

Papa Murphy's Holdings, Inc.  
Form SC TO-C  
April 11, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE TO**  
**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**Papa Murphy's Holdings, Inc.**

**(Name of Subject Company)**

**MTY Columbia Merger Sub, Inc.**

**(Offeror)**

**(Names of Filing Persons)**

**MTY Franchising USA, Inc.**

**(Parent of Offeror)**

**(Names of Filing Persons)**

**MTY Food Group Inc.**

**(Indirect and Ultimate Parent of Offeror)**

**(Names of Filing Persons)**

**Common stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**698814100**

**(CUSIP Number of Class of Securities)**

**Eric Lefebvre**

**Chief Executive Officer**

**MTY Columbia Merger Sub, Inc.**

**MTY Franchising USA, Inc.**

**MTY Food Group Inc.**

**8150, route Transcanadienne, Suite 200**

**St. Laurent, QC, H4S 1M5**

**Canada**

**(514) 336 -8885**

**(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)**

**With a copy to:**

**Steven G. Rowles**

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**United States of Ame**