

Papa Murphy's Holdings, Inc.  
Form SC 13G  
May 31, 2016

**THE UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_\_\_)\***

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

(Name of Issuer)

**Common SHARES, \$0.01 par value**

(Title of Class of Securities)

**698814100**

(CUSIP Number)

**May 18, 2016**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 698814100

(1) Names of Reporting

Persons. I.R.S. Identification Nos. of

Above Persons (entities only):

12 West

Capital

Management

LP

45-3076594

(2) Check the

Appropriate Box if  
a Member of a (a) ☐

Group

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of

Organization: Delaware, United States

(5) Sole

Voting 1,067,702\*\*

Power:

Number (6) Shared

of Shares Voting 0\*\*

Beneficially Power:

Owned (7) Sole

By Each Dispositive 1,067,702\*\*

Reporting Power:

Person (8) Shared

With Dispositive 0\*\*

Power:

(9) Aggregate Amount Beneficially Owned by Each Reporting Person: 1,067,702\*\*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

(11) Percent of Class Represented by Amount in Row (9): 6.3%\*\*

(12) Type of Reporting Person (See Instructions): IA

\*\*12 West Capital Management LP ("12 West Management") serves as the investment manager to 12 West Capital Fund LP, a Delaware limited partnership ("12 West Onshore Fund"), and 12 West Capital Offshore Fund LP, a Cayman Islands exempted limited partnership ("12 West Offshore Fund"), and possesses the sole power to vote and the sole power to direct the disposition of all securities of Papa Murphy's Holdings, Inc. (the "Company") held by 12 West Onshore Fund and 12 West Offshore Fund. Joel Ramin, as the sole member of 12 West Capital Management, LLC,

the general partner of 12 West Management, possesses the voting and dispositive power with respect to all securities beneficially owned by 12 West Management.

As of May 18, 2016, 12 West Onshore Fund held 625,674 common shares of the Company, par value \$0.01 per share ("Common Shares"), and 12 West Offshore Fund held 442,028 Common Shares.

Based on information disclosed in the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 4, 2016, there were 16,938,700 shares of Common Shares outstanding as of April 29, 2016. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, 12 West Management is deemed to beneficially own 1,067,702 Common Shares, or 6.3% of the Common Shares deemed issued and outstanding as of May 18, 2016.

**Item 1(a). Name Of Issuer:**

Papa Murphy's Holdings, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

8000 NE Parkway Drive, Suite 350

Vancouver, WA 98662

**Item 2(a). Name of Person Filing:**

12 West Capital Management LP

**Item 2(b). Address of Principal Business Office or, if None,**

**Residence:**

90 Park Avenue

41<sup>st</sup> Floor

New York, New York 10016

**Item 2(c). Citizenship:**

12 West Capital Management LP is a Delaware limited partnership.

**Item 2(d). Title of Class of Securities:**

Common Shares, \$0.01 par value per share.

**Item 2(e). CUSIP No.:**

698814100

**Item 3. If This Statement Is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:**

Not Applicable.

**Item 4. Ownership**

(a) Amount Beneficially Owned:	1,067,702**
(b) Percent of Class:	6.3%**
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	1,067,702**
(ii) Shared power to vote or to direct the vote:	0**
(iii) Sole power to dispose or to direct the disposition of:	1,067,702**
(iv) Shared power to dispose or to direct the disposition of:	0**

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**Item**  
**5. Ownership of**  
**Five Percent or**  
**Less of a Class**

Not Applicable.

**Item**  
**6. Ownership of**  
**More Than Five**  
**Percent on**  
**Behalf of**  
**Another Person**

Not Applicable.

**Item**  
**7. Identification**

**and**  
**Classification of**  
**the Subsidiary**  
**Which Acquired**  
**the Security**  
**Being Reported**  
**on by the Parent**  
**Holding**  
**Company or**  
**Control Person**  
Not Applicable.

**Item**

**8. Identification  
and  
Classification of  
Members of the  
Group**

Not Applicable.

**Item 9. Notice of  
Dissolution of  
Group**

Not Applicable.

**Item**

**10. Certification**

By signing below  
I certify that, to  
the best of my  
knowledge and  
belief, the  
securities referred  
to above were not  
acquired and are  
not held for the  
purpose of or with  
the effect of  
changing or  
influencing the  
control of the  
issuer of the  
securities and  
were not acquired  
and are not held in  
connection with or  
as a participant in  
any transaction  
having that  
purpose or effect.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 31, 2016

**12 WEST  
CAPITAL  
MANAGEMENT  
LP**

By: /s/ Joel Ramin  
Joel Ramin  
its Sole Member

**Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001).**