

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|---|
| 1. Name and Address of Reporting Person* <u>GIER RANDALL E.</u> (Last) (First) (Middle) 3551 PLANO PARKWAY (Street) THE COLONY TX 75056 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PIZZA INN HOLDINGS, INC /MO/ [PZZI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/19/2014 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/19/2014 | | P | | 7,500 | A | \$6.674 ⁽¹⁾ | 52,500 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Option (right to buy) | \$8.05 ⁽²⁾ | 11/19/2014 | | A | | 30,000 | | (2) | 09/25/2024 | Common Stock | 30,000 | (2) | 30,000 | D | |
| Employee Stock Option (right to buy) | \$8.16 ⁽³⁾ | | | | | | | (3) | 11/06/2023 | Common Stock | 15,000 | | 15,000 | D | |
| Employee Stock Option (right to buy) | \$2.56 | | | | | | | (4) | 11/08/2022 | Common Stock | 230,000 | | 230,000 | D | |
| Employee Stock Option (right to buy) | \$2.56 ⁽⁵⁾ | | | | | | | (5) | 11/08/2022 | Common Stock | 45,200 | | 120,000 | D | |

Explanation of Responses:

1. Represents the weighted average purchase price of transactions effected at prices ranging from \$6.61 per share to \$6.76 per share. Upon written request by the SEC, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
2. Represents employee stock options conditionally granted on September 25, 2014, and exercisable as to 10%, 20%, 30% and 40% of shares on September 25, 2015, 2016, 2017 and 2018, respectively.
3. Represents employee stock options conditionally granted on November 6, 2013, and exercisable as to 10%, 20%, 30% and 40% of shares on November 6, 2014, 2015, 2016 and 2017, respectively.
4. Represents employee stock options exercisable as to 23,000, 46,000, 69,000 and 92,000 shares on November 8, 2013, 2014, 2015 and 2016, respectively.
5. Represents employee stock options conditionally granted on November 8, 2012, and exercisable as to 10%, 20%, 30% and 40% of shares on November 8, 2013, 2014, 2015 and 2016, respectively.

Remarks:

Steven D. Davidson as Attorney-
In-Fact for Randall E. Gier 11/21/2014

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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 Number.