FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	JVAL							
OMB Number: 3235-0								
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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

1. Name and Address of Reporting Person* GIER RANDALL E. (Last) (First) (Middle) 3551 PLANO PARKWAY						Issuer Name and Ticker or Trading Symbol PIZZA INN HOLDINGS, INC /MO/ [PZZI] Date of Earliest Transaction (Month/Day/Year) 03/27/2014									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) President & CEO					
(Street) THE COLONY TX 75056 (City) (State) (Zip)					- 4. -	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tal	ble I - Non	ı-Deri	vativ	re Se	curitie	s A	cquired,	Dis	osed o	of, or B	enefic	cially	Owned					
1. Title of Security (Instr. 3) 2. Trans: Date (Month/L							2A. Deemed Execution Date if any (Month/Day/Ye		Code (II			rities Acquired (A) ed Of (D) (Instr. 3, 4			5. Amoun Securities Beneficia Owned Fo	s lly ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A)	or Pr	ice	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock 03/2						7/2014			P		15,00	5,000 A		5.63	45,000			D		
			Table II - I						quired, D s, option						Owned					
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)				ate,	Code (Instr.				6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amor of Securities Underlying Derivative Secur (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)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisabl		opiration	Title	Amou or Numb of Sh	oer						
Employee Stock Option (right to buy)	\$8.16 ⁽¹⁾	03/27/2014			A		15,000		(1)	11	./08/2022	Common Stock	15,0	000	(1)	15,000	0	D		
Employee Stock Option (right to buy)	\$2.56								(2)	11	./08/2022	Common Stock	230,	000		230,00	00	D		
Employee					_															

Explanation of Responses:

- 1. 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
- 2. 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.
- 3. 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. 03/31/2014 Gier

** 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.