has served as a member of our Board since April 2015. Mr. Welch is an international development consultant with the Gerson Lehrman Group and is based in Winston-Salem, North Carolina. Prior to consulting, Mr. Welch held various roles with Krispy Kreme Doughnuts Inc. from 2004 to 2014, including President, International and Senior Vice President and General Manager of Global Franchise Operations and Development. Before joining Krispy Kreme, Mr. Welch served as the Vice President, Real Estate, International for The Home Depot, Inc. from 1999 to 2004. Prior to Home Depot, Mr. Welch held various positions for Tricon Global Restaurants, Inc. where he focused on business and franchise development for restaurant brands, including Pizza Hut, KFC and Taco Bell. Mr. Welch began his career as a developer in the commercial real estate industry. Mr. Welch's deep experience with franchise businesses, limited service restaurants and commercial real estate provides additional insight and expertise to our Board.

Yoo Jin Kim has served as a member of our Board since May 2010. Mr. Kim is a Partner at Lee Equity Partners, LLC ("Lee Equity"). Prior to joining Lee Equity in 2005, Mr. Kim was with Bain Capital Partners, a global private equity investment firm, where he most recently held the position of Principal. Mr. Kim also serves on the board of directors of Paragon Industries, Inc., Cross MediaWorks, LLC, Eating Recovery Center LLC, Aimbridge Hospitality, LLC, Prelude Holding Company, LLC and Interluxe Holdings, LLC. Mr. Kim brings a combination of financial expertise and experience with multi-unit concepts to our Board.

Benjamin Hochberg has served as a member of our Board since May 2010. Mr. Hochberg is a Partner at Lee Equity. Prior to joining Lee Equity in May 2006, Mr. Hochberg was a Principal at Odyssey Investment Partners, LLC, a middle-market private equity investment firm. Prior to Odyssey, Mr. Hochberg worked at Bain Capital Partners, a global private equity investment firm. Mr. Hochberg also serves on the board of directors of Paragon Industries, Inc., Skopos Financial Group, LLC, Interluxe Holdings, LLC, Aimbridge Hospitality, LLC and K-Mac Holdings, Corp. Mr. Hochberg's experience in private equity firms provides our Board with valuable insights related to capital markets and financial matters.

Director Independence

Our Common Stock is listed on the Nasdaq Stock Market. Under the rules of the Nasdaq Stock Market, independent directors must comprise a majority of a listed company's board of directors, subject to specified exceptions. In addition, the rules of the Nasdaq Stock Market require that, subject to specified exceptions, each member of a listed company's Audit, Compensation and Nominating and Corporate Governance committees be independent. Under the rules of the Nasdaq Stock Market, a director will only qualify as an "independent director" if, in the opinion of the listed company's board of directors, the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the listing requirements of the Nasdaq Stock Market. In addition, compensation committee members must satisfy the independence criteria set forth in Rule 10C-1 under the Exchange Act and the listing requirements of the Nasdaq Stock Market.

Our Board of Directors has undertaken a review of the independence of each director and nominee and considered whether any director or nominee has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. As a result of this review, our Board of Directors has determined that John Shafer, L. David Mounts, Rob Weisberg, Jeffrey B. Welch and Katherine L. Scherping are “independent directors” as defined under the applicable rules and regulations of the SEC and the listing requirements and rules of the Nasdaq Stock Market.

Board Leadership Structure and Oversight of Risk Management

Our Bylaws do not dictate whether the roles of Chair of the Board and Chief Executive Officer should be separate or combined. Ms. Birch currently serves as both the Chair of the Board and the interim Chief Executive Officer of the Company. Ms. Birch has served as Chair of the Board since September 2016, and as interim Chief Executive Officer since December 2016. Our Board of Directors believes that it is appropriate for Ms. Birch to continue in her role as Chair of the Board while the Company conducts its search for a permanent Chief Executive Officer. In the event that the Board appoints a permanent Chief Executive Officer to replace Ms. Birch in that role, the Board of Directors will assess these roles and the board leadership structure. No independent director serves as the lead independent director. We believe that each of our independent directors brings valuable experience, oversight and expertise from outside of our Company.

The Board believes that overseeing how management manages the various risks we face is one of its most important responsibilities to our stakeholders. We face risk in many different areas, including business strategy, financial condition, product development, competition for talent, operational efficiency, quality assurance, supply chain management, reputation, intellectual property and trade secrets, among others. The Board believes that, in light of the diverse and often interrelated nature of the risks the Company faces, oversight of risk management is ultimately the responsibility of the full Board, which provides oversight of the Company's risk assessment and monitoring processes. While our Board is ultimately responsible for risk oversight, our Board committees assist our Board in fulfilling its oversight responsibilities in certain areas of risk. Our Audit Committee assists our Board in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures and legal and regulatory matters that may have a material impact on the Company's financial statements. Our Audit Committee also discusses with our management, the head of our internal audit function and our independent auditor any significant risks or exposures and the Company's policies and processes with respect to risk assessment and risk management, and assesses the steps management has taken to monitor and control such risks. Our Nominating and Corporate Governance Committee assists our Board in fulfilling its oversight responsibilities with respect to corporate governance. Our Compensation Committee reviews the Company's compensation policies and practices for executives, management employees and employees generally to assess whether such policies and practices could lead to excessive risk taking behavior and the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated. To facilitate oversight of risk management by the Board and its committees, our executive officers who are responsible for risk management work directly with the Board or the relevant committee of the Board responsible for particular types of risks.

Board Meetings and Committees

During the fiscal year ended January 2, 2017, our Board held 12 meetings (including regularly scheduled and special meetings). Each director attended at least 75% of the aggregate of (i) the total number of meetings of our Board held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our Board on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our Board at annual meetings of stockholders, we encourage, but do not require, our directors to attend. Two of our directors attended last year's annual meeting of stockholders.

Our Board of Directors has three standing committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The composition and responsibilities of each of the committees of our Board of Directors are described below. Members will serve on these committees until their resignation or until otherwise determined by our Board of Directors.

Audit Committee

Our Audit Committee consists of L. David Mounts, John Shafer and Katherine L. Scherping. L. David Mounts is the chair of our Audit Committee. Our Board has affirmatively determined that each member of the Audit Committee meets the definition of an “independent director” for the purposes of serving on the Audit Committee under applicable Nasdaq rules and Rule 10A-3 under the Exchange Act, and that L. David Mounts qualifies as an “audit committee financial expert” as such term has been defined by the SEC in Item 407(d)(5) of Regulation S-K.

Our Audit Committee is responsible for, among other things, assisting the Board’s oversight of:

the integrity of our financial statements;

our internal financial reporting and compliance with our disclosure controls and procedures;

the qualifications, engagement, compensation, independence and performance of our independent registered public accounting firm;

our independent registered public accounting firm's annual audit of our financial statements and any engagement to provide other services;

the performance of our internal audit function;

our legal and regulatory compliance; and

the application of our codes of business conduct and ethics as established by management and the Board.

Our Audit Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing requirements of the Nasdaq Stock Market. A copy of the charter of our Audit Committee is available on our website at www.PapaMurphys.com in the Corporate Governance section of our Investor Relations webpage. During 2016, our Audit Committee held eight meetings.

Compensation Committee

Our Compensation Committee consists of L. David Mounts, Rob Weisberg and Jeffrey B. Welch. Jeffrey B. Welch is the chair of our Compensation Committee. Our Board has affirmatively determined that each member of our Compensation Committee (i) meets the definition of an "independent director" for the purposes of serving on the Compensation Committee under applicable Nasdaq and Exchange Act rules, (ii) is a "non-employee director," as defined by Rule 16b-3 promulgated under the Exchange Act, and (iii) is an "outside director," as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended.

Our Compensation Committee is responsible for, among other things:

assisting the Board in discharging its responsibilities regarding compensation of our executive officers;

reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer and evaluating our Chief Executive Officer's performance in light of those goals and objectives;

reviewing and determining the compensation of our Chief Executive Officer and other executive officers;

making recommendations to the Board with respect to our incentive and equity-based compensation plans;

providing oversight of our compensation policies, plans and benefit programs including reviewing compensation and employee benefit plans, policies and programs; and

producing, approving and recommending to the Board, reports on compensation matters required to be included in our annual proxy statement or annual report.

Our Compensation Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing requirements of the Nasdaq Stock Market. A copy of the charter of our Compensation Committee is available on our website at www.PapaMurphys.com in the Corporate Governance section of our Investor Relations webpage. During 2016, our Compensation Committee held five meetings.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee consists of John Shafer, Rob Weisberg and Jeffrey B. Welch. John Shafer is the chair of our Nominating and Corporate Governance Committee. Our Board has affirmatively determined that each member of our Nominating and Corporate Governance Committee meets the definition of an “independent director” for the purposes of serving on the Nominating and Corporate Governance Committee under applicable Nasdaq rules.

Our Nominating and Corporate Governance Committee is responsible for, among other things:

recommending to the Board for approval the qualifications, qualities, skills and expertise required for Board membership;

identifying potential members of the Board consistent with the criteria approved by the Board and selecting and recommending to the Board the director nominees for election at the next annual meeting of stockholders or to otherwise fill vacancies;

evaluating and making recommendations regarding the structure, membership and governance of the committees of the Board;

developing and making recommendations to the Board with regard to the Company’s corporate governance policies and principles; and

overseeing the annual review of the Board’s performance.

Our Nominating and Corporate Governance Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing requirements of the Nasdaq Stock Market. A copy of the charter of our Nominating and Corporate Governance Committee is available on our website at www.PapaMurphys.com in the Corporate Governance section of our Investor Relations webpage. During 2016, our Nominating and Corporate Governance Committee held five meetings.

Corporate Governance Guidelines and Code of Business Ethics and Conduct

Our Board has adopted Corporate Governance Guidelines. These guidelines address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. In addition, our Board has adopted a written Code of Business Conduct and Ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Current copies of the Code of Business Conduct and Ethics and Corporate Governance Guidelines are posted on our website at www.PapaMurphys.com in the Corporate Governance section of our Investor Relations webpage. Any amendments to our Code of Business Conduct and Ethics, or any waivers of its requirements for which disclosure is required, will be disclosed on our website promptly following the date of such amendment.

Considerations in Evaluating Director Nominees

Our Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of experience (for example, in relation to finance and accounting, international operations, strategy, risk, technical expertise, or policy-making). Directors must be prepared to devote the time required to prepare for and attend Board meetings, and fulfill their responsibilities effectively. Other than the foregoing, our Board has not approved other stated minimum criteria for director nominees, although our Nominating and Corporate Governance Committee may also consider such other factors as it may deem, from time to time, to be in our and our stockholders' best interests. The Nominating and Corporate Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any unique skills or competencies not already represented on the Board, as well as general qualities and skills desirable in members of the Board, including factors relating to diversity, skills, occupation, experience in the context of the Company's various businesses, products and technologies, the needs of the Board and perceived chemistry in working with incumbent members of the Board. Share ownership is viewed as beneficial, as is prior public company board service and CEO experience. A knowledge of the pizza business and marketing, sales, strategy and other corporate management skills are perceived positively. All nominees for the Board of Directors must have a reputation for integrity, honesty and adherence to high ethical standards and be prepared to commit significant time to Board and committee responsibilities.

The Company does not have a formal policy with respect to the consideration of diversity (broadly construed) in identifying director candidates. However, the Nominating and Corporate Governance Committee does consider diversity in identifying and reviewing director nominee candidates, which reflects the Committee's goal of achieving a balanced and diverse Board of Directors with members whose skills, occupation, background, identity and experience complement each other and, together, contribute to the Board's effectiveness as a whole.

Director Nomination Procedures

The Nominating and Corporate Governance Committee serves as the nominating committee responsible for seeking qualified candidates to serve on the Board and recommending them for the Board's consideration. In recommending candidates for election to the Board, the Nominating and Corporate Governance Committee will consider nominees recommended by directors, officers, employees and stockholders, using the same criteria to evaluate all candidates. Evaluations of candidates generally involve a review of background materials and internal discussions as well as interviews with potential nominees. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee recommends the candidate for consideration by the full Board.

The Nominating and Corporate Governance Committee values the input of stockholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board candidates submitted by stockholders using the same criteria it applies to recommendations from its own committee members, directors and members of management.

Stockholders wishing to propose director candidates for consideration by the Nominating and Corporate Governance Committee may do so by writing to the Corporate Secretary of the Company and providing the information and documentation specified in Article I, Section 1.10 of the Bylaws, including the candidate's name, biographical information and qualifications. The Bylaws also permit stockholders to make nominations for the election of directors, if such nominations are made pursuant to timely notice in writing to the Company's Secretary. To be timely for our 2018 annual meeting of stockholders, notice must be delivered to the Company's Secretary at the principal executive offices of the Company not earlier than January 24, 2018 and not later than February 23, 2018. If we hold our 2018 annual meeting of stockholders more than 30 days before or more than 70 days after the one-year anniversary of the Annual Meeting, then notice of a director nomination that is not intended to be included in our proxy statement must be received no earlier than the close of business on the 120th day before such annual meeting and no later than the close of business on the later of the following two dates:

the 90th day prior to such annual meeting; or

the 10th day following the day on which public announcement of the date of such annual meeting is first made by the Company.

Communication with Directors

Any stockholder who wants to communicate with members of the Board of Directors, individually or as a group, may do so by writing to the intended member or members of the Board of Directors, c/o Chair of the Board, Papa Murphy's Holdings, Inc., 8000 NE Parkway Drive, Suite 350, Vancouver, Washington 98662. Communications should be sent by overnight or certified mail, return receipt requested. All communications will be submitted to the Board of Directors in a timely manner.

Director Compensation

Other than Jean M. Birch, who receives compensation as interim Chief Executive Officer and also with respect to her service as a director and Chair of the Board, our directors who are employed by us, our subsidiaries or Lee Equity, or any of its affiliates, do not receive any compensation with respect to their service on our Board of Directors, except for expense reimbursement, as described below. See “Executive Compensation” for information about the compensation of Ken Calwell and Jean M. Birch, who were both directors and executive officers of the Company during 2016.

During 2016 we paid our non-employee directors a base annual retainer of \$30,000 in cash, paid on a quarterly basis, and 3,000 shares of restricted stock subject to a one-year vesting term for their services on the Board. We paid an additional \$10,000 per year to the Chair of the Audit Committee, an additional \$5,000 per year to the Chair of the Compensation Committee, an additional \$5,000 per year to the Chair of the Nominating and Corporate Governance Committee, and an additional \$30,000 per year and an additional 3,000 shares of restricted stock subject to a one-year vesting term to the Chair of the Board. In addition, we reimburse all directors for reasonable expenses incurred for attending meetings of the Board or any of its committees.

The table below shows compensation earned by our directors, other than Mr. Calwell and Ms. Birch, during 2016.

2016 DIRECTOR COMPENSATION TABLE

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards ⁽¹⁾ (\$) | Total (\$) |
|--------------------------|----------------------------------------------|-------------------------------------|---------------|
| John Shafer | \$30,000.00 | \$23,700.00 | \$53,700.00 |
| L. David Mounts | \$40,000.00 | \$23,700.00 | \$63,700.00 |
| Rob Weisberg | \$30,000.00 | \$23,700.00 | \$53,700.00 |
| Jeffrey B. Welch | \$35,000.00 | \$23,700.00 | \$58,700.00 |
| John Barr ⁽²⁾ | — | — | — |

(1) The dollar amounts reflect the grant date fair value of restricted stock awards granted in 2016, calculated pursuant to Financial Accounting Standards Board Accounting Standards Codification Topic No. 718 (“FASB ASC Topic 718”). The assumptions made in determining the grant date fair values and other stock-based compensation information are disclosed in Note 15 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended January 2, 2017. As of January 2, 2017, the total number of shares of unvested restricted stock held by each non-employee director was as follows: Mr. Shafer, 6,772; Mr. Mounts, 3,000; Mr. Weisberg, 3,000; and Mr. Welch, 3,000.

(2) Mr. Barr was employed by the Company until his resignation effective as of September 30, 2016 and therefore did not receive any compensation with respect to his service on our Board of Directors during 2016, other than expense reimbursement.

Compensation Committee Interlocks and Insider Participation

None of the current members of our Compensation Committee is or has been an officer or employee of the Company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee, or other board committee performing equivalent functions, of any entity that has one or more executive officers serving on our Compensation Committee or our Board. We have had a Compensation Committee since May 1, 2014. Prior to establishing the Compensation Committee, our full Board made decisions relating to the compensation of our executive officers.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

Our Board is composed of eight (8) members, with one (1) vacancy, and is divided into three (3) classes with staggered three-year terms. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring. At the Annual Meeting, three (3) Class III directors will be elected for a three-year term to succeed the three members of the same class whose term is then expiring. At this time, our Board has determined not to fill the vacant Class II director seat until it has appointed a permanent Chief Executive Officer of the Company. Proxies cannot be voted for a greater number of persons than the number of nominees named.

Each director's term continues until the election and qualification of the director's successor, or the director's earlier death, resignation, or removal. Any increase or decrease in the number of directors will be distributed among the three (3) classes so that, as nearly as possible, each class will consist of one-third (1/3) of our directors. This classification of our Board of Directors may have the effect of delaying or preventing changes in control of the Company.

Nominees

Our Nominating and Corporate Governance Committee has recommended, and our Board has approved, Katherine L. Scherping, John Shafer and L. David Mounts as nominees for election as Class III directors at the Annual Meeting. If elected, each of Katherine L. Scherping, John Shafer and L. David Mounts will serve as a Class III director until the 2020 annual meeting of stockholders or until his or her successor is duly elected and qualified. For information concerning the nominees, please see the section entitled "Board of Directors and Corporate Governance."

If you are a stockholder of record and you sign your proxy card or vote over the Internet or by telephone but do not give instructions with respect to the voting of directors, your shares will be voted "FOR" the election of Katherine L. Scherping, John Shafer and L. David Mounts. We expect that Katherine L. Scherping, John Shafer and L. David Mounts will each accept his or her nomination to the Board; however, if a director nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by our Board to fill the vacancy. If you are a beneficial owner of shares of our Common Stock and you do not give voting instructions to your broker, bank or other nominee, then your broker, bank or other nominee will not vote your shares on this matter.

Vote Required

The election of Class III directors requires a plurality vote of the shares of our Common Stock present in person, through online participation or by proxy at the Annual Meeting and entitled to vote thereon to be approved. However, if any nominee for election as a Class III director does not receive a majority of the votes cast in the election, that director is required to tender his or her resignation, subject to the Board's right to reject such resignation. Broker non-votes will have no effect on this proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE THREE DIRECTORS NOMINATED BY OUR BOARD OF DIRECTORS AND NAMED IN THIS PROXY STATEMENT AS A CLASS III DIRECTOR TO SERVE FOR A THREE-YEAR TERM.

PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has appointed Moss Adams LLP, or Moss Adams, as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending January 1, 2018. Moss Adams also served as our independent registered public accounting firm for our fiscal year ended January 2, 2017.

At the Annual Meeting, stockholders are being asked to ratify the appointment of Moss Adams as our independent registered public accounting firm for our fiscal year ending January 1, 2018. Stockholder ratification of the appointment of Moss Adams is not required by our Bylaws or other applicable legal requirements. However, our Board is submitting the appointment of Moss Adams to our stockholders for ratification as a matter of good corporate governance. If this appointment is not ratified by the affirmative vote of a majority of the shares present in person (through online participation) or by proxy at the Annual Meeting and entitled to vote, the appointment will be reconsidered by our Audit Committee. Even if the appointment is ratified, our Audit Committee, in its sole discretion, may appoint another independent registered public accounting firm at any time during our fiscal year ending January 1, 2018 if our Audit Committee believes that such a change would be in the best interests of the Company and its stockholders. A representative of Moss Adams is expected to be present at the Annual Meeting, will have an opportunity to make a statement if he or she wishes to do so, and is expected to be available to respond to appropriate questions from stockholders.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to us by Moss Adams for our fiscal years ended January 2, 2017 and December 28, 2015.

| | 2016 | 2015 |
|-----------------------------------|-----------|-----------|
| Audit Fees ⁽¹⁾ | \$267,500 | \$267,500 |
| Audit-Related Fees ⁽²⁾ | — | \$115,200 |
| Tax Fees ⁽³⁾ | — | — |
| All Other Fees ⁽⁴⁾ | \$3,500 | \$3,500 |
| | \$271,000 | \$386,200 |

“Audit Fees” consist of fees billed for professional services rendered in connection with the audit of our annual (1) financial statements, review of our quarterly financial statements, and services that are normally provided by Moss Adams in connection with statutory and regulatory filings or engagements for those fiscal years.

“Audit-Related Fees” consist of fees billed for professional services for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not (2) reported under “Audit Fees.” Audit-Related Fees include fees paid related to the preparation of our Form S-3 filing in 2015 as part of a secondary offering of our Common Stock and fees paid in connection with audits of acquired franchise stores.

(3) “Tax Fees” consist of fees billed for professional services rendered by Moss Adams for tax compliance, tax advice and tax planning.

(4) “All Other Fees” consist of fees paid in connection with Moss Adams’ review of the Company’s Franchise Disclosure Document.

Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our Audit Committee has established a policy governing our use of the services of our independent registered public accounting firm. Under the policy, our Audit Committee is authorized and directed to consider and, in its discretion,

approve in advance any services (including the fees and material terms thereof) proposed to be carried out for the Company by the independent auditor or by any other firm proposed to be engaged by the Company as its independent auditor. In connection with approval of any permissible tax services and services related to internal control over financial reporting, the Audit Committee discusses with the independent auditor the potential effects of the services on the independence of the auditor. All fees paid to Moss Adams since our IPO, effective May 1, 2014, were pre-approved by our Audit Committee.

Vote Required

The ratification of the appointment of Moss Adams requires the affirmative vote of a majority of the shares of our Common Stock present in person (through online participation) or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote “**AGAINST**” the proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF

MOSS ADAMS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR

ENDING JANUARY 1, 2018.

EXECUTIVE OFFICERS

Executive Officers

The following table sets forth certain information with respect to the executive officers of the Company as of April 5, 2017.

| Name | Age | Position |
|---------------------|------------|-------------------------------------------------------------------|
| Jean M. Birch | 57 | Interim Chief Executive Officer and President, Chair of the Board |
| Mark Hutchens | 51 | Chief Financial Officer |
| Victoria J. Tullett | 49 | Chief Legal Officer |

See “Board of Directors and Corporate Governance—Continuing Directors” for information about Jean M. Birch, who was both a director and executive officer of the Company as of April 5, 2017.

Mark Hutchens has served as our Chief Financial Officer since January 2014. Previously, Mr. Hutchens served as the Vice President, Chief Financial Officer – International, for Bloomin’ Brands, Inc., a public company, from October 2012 to January 2014, where his responsibilities included finance, business development and supply chain management activities for Outback Steakhouse International. Prior to that, Mr. Hutchens served in various roles of

increasing responsibility at Office Depot, Inc., including Senior Vice President, Controller and Chief Accounting Officer from September 2008 to March 2012 and Senior Vice President Finance, International Division from November 2006 to September 2008. From 1996 to 2006, Mr. Hutchens worked with YUM! Brands, Inc., where his most recent title was Assistant Treasurer – Corporate Finance.

Victoria J. Tullett has been with Papa Murphy's for 16 years and has served as our Chief Legal Officer since November 2012. From November 2012 through September 2016, Ms. Tullett also served as Senior Vice President of Talent. Ms. Tullett previously served as Senior Vice President and General Counsel from February 2007 to November 2012.

EXECUTIVE COMPENSATION

2016 Summary Compensation Table

The following table provides information regarding the total compensation for services rendered in all capacities that was earned by each of our named executive officers ("NEOs") during fiscal years 2016, which ended January 2, 2017, and 2015, which ended December 28, 2015.

| Name and Principal Position | Year | Salary (\$) | Stock Awards ⁽¹⁾ (\$) | Option Awards ⁽²⁾ (\$) | Non-Equity Incentive Plan Compensation ⁽³⁾ (\$) | All Other Compensation (\$) | Total (\$) |
|------------------------------------------------------------------------|------|-------------|----------------------------------|-----------------------------------|------------------------------------------------------------|-----------------------------|------------|
| Ken Calwell ⁽⁴⁾ <i>Chief Executive Officer</i> | 2016 | 515,000 | — | 116,243 | — | 27,805 ⁽⁵⁾ | 659,048 |
| | 2015 | 530,769 | — | 271,000 | 37,389 | 7,627 | 846,785 |
| Jean M. Birch ⁽⁶⁾ <i>Interim Chief Executive Officer</i> | 2016 | 5,942 | 43,050 | — | — | 50,000 ⁽⁷⁾ | 98,992 |

| Name and Principal Position | Year | Salary (\$) | Stock Awards ⁽¹⁾ (\$) | Option Awards ⁽²⁾ (\$) | Non-Equity Incentive Plan Compensation ⁽³⁾ (\$) | All Other Compensation (\$) | Total (\$) |
|--------------------------------|------|-------------|----------------------------------|-----------------------------------|------------------------------------------------------------|-----------------------------|------------|
| Mark Hutchens | 2016 | 360,500 | — | 85,595 | 16,824 | 14,830 ⁽⁸⁾ | 477,749 |
| <i>Chief Financial Officer</i> | 2015 | 371,538 | — | 149,592 | 17,448 | 6,436 | 545,014 |
| Brandon Solano ⁽⁹⁾ | 2016 | 309,404 | — | 148,001 | 14,467 | 121,030 ⁽¹⁰⁾ | 592,902 |
| <i>Chief Marketing Officer</i> | 2015 | 25,089 | — | — | — | — | 25,089 |

The amounts reported in the Stock Awards column reflect the grant date fair value of restricted stock awards granted during the fiscal year for such person, calculated pursuant to FASB ASC Topic 718. The assumptions made in determining the grant date fair values and other stock-based compensation information are disclosed in Note 15 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended January 2, 2017. The Stock Awards granted to Jean M. Birch reflect compensation for her service on the Board of Directors. As of January 2, 2017, Ms. Birch held 6,000 shares of unvested restricted stock.

The amounts reported in the Option Awards column do not reflect compensation actually received by the NEOs, but instead represent the grant date fair value of all option awards granted during the year for such person, calculated pursuant to FASB ASC Topic 718. The assumptions made in determining the grant date fair values and other stock-based compensation information are disclosed in Note 15 of Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended January 2, 2017.

Amounts reported in the Non-Equity Incentive Plan Compensation column were paid based on the Company's achievement of certain financial and operating metrics, including targets with respect to the Company's (i) net income (loss) before interest expense, provision for (benefit from) income taxes and depreciation and amortization ("EBITDA"), (ii) new store openings, (iii) total revenue and (iv) comparable store sales growth.

⁽⁴⁾ Mr. Calwell resigned from his position as Chief Executive Officer of the Company, effective December 29, 2016, but remained employed through the end of the fiscal year ended January 2, 2017.

⁽⁵⁾ Consists of 401(k) matching contributions in the amount of \$14,047, accidental death and dismemberment insurance premiums, long-term disability insurance premiums and a gift card received by all employees.

⁽⁶⁾ Ms. Birch was appointed as interim Chief Executive Officer effective upon Mr. Calwell's resignation from his position as Chief Executive Officer on December 29, 2016.

⁽⁷⁾ Consists of fees paid for service on the Board of Directors.

⁽⁸⁾

Consists of 401(k) matching contributions in the amount of \$7,353, accidental death and dismemberment insurance premiums, long-term disability insurance premiums and a gift card received by all employees.

(9) Mr. Solano resigned from his position as an executive officer of the Company, effective February 15, 2017.

(10) Consists of relocation assistance in the amount of \$115,362, accidental death and dismemberment insurance premiums, long-term disability insurance premiums and a gift card received by all employees.

Employment and Separation Agreements

We have entered into an employment agreement with Mark Hutchens, our Chief Financial Officer. Pursuant to the terms of his employment agreement, Mr. Hutchens receives a specified annual base salary, is eligible to receive an annual bonus and is entitled to participate in a benefits plan. Our Board approved this agreement.

We have also entered into separation agreements with each of Ken Calwell, in connection with his resignation from his position as President and Chief Executive Officer of the Company effective December 29, 2016, and Brandon Solano, in connection with his resignation from his position as Chief Marketing Officer of the Company effective February 15, 2017.

Ken Calwell

During 2016 we entered into an amended and restated employment agreement, dated as of July 27, 2016, with Mr. Calwell, our former Chief Executive Officer and President, that replaced his employment agreement dated May 25, 2011, as amended on March 21, 2014. Pursuant to the terms of his amended and restated employment agreement, Mr. Calwell was entitled to an annual base salary of \$515,000, which was to be reviewed and could be increased by the Board on an annual basis. Mr. Calwell was eligible to receive an annual bonus of at least 60% of his base salary and equity-based compensation awards as determined by the Compensation Committee of the Board from time to time. Mr. Calwell was also eligible to participate in any benefit plans that were generally made available to our other senior executives. The agreement provided that Mr. Calwell could terminate his employment at any time upon 60 days prior written notice to us for any reason or on 31 days prior written notice to us for good reason. We could terminate Mr. Calwell's employment at any time with or without cause upon 90 days prior written notice. If Mr. Calwell was terminated without cause or terminated his employment for good reason, he was entitled to (i) any accrued but unpaid base salary through the date of termination, (ii) base salary through the two-year anniversary of the termination date, (iii) a pro rata portion of his annual bonus for the applicable period of the calendar year for which he was employed, (iv) continuation of group health plan benefits for 18 months following termination, (v) acceleration of vesting with respect to certain equity awards that vest based on time, (vi) extension of the expiration date of certain equity awards that vest based on performance, and (vii) any accrued and unpaid vacation pay or other benefits owed. If Mr. Calwell was terminated for cause, terminated his employment without good reason or his employment terminated due to nonrenewal of his agreement, he would only be entitled to his base salary through the termination date and any accrued and unpaid vacation pay or other benefits owed. Mr. Calwell's amended and restated employment agreement would have been effective for an initial period ending April 1, 2017, and would have been automatically extended for additional 12 month periods thereafter, unless written notice was given by Mr. Calwell or by us not less than 90 days prior to the end of the then-current employment period.

The Company and Mr. Calwell entered into a separation agreement effective as of January 9, 2017. Pursuant to the terms of the separation agreement, Mr. Calwell will continue to receive his base salary for a period of 16 months after February 27, 2017, the date on which his employment with the Company terminated, along with reimbursement of COBRA premiums to continue medical coverage through the earlier of December 31, 2017 or when Mr. Calwell becomes eligible for medical coverage with a new employer. In addition, in exchange for Mr. Calwell's agreement to the cancellation of outstanding stock options to purchase 372,965 shares of the Company's Common Stock, the Company agreed to waive its repurchase right with respect to restricted stock awards for 82,976 shares of the Company's Common Stock held by Mr. Calwell. The separation agreement also includes, among other things, a general release in favor of the Company and its affiliates, a confirmation of Mr. Calwell's confidentiality obligations, an extension of Mr. Calwell's non-competition and non-solicitation obligations for a period of 18 months following the Separation Date and customary mutual non-disparagement provisions.

Jean M. Birch

Ms. Birch, our interim Chief Executive Officer, is entitled to receive a monthly base salary of \$42,917 and quarterly grants of stock options to purchase 9,000 shares of the Company's Common Stock for each of the first two quarters of fiscal year 2017 (provided that she is serving as President and Chief Executive Officer at that time). Ms. Birch will also continue to receive compensation with respect to her service as a director and Chair of the Board, consisting of a base annual retainer of \$60,000, paid in cash on a quarterly basis, and annual awards of 6,000 shares of restricted stock.

Mark Hutchens

During 2016 we entered into an amended and restated employment agreement, dated as of July 27, 2016, with Mr. Hutchens, our Chief Financial Officer, that replaced his employment agreement dated March 21, 2014. Pursuant to the terms of his amended and restated employment agreement, Mr. Hutchens is entitled to an annual base salary of \$360,500, which is reviewed and may be increased by the Board on an annual basis. Mr. Hutchens is eligible to receive an annual bonus of at least 50% of his base salary and equity-based compensation awards as determined by the Compensation Committee of the Board from time to time. Mr. Hutchens is also eligible to participate in any benefit plans that are generally made available to our other senior executives. He may terminate his employment at any time upon 60 days prior written notice to us for any reason or on 31 days prior written notice to us for good reason. We may terminate Mr. Hutchens' employment at any time with or without cause upon 90 days prior written notice. Mr. Hutchens' employment will automatically terminate upon his death or the Board's determination of his total disability. If Mr. Hutchens is terminated due to total disability or death, he or his legal representatives will be entitled to (i) an amount equal to his base salary payable through the date of termination, (ii) a pro rata portion of his annual bonus, if any, for the applicable period of the year for which he was employed and (iii) any accrued and unpaid vacation pay or other benefits he may be owed. If Mr. Hutchens is terminated without cause or he terminates his employment for good reason, he is entitled to (i) any accrued but unpaid base salary through the date of termination, (ii) base salary through the one-year anniversary of the termination date, (iii) a pro rata portion of his annual bonus for the applicable period of the calendar year for which he was employed, (iv) continuation of group health plan benefits for 12 months following termination, (v) acceleration of vesting with respect to certain equity awards that vest based on time, (vi) extension of the expiration date of certain equity awards that vest based on performance, and (vii) any accrued and unpaid vacation pay or other benefits owed. If Mr. Hutchens is terminated for cause, terminates his employment without good reason or his employment terminates due to nonrenewal of his agreement, he will only be entitled to his base salary through the termination date and any accrued and unpaid vacation pay or other benefits owed. If Mr. Hutchens is terminated in connection with a change of control of the Company, or is terminated without cause or terminates his employment for good reason within one year after a change of control of the Company, he is entitled to (i) any accrued but unpaid base salary through the date of termination, (ii) an amount equal to the sum of his base salary and his target annual bonus for the year of termination, (iii) a pro rata portion of his target annual bonus for the applicable period of the calendar year for which he was employed, (iv) continuation of group health plan benefits for 12 months following termination, (v) acceleration of vesting with respect to certain equity awards that vest based on time, (vi) extension of the expiration date of certain equity awards that vest based on performance, and (vii) any accrued and unpaid vacation pay or other benefits owed. Mr. Hutchens' amended and restated employment agreement contains non-competition and non-solicitation of customers and employees provisions for the period of his employment and for one year thereafter, as well as confidentiality and proprietary rights provisions. Mr. Hutchens' amended and restated employment agreement was effective for an initial period ending April 1, 2017, and is automatically extended for additional 12 month periods thereafter, unless written notice is given by Mr. Hutchens or by us not less than 90 days prior to the end of the then-current employment period.

Brandon Solano

During 2016 we entered into an amended and restated employment agreement, dated as of July 27, 2016, with Mr. Solano, our former Chief Marketing Officer, that replaced his employment agreement dated October 19, 2015.

Pursuant to the terms of his amended and restated employment agreement, Mr. Solano was entitled to an annual base salary of \$310,000, which was to be reviewed and could be increased by the Board on an annual basis. Mr. Solano was eligible to receive an annual bonus of at least 50% of his base salary and equity-based compensation awards as determined by the Compensation Committee of the Board from time to time. Mr. Solano was also eligible to participate in any benefit plans that were generally made available to our other senior executives. The agreement provided that Mr. Solano could terminate his employment at any time upon 60 days prior written notice to us for any reason or on 31 days prior written notice to us for good reason. We could terminate Mr. Solano's employment at any time with or without cause upon 90 days prior written notice. If Mr. Solano was terminated without cause or terminated his employment for good reason, he was entitled to (i) any accrued but unpaid base salary through the date of termination, (ii) base salary through the one-year anniversary of the termination date, (iii) a pro rata portion of his annual bonus for the applicable period of the calendar year for which he was employed, (iv) continuation of group health plan benefits for 12 months following termination, (v) acceleration of vesting with respect to certain equity awards that vest based on time, (vi) extension of the expiration date of certain equity awards that vest based on performance, and (vii) any accrued and unpaid vacation pay or other benefits owed. If Mr. Solano was terminated for cause, terminated his employment without good reason or his employment terminated due to nonrenewal of his agreement, he would only be entitled to his base salary through the termination date and any accrued and unpaid vacation pay or other benefits owed. Mr. Solano's amended and restated employment agreement would have been effective for an initial period ending April 1, 2017, and would have been automatically extended for additional 12 month periods thereafter, unless written notice was given by Mr. Solano or by us not less than 90 days prior to the end of the then-current employment period.

The Company and Mr. Solano entered into a separation agreement effective as of March 31, 2017. Pursuant to the terms of the separation agreement, Mr. Solano will receive (i) his base salary for a period of 12 months after May 16, 2017, the date on which his employment with the Company terminates, (ii) a pro rata portion of his annual bonus, if any, for the period of 2017 during which Mr. Solano was employed by the Company, (iii) continuation of health care coverage under the Company's health plans until May 16, 2018 or until Mr. Solano is no longer eligible for COBRA continuation coverage, and (iv) 12-month acceleration of equity awards subject to time-based vesting. In addition, Mr. Solano's equity awards that are subject to performance-based vesting will not terminate or be subject to repurchase by the Company solely because of the termination of Mr. Solano's employment. All payments and benefits provided for in the separation agreement that are not otherwise required by law are contingent upon Mr. Solano's compliance with customary non-competition and non-solicitation obligations through May 16, 2018.

Potential Payments Upon Termination of Employment or Corporate Transactions/Change of Control

None of our NEOs are entitled to receive payments or other benefits upon termination of employment or a change in control, except as provided in the "Employment and Separation Agreements" section above.

Retirement Plans

The Company has a defined contribution benefit plan, qualified under Section 401(k) of the Internal Revenue Code, covering all eligible employees. In 2016, plan participants were eligible to receive a 100% matching contribution with respect to the amount contributed to the plan up to the first 3.00% of salary, plus a 50% matching contribution with respect to the amount contributed to the plan in excess of the first 3.00% of salary, up to 5.00% of salary, and such matching contributions vest immediately.

Outstanding Equity Awards at 2016 Fiscal Year End

The following table sets forth certain information about outstanding equity awards held by our NEOs as of January 2, 2017:

| Name | Option Awards | | | | Stock Awards | | | | |
|------|---------------------------------|---------------------------------------------|-------------------------------|----------------------------|------------------------|------------------------------------|------------------------------------|-------------------------------|-------------------------------|
| | Number of Securities Underlying | Number of Securities Underlying Unexercised | Equity Incentive Plan Awards: | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock | Market Value of Shares or Units of | Equity Incentive Plan Awards: | Equity Incentive Plan Awards: |

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| | Unexercised Options (#) | Options (#) | Unexercisable | Number of Securities Underlying Unexercised Options (#) | That Have Not Vested (#) | Stock That Have Not Vested (\$) | Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) | Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) |
|--------------------|--------------------------------|--------------------|----------------------|----------------------------------------------------------------|---------------------------------|----------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| Ken Calwell | 61,332 | | | 11.85 | 3/11/2024 | | | |
| | | | | | (1)(8) | | | |
| | 76,679 | | | 11.00 | 5/1/2024 | | | |
| | | | | | (2)(8) | | | |
| | 51,119 | | | 11.00 | 5/1/2024 | | | |
| | | | | | (3)(8) | | | |
| | | | 63,900 | 11.00 | 5/1/2024 | | | |
| | | | | | (4)(8) | | | |
| 19,000 | 19,000 | | 11.00 | 5/1/2024 | | | | |
| | | | | (5)(8) | | | | |
| 12,500 | 37,500 | | 13.45 | 3/10/2025 | | | | |
| | | | | (7)(8) | | | | |
| | 31,935 | | 10.90 | 3/3/2026 | | | | |
| | | | | (8)(9) | | | | |
| | | | | | | 82,976 | | |
| | | | | | | (4)(10)(11) | 350,159 | |

| Name | Option Awards | | | | | Stock Awards | | Equity Incentive Plan Awards: | Equity Incentive Plan Awards: |
|-----------------------|---------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------|-----------------------------|-------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) | Number of Unearned Shares, Units or Rights That Have Not Vested (#) | Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) |
| Jean M. Birch | | | | | | 3,000 ⁽¹²⁾ | 12,660 | | |
| | | | | | | 3,000 ⁽¹³⁾ | 12,660 | | |
| Mark Hutchens | 19,612 | 29,417 | | 11.85 | 3/11/2024 | | | | |
| | | | 24,514 | 11.85 | ⁽⁶⁾ 3/11/2024 | | | | |
| | 7,523 | | | 11.00 | ⁽⁴⁾ 5/1/2024 | | | | |
| | 7,523 | 22,569 | | 11.00 | ⁽²⁾ 5/1/2024 | | | | |
| | | | 18,807 | 11.00 | ⁽¹⁵⁾ 5/1/2024 | | | | |
| | 13,750 | 13,750 | | 11.00 | ⁽⁴⁾ 5/1/2024 | | | | |
| | 6,900 | 20,700 | | 13.45 | ⁽⁵⁾ 3/10/2025 | | | | |
| | | 23,515 | | 10.90 | ⁽⁷⁾ 3/3/2026 | | | | |
| | | | | | ⁽⁹⁾ | | | | |
| Brandon Solano | 6,250 | 18,750 | | 11.81 | 12/29/2025 | | | | |
| | | 12,775 | | 10.90 | ⁽¹⁴⁾ 3/3/2026 | | | | |
| | | | | | ⁽⁹⁾ | | | | |

- (1) Awards vested 100% when granted on March 11, 2014.
- (2) Awards vested 100% when granted on May 1, 2014.
- (3) Awards granted on May 1, 2014 that vest in two equal annual installments beginning on June 6, 2014.
- (4) Performance vesting awards vest when the volume-weighted average closing price per share of the Company's common stock equals or exceeds \$22.00 per share for 90 consecutive trading days.
- (5) Awards granted on May 1, 2014, that vest in equal annual installments over four years beginning on the first anniversary of the grant date.
- (6) Awards granted on March 11, 2014, that vest in equal annual installments over five years beginning on the first anniversary of the grant date. The first tranche contained a provision that vesting would occur at the earlier of the completion of an initial public offering or the first anniversary of the option grant date.
- (7) Option awards granted on March 10, 2015, that vest in four equal annual installments beginning on March 10, 2016.
- (8) These options were cancelled effective as of January 7, 2017 pursuant to a separation agreement between the Company and Mr. Calwell in connection with Mr. Calwell's resignation as President and Chief Executive Officer on December 29, 2016.
- (9) Option awards granted on March 3, 2016, that vest in four equal annual installments beginning on March 3, 2017.
- (10) Restricted shares purchased by named executive officer that vest based on achievement of performance goals.

(11) These restricted stock awards ceased to be subject to the Company's repurchase right effective as of January 7, 2017 pursuant to a separation agreement between the Company and Mr. Calwell in connection with Mr. Calwell's resignation as President and Chief Executive Officer on December 29, 2016.

(12) Restricted shares awarded on March 25, 2016, that vest on March 25, 2017.

(13) Restricted shares awarded on October 1, 2016, that vest on October 1, 2017.

(14) Option awards granted on December 29, 2015, that vest in four equal annual installments beginning on December 29, 2016.

(15) Option awards granted on May 1, 2014, that vest in four equal annual installments beginning on March 11, 2016.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

We describe below the transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

the amounts involved exceeded or will exceed \$120,000; and

any of our directors, nominees for director, executive officers or holders of more than 5% of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Stockholder's Agreement

We are party to a stockholder's agreement with Lee Equity. The stockholder's agreement provides that so long as Lee Equity (or one or more of its affiliates, to the extent assigned thereto), individually or in the aggregate, owns (i) 20% or more of the voting power of the issued and outstanding shares of our Common Stock, Lee Equity will be entitled to designate two director nominees or (ii) 10% or more (but less than 20%) of the voting power of the issued and outstanding shares of our Common Stock, Lee Equity will be entitled to designate one director nominee, in each case, to serve on our Board of Directors at any meeting of stockholders at which directors are to be elected to the extent that Lee Equity does not have a director designee then serving on the Board of Directors. Lee Equity's current director designees are Benjamin Hochberg and Yoo Jin Kim.

In furtherance of our amended and restated certificate of incorporation, the stockholder's agreement provides that Lee Equity and its affiliates have no obligation to offer us an opportunity to participate in business opportunities presented to Lee Equity or its affiliates, even if the opportunity is one that we might reasonably have pursued (and therefore may be free to compete with us in the same business or similar businesses), and that neither Lee Equity nor its affiliates will be liable to us or our stockholders for breach of any duty by reason of any of these activities unless, in the case of any person who is a director or officer of the Company, the business opportunity is expressly offered to the director or officer in writing solely in his or her capacity as an officer or director of the Company. Lee Equity, as part of a privately negotiated sale of 10% or more of its shares, may assign all or any portion of its rights under the stockholder's agreement to any transferee. The stockholder's agreement will terminate upon the written request of Lee Equity or at such time as Lee Equity owns less than 10% of our Common Stock.

For so long as Lee Equity owns 10% or more of the voting power of the outstanding shares of our Common Stock, Lee Equity will be granted access to some of our customary non-public information and members of our management team and shall have the ability to share this material non-public information with any potential purchaser of our Common Stock that executes an acceptable confidentiality agreement with us, which will involve a prohibition on trading on material non-public information.

The stockholder's agreement also obligated us to pay the costs and expenses included in connection with the preparation, negotiation, and execution of the stockholder's agreement and provides that Lee Equity will be reimbursed for its costs and expenses in connection with enforcing its rights and remedies under and pursuant to the stockholder's agreement.

The stockholder's agreement also provides that, so long as Lee Equity owns 25% or more of the voting power of the outstanding shares of our Common Stock, the following actions by us require the prior written approval of Lee Equity:

any issuance of our equity securities or the equity securities of any of our subsidiaries other than the granting of options or shares of Common Stock to members of our management or the issuance of shares of Common Stock in connection with the exercise of such options;

the declaration or payment of non-pro rata dividends or other non-pro rata distributions in respect of our capital stock or any non-pro rata repurchase of our equity securities;

incurrence of indebtedness for borrowed money (other than indebtedness incurred under our revolving credit facility existing as of the date of the stockholder's agreement or in connection with the refinancing of our then existing indebtedness) in excess of 4.5 times leverage;

entering into any change in control transaction;

any investment in, or the acquisition or disposition of, any assets or entity (other than investments in wholly owned subsidiaries) in each case in excess of \$25.0 million, or the entry into any material joint ventures, partnerships or similar arrangements;

any adoption of a new equity-based incentive plan, any increase in the maximum number of shares of Common Stock available to participants in our existing equity-based incentive plans or a material change to the vesting schedule or the termination of any of our existing equity-based incentive plans;

any material increase in the salary of our Chief Executive Officer (other than for standard cost of living adjustments) and any material changes to the bonus structure applicable to our Chief Executive Officer as in effect as of the date of the offering;

specified amendments to our organizational documents in a manner that would be adverse to Lee Equity;

any material change to our business of being the owner and/or franchisor of stores and restaurants that sell or serve pizza and other food items; and

any change to the number of directors serving on our Board.

Lee Equity has the right to assign any of its governance rights to its affiliates or to a third party in connection with the sale by Lee Equity of 10% or more of the issued and outstanding shares of our Common Stock.

Employment Agreements

We have entered into an employment agreement with certain of our NEOs as well as other executive officers. See “Executive Compensation—Employment and Separation Agreements.”

Policies for Approval of Related Person Transactions

In connection with our initial public offering, we adopted a written policy relating to the approval of related person transactions. A “related person transaction” is a transaction or arrangement or series of transactions or arrangements in which we participate (whether or not we are a party) and a related person has a direct or indirect material interest in the transaction. Our Audit Committee reviews and approves or ratifies all relationships and related person transactions between us and (i) our directors, director nominees or executive officers, (ii) any 5% record or beneficial owner of our Common Stock or (iii) any immediate family member of any person specified in (i) and (ii) above. The Audit Committee reviews all related person transactions and, where the Audit Committee determines that the transactions are in our best interests, approves or ratifies the transactions.

As set forth in the related person transaction policy, in the course of its review and approval or ratification of a related party transaction, the Audit Committee will, in its judgment, consider in light of the relevant facts and circumstances whether the transaction is, or is not consistent with, our best interests, including consideration of various factors enumerated in the policy.

Any member of the Audit Committee who is a related person with respect to a transaction under review will not be permitted to participate in the discussions or approval or ratification of the transaction. However, such member of the Audit Committee will provide all material information concerning the transaction to the Audit Committee. Our policy also includes specified exceptions for transactions that need not be reported and provides the Audit Committee with the discretion to pre-approve various transactions.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors consists of three directors, all of whom are considered independent under applicable SEC and Nasdaq Stock Market rules. The Audit Committee operates under a written charter. The primary purpose of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board of Directors. The Audit Committee annually appoints the Company's independent registered public accounting firm.

Management is responsible for preparing the Company's consolidated financial statements, including the system of internal controls, and for the preparation, presentation and integrity of the consolidated financial statements in accordance with generally accepted accounting principles. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has:

reviewed and discussed the audited consolidated financial statements with management and the independent registered public accounting firm;

discussed with the independent registered public accounting firm the matters required to be discussed under the standards of the Public Company Accounting Oversight Board;

received the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with Moss Adams LLP its independence; and

discussed with Moss Adams LLP that the provision of non-audit services was compatible with Moss Adams LLP maintaining its independence.

Based on the above discussions and review with management and the independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended January 2, 2017 for filing with the SEC.

Respectfully submitted by the Audit Committee of the Board of Directors.

AUDIT COMMITTEE

L. David Mounts, Chair
John Shafer

Katherine L. Scherping

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of Common Stock as of March 27, 2017 with respect to: (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each of the Company's directors, (iii) each of the Company's nominees for election as director, (iv) each of the Company's NEOs, and (v) all directors and executive officers as a group. The address for each of our executive officers and our directors is 8000 NE Parkway Drive, Suite 350, Vancouver, Washington 98662. Except as otherwise noted, the persons listed below have sole investment and voting power with respect to the shares owned by them.

| Name and Address of Beneficial Owner | Shares of Common Stock Beneficially Owned⁽¹⁾ | Percent of Common Stock Outstanding |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------|
| 5% Stockholders | | |
| Thomas H. Lee LEP Papa Murphy's Holdings, LLC Lee Equity Partners Realization Fund GP, LLC 650 Madison Ave, 21 st Floor, New York, NY 10022 | 4,428,981 | (2) 26.1% |
| Wasatch Advisors, Inc. 505 Wakara Way, Salt Lake City, UT 84108 | 1,890,893 | (3) 11.1% |
| 12 West Capital Management LP 90 Park Avenue, 41 st Floor, New York, NY 10016 | 1,067,702 | (4) 6.3% |
| Named Executive Officers and Directors: | | |
| Jean M. Birch | 20,095 | * |
| Ken Calwell | 263,890 | (5) 1.6% |
| Mark Hutchens | 137,365 | (6) * |
| Brandon Solano | 48,890 | (7) * |
| Benjamin Hochberg | 0 | * |
| Yoo Jin Kim | 11,071 | * |
| L. David Mounts | 204,026 | 1.2% |
| John Shafer | 34,818 | (8) * |

| | | |
|------------------|-------|---|
| Rob Weisberg | 4,595 | * |
| Jeffrey B. Welch | 4,595 | * |

| Name and Address of Beneficial Owner | Shares of Common Stock Beneficially Owned ⁽¹⁾ | Percent of Common Stock Outstanding |
|----------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------|
| Katherine L. Scherping | 3,000 | * |
| Executive Officers and Directors as a group (10 persons) | 524,518 | (9) 3.1% |

The beneficial ownership percentage is calculated based on shares of the Company's Common Stock outstanding as of March 27, 2017. Beneficial ownership is determined in accordance with the rules of the SEC, and includes voting power and investment power with respect to shares. Shares issuable upon the exercise of outstanding stock options that are currently exercisable or become exercisable within 60 days following March 27, 2017 are considered outstanding for the purpose of calculating the percentage of Common Stock owned by a person, but not for the purpose of calculating the percentage of Common Stock owned by any other person.

This information is based solely on Amendment No. 2 to Schedule 13G filed by LEP Papa Murphy's Holdings, LLC, Lee Equity Partners Realization Fund GP, LLC and Thomas H. Lee on February 14, 2017. Thomas H. Lee has sole voting power and sole dispositive power of 30,697 shares of Common Stock. Lee Equity Partners Realization Fund GP, LLC and LEP Papa Murphy's Holdings, LLC ("LEP Papa Murphy's") have shared voting and dispositive power of an additional 4,398,284 shares of Common Stock. The members of LEP Papa Murphy's are Thomas H. Lee, Lee Equity Partners Realization Fund, L.P., a Delaware limited partnership ("Lee Equity"), and Lee Equity Strategic Partners Realization Fund, L.P., a Delaware limited partnership ("Lee Strategic," and, together with Lee Equity, the "Lee Equity Funds"). Lee Equity Partners Realization Fund GP, LLC, a Delaware limited liability company, is the general partner of each of the Lee Equity Funds (the "General Partner"). Lee Equity Partners, LLC, a Delaware limited liability company (the "Investment Manager"), is the non-member manager of LEP Papa Murphy's and serves as the investment manager of the Lee Equity Funds. Voting and disposition decisions at the General Partner with respect to such securities are made by a majority in number of the General Partner's managers, Thomas H. Lee, Benjamin A. Hochberg, Mark Gormley, Yoo Jin Kim, David J. Morrison and Joseph B. Rotberg. Each of the managers disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein.

This information is based solely on Amendment No. 2 to Schedule 13G filed by Wasatch Advisors, Inc. on February 14, 2017. Wasatch Advisors, Inc. beneficially owns and has sole voting power and sole dispositive power of 1,890,893 shares of Common Stock.

This information is based solely on Schedule 13G filed by 12 West Capital Management LP ("12 West") on May 31, 2016. 12 West is deemed to be the beneficial owner and possesses the sole power to vote and dispose of 1,067,702 shares of Common Stock as investment manager to 12 West Capital Fund LP and 12 West Capital Offshore Fund LP.

Includes 4,800 shares held by the Kenneth Calwell Trust, the trustee of which is Ken Calwell.

- (6) Includes options to purchase 92,290 shares of Common Stock currently exercisable or exercisable within 60 days following March 27, 2017.
- (7) Includes options to purchase 18,888 shares of Common Stock currently exercisable or exercisable within 60 days following March 27, 2017.
- (8) Includes options to purchase 5,783 shares of Common Stock currently exercisable or exercisable within 60 days following March 27, 2017.
- (9) Includes options to purchase 152,787 shares of Common Stock currently exercisable or exercisable within 60 days following March 27, 2017.

*Indicates that the percentage of shares of Common Stock beneficially owned does not exceed one percent of the Company's Common Stock outstanding as of March 27, 2017.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of January 2, 2017. Information is included for equity compensation plans approved by our stockholders and equity compensation plans not approved by our stockholders. We will not grant equity awards in the future under any of the equity compensation plans not approved by our stockholders included in the table below.

| Plan Category | (a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights | (b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights(1) | (c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Equity Compensation Plans approved stockholders | 1,123,183 | \$11.48 | 369,179 ⁽²⁾ |
| Equity Compensation plans not approved by stockholders | — | — | — |
| Total | 1,123,183 | \$11.48 | 369,179 |

(1) The weighted average exercise price is calculated based solely on outstanding stock options. It does not take into account the shares of our common stock underlying restricted stock units, which have no exercise price.

(2) Consists of 202,494 shares under the Company's Amended 2010 Management Incentive Plan and 166,685 shares under the Company's 2014 Equity Incentive Plan, which can generally be granted pursuant to stock options, stock appreciation rights, restricted stock awards, restricted stock units or stock awards.

OTHER MATTERS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our Common Stock, file reports of ownership and changes of ownership with the SEC. These directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during our fiscal year ended January 2, 2017, all Section 16(a) filing requirements were satisfied on a timely basis, except for one report on Form 4 filed by L. David Mounts to report one transaction.

Fiscal Year 2016 Annual Report and SEC Filings

Our financial statements for our fiscal year ended January 2, 2017 are included in our 2016 Annual Report on Form 10-K, which is posted on our website at <http://investors.papamurphys.com> and is available from the SEC at its website at www.sec.gov. You may also obtain a copy of our 2016 Annual Report on Form 10-K without charge by sending a written request to Papa Murphy's Holdings, Inc., Attention: Investor Relations, 8000 NE Parkway Drive, Suite 350, Vancouver, Washington 98662.

Stockholders Sharing the Same Address

We have adopted a procedure called "householding," which has been approved by the SEC. Under this procedure, we will deliver only one copy of our Notice of Internet Availability of Proxy Materials, and for those stockholders that received a paper copy of proxy materials in the mail, one copy of our annual report to stockholders and this proxy statement, to multiple stockholders who share the same address (if they appear to be members of the same family) unless we have received contrary instructions from an affected stockholder. Stockholders who participate in householding will continue to receive separate proxy cards if they received a paper copy of proxy materials in the mail.

The annual report to stockholders and this proxy statement are available on our website at <http://investors.papamurphys.com>. We will deliver promptly upon written or oral request a separate copy of the annual report and this proxy statement to any stockholder at a shared address to which a single copy of either of those documents was delivered. To receive a separate copy of the annual report or this proxy statement, contact us at:

Investor Relations
8000 NE Parkway Drive, Suite 350
Vancouver, Washington 98662
(877) 747-7272
Investor.Relations@papamurphys.com

If you are a stockholder, and share an address and last name with one or more other stockholders, and would like to revoke your householding consent, or you are a stockholder eligible for householding and would like to participate in householding, please contact our Investor Relations department, either by calling toll free at (877) 747-7272 or by writing to our Investor Relations department at the address set forth above. You will be removed from the householding program within 30 days of receipt of the revocation of your consent.

A number of brokerage firms have instituted householding. If you are a beneficial owner, please contact your bank, broker or other holder of record to request information about householding.

* * *

The Board of Directors does not know of any other matter to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named as proxies will have discretion to vote the shares of our Common Stock they represent in accordance with their own judgment on those matters.

It is important that your shares of our Common Stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone, by using the Internet or by mail at your earliest convenience, as instructed on the Notice of Internet Availability of Proxy Materials.

THE BOARD OF DIRECTORS

Vancouver, Washington

April 5, 2017

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

PAPA MURPHY'S

HOLDINGS, INC. *During The Meeting* - Go to www.virtualshareholdermeeting.com/FRSH2017

8000 NE

PARKWAY

DRIVE

SUITE 350

VANCOUVER,

WA 98662

You may attend the Annual Meeting on May 24, 2017 at 9:00 A.M. Pacific Time via the Internet and vote during the Annual Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR
BLACK INK AS FOLLOWS:

E20518-P89451 KEEP THIS PORTION FOR YOUR
RECORDS
DETACH AND RETURN THIS
PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**PAPA
MURPHY'S
HOLDINGS,
INC.**

For Withhold For All

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

**The Board of
Directors
recommends you
vote "For All"
in Proposal 1 and
"For" Proposal 2.**

All All Except

1. Election
of
three
Class
III
Directors

Nominees:

- 01) John
Shafer
02) David
Mounts
03) Katherine
Scherping

For Against Abstain

2. To ratify the appointment of Moss Adams LLP as our independent registered public accounting firm for the fiscal year ending January 1, 2018.

NOTE: In their discretion, the proxies are authorized to vote upon any other business that may properly come before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature
[PLEASE
SIGN
WITHIN
BOX]

Date

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and 2016 Annual Report on Form 10-K are available at www.proxyvote.com.

E20519-P89451

PAPA MURPHY'S HOLDINGS, INC.
Annual Meeting of Stockholders
May 24, 2017 9:00 AM Pacific Time
This proxy is solicited by the Board of Directors

The undersigned hereby appoints Jean Birch and Mark Hutchens, and each of them, with power to act without the other and with full power of substitution, as proxies and attorneys-in-fact and hereby authorizes them to represent and vote, as designated on the reverse side, all the shares of Papa Murphy's Holdings, Inc. Common Stock that the signatory on the reverse side is entitled to vote, and, in their discretion, to vote upon any other business that may properly come before the Annual Meeting of Stockholders of Papa Murphy's Holdings, Inc. to be held May 24, 2017, or at any adjournments or postponements of the Annual Meeting, with all powers which the signatory on the reverse side would possess if personally present.

This proxy, when properly executed, will be voted in the manner directed herein. If the signed proxy is returned but no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

