

BALSON ANDREW
Form 4
March 22, 2010

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 *
BALSON ANDREW

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)

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

C/O BAIN CAPITAL INVESTORS, LLC, 111 HUNTINGTON AVENUE

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

(Street)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01	03/18/2010		J ⁽⁷⁾		2,262,732	D	\$ 14.19 ⁽⁷⁾	8,223,419	I	See Footnotes (1) (2) (3)
Common Stock, Par Value \$0.01	03/18/2010		S		15,528	D	\$ 13.5154	8,207,891	I	See Footnotes (4) (5)
Common Stock, Par Value \$0.01	03/19/2010		S		3,314	D	\$ 13.3748	8,204,577	I	See Footnote (6)

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Common
 Stock, 03/18/2010 J(7) 1,336 A \$ 0 (7) 8,207 D
 Par Value
 \$0.01

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

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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 Transaction (Instr. 3 and 4)
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Reporting Owners

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

Signatures

/s/ Andrew Balson 03/22/2010

**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)

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Mr. Balson 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. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 18, 2010, Fund VI distributed 994,412 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 3,575,922 shares of Common Stock.

- 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. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock
- (2) held by Coinvestment Fund VI. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 18, 2010, Coinvestment Fund VI distributed 1,131,905 shares of Common Stock to one or more members or partners. Following such distribution, Coinvestment Fund VI held 1,131,905 shares of Common Stock.

- 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. Balson 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. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 18, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 113,311, 17,895 and 32,492 shares of Common Stock, respectively, to one or more members or partners. Following such distribution, BCIP II, BCIP II-B and BCIP II-C held 339,556, 53,625 and 97,370 shares of Common Stock, respectively.
- (3)

- Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 18, 2010, BCIPT II sold 10,938 shares of Common Stock. Following such sale, BCIPT II held 39,335 shares of Common Stock.
- (4)

- Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II-B. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 18, 2010, BCIPT II-B sold 4,590 shares of Common Stock. Following such sale, BCIPT II held 16,503 shares of Common Stock.
- (5)

- Because BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. Mr. Balson disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 19, 2010, PEP sold 3,314 shares of Common Stock. Following such sale, PEP held 11,918 shares of Common Stock.
- (6)

- (7) The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners, including Mr. Balson

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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