

DOMINOS PIZZA INC  
Form 4  
June 08, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NUNNELLY MARK E

2. Issuer Name and Ticker or Trading Symbol  
DOMINOS PIZZA INC [DPZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/29/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O BAIN CAPITAL, LLC, 111 HUNTINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOSTON, MA 02199

(City) (State) (Zip)

**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)		
				(A) or (D)	Price				
				Code	V	Amount			
Non-Voting Common Stock, \$.01 par value <sup>(3)</sup>	03/29/2005		J <sup>(2)</sup>	478,080	A	<u>2</u>	478,080	I	See footnote. <u>(1)</u>
Non-Voting Common Stock, \$.01 par value <sup>(3)</sup>	05/09/2005		J <sup>(2)</sup>	179,218	A	<u>2</u>	657,298	I	See footnote. <u>(1)</u>
Non-Voting Common Stock, \$.01 par value <sup>(3)</sup>	05/16/2005		J <sup>(2)</sup>	115,651	A	<u>2</u>	772,949	I	See footnote. <u>(1)</u>

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUNNELLY MARK E C/O BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

**Signatures**

/s/ Mark E. Nunnelly                      06/08/2005  
 \*\*Signature of Reporting Person                      Date

**Explanation of Responses:**

- \* 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).
- (1) Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners VI, L.P. ("Partners VI"). By virtue of this relationship, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the Non-Voting Common Stock held by Partners VI. Mr. Nunnelly disclaims beneficial ownership of the securities held by each of BCI and Partners VI except to the extent of his pecuniary interest therein.
  - (2) Distribution from an investment LLC. See Rule 16a-9 under the Securities Exchange Act of 1934.
  - (3) Shares of Non-Voting Common Stock are convertible on a one-to-one basis into shares of Domino's Pizza, Inc. Common Stock, \$.01 par value, upon transfer to a non-affiliate of the holder or otherwise in a brokerage transaction.

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