

DOMINOS PIZZA INC  
Form S-8  
May 26, 2011

As filed with the Securities and Exchange Commission on May 26, 2011

REGISTRATION NO. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Domino s Pizza, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48106**

**38-2511577**  
(I.R.S. Employer

Identification No.)

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(Address of Principal Executive Offices) (Zip code)

**Domino s Pizza Employee Stock Payroll Deduction Plan**

(Full Titles of the Plan)

**J. Patrick Doyle**

**President and Chief Executive Officer**

**30 Frank Lloyd Wright Drive**

**Ann Arbor, Michigan 48106**

(Name and Address of Agent for Service)

**(734) 930-3030**

(Telephone Number, including Area Code, of Agent for Service)

*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Craig E. Marcus, Esq.  
Ropes & Gray LLP  
One International Place  
Boston, Massachusetts 02110  
Telephone: (617) 951-7000  
Telecopy: (617) 951-7050**

**Kenneth B. Rollin Esq.  
Domino s Pizza, Inc.  
Executive Vice President & General Counsel  
30 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 48106  
Telephone: (734) 930-3030  
Telecopy: (734) 327-8877**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b- 2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

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	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>to be</b>	<b>maximum</b>	<b>maximum</b>	
<b>Title of securities to be registered</b>	<b>registered</b>	<b>offering price</b>	<b>aggregate</b>	<b>Amount of</b>
	<b>per share(1)</b>	<b>offering price</b>	<b>registration fee</b>	
Common Stock, par value \$.01 per share	500,000 shares	\$24.41	\$12,205,000	\$1,417

- (1) The offering price for the 500,000 shares of \$24.41 per share has been estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) of the Securities Act of 1933 on the basis of the average high and low prices of Domino's Pizza Inc. Common Stock, par value \$.01 per share, as reported on the New York Stock Exchange on May 24, 2011.

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8 to register 500,000 additional shares of common stock to be offered pursuant to the Domino's Pizza, Inc. Employee Stock Payroll Deduction Plan, as amended (the Plan), of Domino's Pizza, Inc. (the Company). A registration statement on Form S-8 (No. 333-118486), filed with the Securities & Exchange Commission on August 23, 2004, to register 1,000,000 shares of common stock offered pursuant to the Plan is currently effective and is hereby incorporated herein by reference.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Township of Ann Arbor, State of Michigan, on May 26, 2011.

DOMINO S PIZZA, INC.

By: /s/ Michael T. Lawton  
 Name: Michael T. Lawton  
 Title: Chief Financial Officer and Executive Vice President

**Power of attorney**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints J. Patrick Doyle and Michael T. Lawton, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes in this registration statement as such person or persons so acting deems appropriate, with the Securities and Exchange Commission as that attorney-in-fact may deem necessary or appropriate.

\* \* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ J. Patrick Doyle J. Patrick Doyle	President, Chief Executive Officer (Principal Executive Officer) and Director	May 26, 2011
/s/ Michael T. Lawton Michael T. Lawton	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 26, 2011
/s/ David A. Brandon David A. Brandon	Chairman of the Board and Director	May 26, 2011
/s/ Andrew B. Balson Andrew B. Balson	Director	May 26, 2011
/s/ Diana F. Cantor Diana F. Cantor	Director	May 26, 2011
/s/ Richard L. Federico Richard L. Federico	Director	May 26, 2011
/s/ James A. Goldman James A. Goldman	Director	May 26, 2011
/s/ Vernon Bud O. Hamilton Vernon Bud O. Hamilton	Director	May 26, 2011
/s/ Gregory A. Trojan	Director	May 26, 2011

Gregory A. Trojan

**EXHIBIT INDEX**

Exhibit	Description
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
24	Powers of Attorney (contained under Signatures and Power of Attorney).