

Papa Murphy's Holdings, Inc.  
Form 10-Q/A  
November 15, 2016

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

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FORM 10-Q/A  
(Amendment No. 1)

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(Mark One)

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

For the quarterly period ended June 27, 2016

OR

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

For the transition period from to  
Commission file number 001-36432

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

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|---|--------------------------------------|
| Delaware  | 27-2349094                           |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (IRS Employer<br>Identification No.) |
| 8000 NE Parkway Drive, Suite 350                                  | 98662                                |
| Vancouver, WA   | (Zip Code)                           |
| (Address of principal executive offices)                          |                                      |
| (360) 260-7272  |                                      |
| (Registrant's telephone number, including area code)              |                                      |

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes . No . Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes . No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes . No .

At July 29, 2016, there were 16,957,420 shares of the Registrant's common stock, \$0.01 par value, outstanding.



EXPLANATORY NOTE

Papa Murphy's Holdings, Inc. (the "Company") is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (this "Amendment No. 1") in order to correct an inadvertent omission of certain language from paragraph 4 of the certification of its Chief Executive Officer filed as Exhibit 31.1 and the certification of its Chief Financial Officer filed as Exhibit 31.2 to the Quarterly Report on Form 10-Q for the quarter ended June 27, 2016 (the "Original Form 10-Q").

This Amendment No. 1 should be read in conjunction with the Original Form 10-Q, which continues to speak as of the date of the Original Form 10-Q. Other than as specifically set forth herein, this Amendment No. 1 does not modify or update disclosures in the Original Form 10-Q. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Original Form 10-Q or modify or update any related or other disclosures.

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## Item 6. Exhibits.

| EXHIBIT<br>NUMBER | DESCRIPTION OF EXHIBITS  | INCORPORATED BY REFERENCE |                        |
|-------------------|--|---------------------------|------------------------|
|                   |  | FILE<br>FORM NUMBER       | FILING<br>EXHIBIT DATE |
| 31.1*             | Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                           |                        |
| 31.2*             | Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |                           |                        |
| 32.1              | Certificate of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   | 10-Q 001-3643232.1        | August 3, 2016         |
| 32.2              | Certificate of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   | 10-Q 001-3643232.2        | August 3, 2016         |
| 101.INS           | XBRL Instance Document   | 10-Q 001-36432 101.INS    | August 3, 2016         |
| 101.SCH           | XBRL Taxonomy Extension Schema Document  | 10-Q 001-36432 101.SCH    | August 3, 2016         |
| 101.CAL           | XBRL Taxonomy Extension Calculation Linkbase Document  | 10-Q 001-36432 101.CAL    | August 3, 2016         |
| 101.DEF           | XBRL Taxonomy Extension Definition Linkbase Document   | 10-Q 001-36432 101.DEF    | August 3, 2016         |
| 101.LAB           | XBRL Taxonomy Extension Label Linkbase Document  | 10-Q 001-36432 101.LAB    | August 3, 2016         |
| 101.PRE           | XBRL Taxonomy Extension Presentation Linkbase Document   | 10-Q 001-36432 101.PRE    | August 3, 2016         |

\* Filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized

PAPA MURPHY'S HOLDINGS,  
INC.

By: /s/ Mark Hutchens

Name: Mark Hutchens

Title: Chief Financial Officer

Date: November 14, 2016