

NUNNELLY MARK E
Form 4
June 07, 2010

FORM 4

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

OMB APPROVAL

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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).

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)
06/03/2010

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

C/O BAIN CAPITAL INVESTORS, 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, Par Value \$0.01	06/03/2010		G ⁽¹⁾	37,800 D \$ 0 ⁽¹⁾	75,288	D	
Common Stock, Par Value \$0.01					8,204,577	I	See Footnotes (2) (3) (4) (5) (6) (7)

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

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SEC 1474 (9-02)

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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 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 INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

Signatures

/s/ Mark E. Nunnelly 06/07/2010

**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) Mr. Nunnelly made a charitable gift of 37,800 shares of Common Stock that he received from the distribution made on March 18, 2010. Mr. Nunnelly is a Managing Director of Bain Capital Investors, LLC ("BCI"). Because BCI is the sole general partner of Bain Capital Partners VI, L.P. ("BCP VI"), which is the sole general partner of Bain Capital Fund VI, L.P. ("Fund VI"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of June 3, 2010, Fund VI held 3,575,922 shares of Common Stock.
- (3) Because BCI is the sole general partner of BCP VI, which is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment Fund VI"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of June 3, 2010, Coinvestment Fund VI held 4,070,348 shares of Common Stock.

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Because BCI is the managing partner of each of BCIP Associates II ("BCIP II"), BCIP Associates II-B ("BCIP II-B"), and BCIP Associates II-C ("BCIP II-C"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP II, BCIP II-B and BCIP II-C. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of June 3, 2010, BCIP II, BCIP II-B and BCIP II-C held 339,556, 53,625 and 97,370 shares of Common Stock, respectively.

(4) Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Nunnelly may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II. BCI disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of June 3, 2010, BCIPT II held 39,335 shares of Common Stock.

(5) Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Nunnelly may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II-B. BCI disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of June 3, 2010, BCIPT II-B held 16,503 shares of Common Stock.

(6) Because BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. As of June 3, 2010, PEP held 11,918 shares of Common Stock.

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

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