

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):  
JUNE 24, 2004

PIZZA INN, INC.  
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(Exact name of Registrant as specified in its charter)

MISSOURI ----- (State or other jurisdiction of incorporation or organization)	0-12919 ----- Commission File Number	47-0654575 ----- (I.R.S. Employer Identification No.)
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3551 PLANO PARKWAY THE COLONY, TX 75056 (Address of principal executive offices)	75056 ----- (Zip Code)
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Registrant's telephone number, including area code: (469) 384-5000

(Former name, former address and former fiscal year, if changed since last report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

See attached Exhibit 99.1

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

99.1 Press Release by Pizza Inn, Inc. regarding resignation of B. Keith Clark.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PIZZA INN, INC.

Date: July 1, 2004

By: /s/ Ronald W. Parker  
Ronald W. Parker, Chief Executive Officer

INDEX TO EXHIBITS

Item        Exhibit  
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99.1 Press Release by Pizza Inn, Inc. regarding resignation of B. Keith Clark.

RESIGNATION NOTICE OF PIZZA INN, INC.'S SENIOR VICE PRESIDENT -CORPORATE  
DEVELOPMENT AND GENERAL COUNSEL

THE COLONY, TX - Pizza Inn, Inc. (NASDAQ: PZZI) announced today that B. Keith Clark, the Company's Senior Vice President - Corporate Development and General Counsel, notified the Company on the 24th of June that his earlier termination notice should be considered notice of termination pursuant to Section 2.02 of his Employment Agreement within twelve months after a Change of Control (as that term is defined in his Employment Agreement). Mr. Clark also advised the Company that his termination should be considered to be for "good reason" (as that term is defined in his Employment Agreement) pursuant to Section 2.03. Based on these assertions, Mr. Clark claims that the Company is obligated to pay him a lump sum cash severance payment of two and one-half times his current annual salary plus the highest amount of bonus and other cash compensation received by him during any one of the immediately preceding three fiscal years.

The Company is of the opinion that no Change of Control has occurred, and that Mr. Clark's termination of his employment is not for "good reason". As a result, the Company does not believe it is obligated to make any severance payment to Mr. Clark.

Pizza Inn, Inc. is headquartered in The Colony, Texas, along with its distribution division, Norco Restaurant Distribution Services. Pizza Inn represents over 400 restaurants with annual sales of approximately \$170 million.