

BALSON ANDREW
Form 4
November 04, 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 *
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)
C/O BAIN CAPITAL INVESTORS, LLC, 111 HUNTINGTON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2010

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

(Street)
BOSTON, MA 02199

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

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 | | | |
| Common Stock, Par Value \$0.01 | 11/02/2010 | | S | 18,633 | D \$ 15.0025 | 2,732,774 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock, Par Value \$0.01 | 11/02/2010 | | S | 3,977 | D \$ 15.092 | 2,728,797 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock, Par Value \$0.01 | | | | | | 14,605 | D | |

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | | |
| BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BAIN CAPITAL FUND VI LP LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| Bain Capital VI Coinvestment Fund, L.P. LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP ASSOCIATES II 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| | | X | | |

BCIP ASSOCIATES II B
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BCIP TRUST ASSOCIATES II
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BCIP TRUST ASSOCIATES II B
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BCIP ASSOCIATES II-C
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

PEP INVESTMENTS PTY LTD
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

Signatures

/s/ Andrew
 Balson 11/03/2010

__Signature of Date
 Reporting Person

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).

Mr. Balson is the Managing Director of Bain Capital Investors, LLC ("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"). As a result, Mr. Balson may be deemed to share

(1) 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 its pecuniary interest therein. As of November 2, 2010, Fund VI held 1,189,332 shares of Common Stock.

BCP VI is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment Fund VI"). As a result, Mr. Balson may

(2) be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VI. Mr. Balson disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. As of November 2, 2010 Coinvestment Fund VI held 1,353,776 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

(3) 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. As of November 2, 2010, BCIP II, BCIP II-B and BCIP II-C held 112,934, 17,835 and 32,384 shares of Common Stock.

BCI is the managing partner of BCIP Trust Associates II ("BCIPT II"). As a result, Mr. Balson may be deemed to share voting dispositive

(4) power with respect to the shares of Common Stock held by BCRIPT II. Mr. Balson disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 2, 2010, BCRIPT II sold 13,126 shares of Common Stock. Following such sale, BCRIPT II held 13,083 shares of Common Stock.

BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"). As a result, Mr. Balson may be deemed to share voting

(5) dispositive power with respect to the shares of Common Stock held by BCRIPT II-B. Mr. Balson disclaims beneficial ownership of such

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securities except to the extent of its pecuniary interest therein. On November 2, 2010, BCIPT II-B sold 5,507 shares of Common Stock. Following such sale, BCIPT II held 5,489 shares of Common Stock.

- (6) BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP") and as a result, 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 November 2, 2010, PEP sold 3,977 shares of Common Stock. Following such sale, PEP held 3,964 shares of Common Stock.

Remarks:

1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.