

FORM 10-C

Securities and Exchange Commission  
Washington, DC 20549

Report by issuer of securities quoted on The Nasdaq Stock Market,  
filed pursuant to Section 13 or 15(d) of the Securities Exchange  
Act of 1934 and Rule 13a-17 or 15d-17 thereunder.

EXACT NAME OF ISSUER AS SPECIFIED IN CHARTER: PIZZA INN, INC.

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 5050 Quorum Drive, Suite  
500, Dallas, Texas 75240

ISSUER'S TELEPHONE NUMBER (INCLUDING AREA CODE): (214) 701-9955

I. Change in Number of Shares Outstanding

Indicate any change (increase or decrease) of five percent or  
more in the number of shares outstanding:

1. Title of security: Common Stock (par value \$.01 per  
share)
2. Number of shares outstanding before the change: 13,902,868
3. Number of shares outstanding after the change:  
12,990,401
4. Effective date of change: June 28, 1996
5. Method of change: Repurchase of Stock  
Specify method (such as merger, acquisition, exchange,  
distribution, stock split, reverse split, acquisition of stock  
for treasury, etc.): Acquisition of stock for treasury  
Give brief description of transactions: Multiple open-market transactions  
resulting in aggregate change.

II. Change in Name of Insurer

1. Name Prior to change: N/A
2. Name after change: N/A
3. Effective date of charter amendment changing name: N/A
4. Date of shareholder approval of change, if required: N/A

6/9/96 /s/ Donald W. Zentmeyer, General Counsel & Secretary  
DATE OFFICER'S SIGNATURE AND TITLE

Return To: The Nasdaq Stock Market  
Attn: 10C Form  
80 Merrit Boulevard  
Trumbull, CT 06611  
(203) 375-9609

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