

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: 2011-11-07 | Period of Report: 2011-11-07  
SEC Accession No. 0001014108-11-000156

(HTML Version on [secdatabase.com](http://secdatabase.com))

FILER

**NPC INTERNATIONAL INC**

CIK: 748714 | IRS No.: 480817298 | State of Incorporation: KS | Fiscal Year End: 0327  
Type: 8-K | Act: 34 | File No.: 000-13007 | Film No.: 111182913  
SIC: 5812 Eating places

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PITTSBURG KS 66762-0643

Business Address

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PITTSBURG KS 66762-2860  
3162313390

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 7, 2011**

**NPC International, Inc.**

(Exact name of registrant as specified in its charter)

**Kansas**  
(State or other jurisdiction of  
incorporation)

**333-138338**  
(Commission  
File Number)

**48-0817298**  
(I.R.S. Employer  
Identification No.)

**7300 West 129<sup>th</sup> Street**  
**Overland Park, Kansas 66213**  
(Address of principal executive office)(Zip Code)

**(913) 327-5555**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.01. Changes in Control of Registrant.**

(b) Possible Change in Control. NPC International, Inc. (the “Company”), announced that the Company’s parent company, NPC Acquisition Holdings, LLC (“Parent”), and all of Parent’s equity holders entered into a definitive purchase and sale agreement with a company formed by Olympus Growth Fund V, L.P. (“Olympus”) pursuant to which Olympus will acquire all of the issued and outstanding equity interests in Parent. The transaction is subject to customary closing conditions, including certain regulatory approvals, and is currently expected to close by December 28, 2011. The closing of the transaction would result in a change in control of the Company.

**Item 7.01. Regulation FD Disclosure.**

On November 7, 2011, the Company issued a press release announcing the entry into the definitive purchase and sale agreement by Parent and all of Parent’s equity holders described under Item 5.01 above. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

The information in this Form 8-K and Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”) or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as and when expressly set forth by such specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Number</u>	<u>Description</u>
99.1	Press Release dated November 7, 2011

## 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.

NPC INTERNATIONAL, INC.

By: /s/ Troy D. Cook

Troy D. Cook

Executive Vice President—Finance and Chief Financial Officer

Date: November 7, 2011

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## INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
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99.1	Press Release dated November 7, 2011
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## NEWS RELEASE

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Contact: Troy D. Cook  
Executive Vice President &  
Chief Financial Officer  
913-327-3109

### **NPC International, Inc. Announces Agreement for Sale of Parent Company**

**OVERLAND PARK, KANSAS, (NOVEMBER 7, 2011)** – NPC International, Inc. (the “Company”), announced today that the Company’s parent company, NPC Acquisition Holdings, LLC (“Parent”), and all of Parent’s equity holders have entered into a definitive purchase and sale agreement with a company formed by Olympus Partners (“Olympus”) pursuant to which Olympus will acquire all of the issued and outstanding equity interests in Parent for an undisclosed amount. All of the Company’s funded indebtedness is to be repaid by the purchaser at the closing of the sale of the equity interests. The transaction is subject to customary closing conditions, including certain regulatory approvals, and is currently expected to close by December 28, 2011.

JP Morgan Securities LLC is acting as financial advisor and Shearman and Sterling, LLP is acting as legal advisor to Parent.

The acquisition is expected to be financed, in part, by a senior credit facility to be arranged by affiliates of Barclays Capital and Goldman Sachs & Co. Barclays Capital and Goldman, Sachs & Co. are acting as financial advisors and Kirkland & Ellis LLP is acting as legal advisor to Olympus.

#### **About NPC International, Inc.**

NPC International, Inc. is the largest Pizza Hut franchisee and the largest franchisee of any restaurant concept in the United States (U.S.) according to the 2010 “Top 200 Restaurant Franchisees” by Franchise Times. The Company is also the eighth largest restaurant unit operator in the U.S. according to the 2011 “Chain Restaurant Industry Review” by GE Capital, Franchise Finance. The Company was founded in 1962 and, as of September 27, 2011 the Company operated 1,153 Pizza Hut units in 28 states with significant presence in the Midwest, South and Southeast. As of the third quarter of 2011, the Company’s operations represented approximately 19% of the domestic Pizza Hut restaurant system and 21% of the domestic Pizza Hut franchised restaurant system as measured by number of units, excluding licensed units which operate with a limited menu and no delivery in certain of the Company’s markets.

#### **About Olympus Partners**

Founded in 1988, Olympus Partners is a Stamford, Connecticut based private equity firm focused on providing equity capital for middle market management buyouts and for companies needing capital for expansion. Olympus is an active, long-term investor across a broad range of industries, including healthcare services, financial services, consumer products and business services. Olympus manages in excess of \$3 billion on behalf of corporate pension funds, endowment funds and state-sponsored retirement programs.

## **“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995**

Certain statements contained in this news release that do not relate to historical facts constitute forward-looking statements. These include statements regarding the Company’s plans and expectations. Forward-looking statements are subject to inherent risks and uncertainties and there can be no assurance that such statements will prove to be correct. The closing of the proposed sale transaction is subject to the closing conditions in the purchase and sale agreement between the parties. The Company’s actual results may vary materially from those anticipated in such forward-looking statements as a result of a number of factors, including lower than anticipated consumer discretionary spending; continued deterioration in general economic conditions; competition in the quick service restaurant market; adverse changes in food, labor and other costs; price inflation or deflation; and other factors. These risks and other risks are described in the Company’s filings with the Securities and Exchange Commission, including the Company’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Copies of these filings may be obtained by contacting the Company. All forward-looking statements made in this news release are made as of the date hereof. The Company does not intend to update these forward-looking statements and undertakes no duty to any person to provide any such update under any circumstances. Investors are cautioned not to place undue reliance on any forward-looking statements.