

Papa Murphy's Holdings, Inc.  
Form 3  
April 17, 2015

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

|                                           |                                                                                 |                                                                        |
|-------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * | 2. Date of Event Requiring Statement                                            | 3. Issuer Name and Ticker or Trading Symbol                            |
| Â Weisberg Robert J                       | (Month/Day/Year)                                                                | Papa Murphy's Holdings, Inc. [FRSH]                                    |
| (Last) (First) (Middle)                   | 04/15/2015                                                                      |                                                                        |
|                                           | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|                                           | (Check all applicable)                                                          |                                                                        |
|                                           | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |                                                                        |
|                                           | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 |                                                                        |
|                                           | (give title below) (specify below)                                              |                                                                        |
|                                           |                                                                                 | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|                                           |                                                                                 | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                           |                                                                                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |

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

VANCOUVER,Â WAÂ 98662  
(City) (State) (Zip)

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4)       | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 0 <sup>(1)</sup>                                            | D                                                                       | Â                                                           |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative | 5. Ownership<br>Form of<br>Derivative<br>Security: | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|

# Edgar Filing: Papa Murphy's Holdings, Inc. - Form 3

|                     |                    |       |                                  |          |                                                |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                                                   | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                  | Director      | 10% Owner | Officer | Other |
| Weisberg Robert J<br>C/O PAPA MURPHY'S HOLDINGS, INC.<br>8000 NE PARKWAY DRIVE, SUITE 350<br>VANCOUVER, WA 98662 | Â X           | Â         | Â       | Â     |

## Signatures

|                                         |            |
|-----------------------------------------|------------|
| /s/ Daniel R. Smith<br>attorney-in-fact | 04/17/2015 |
| __Signature of Reporting Person         | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) No securities are beneficially owned.

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