

DOMINOS PIZZA INC
Form 4
June 13, 2005

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

(Last) (First) (Middle)

C/O BAIN CAPITAL, LLC, 111 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.01 par value | 06/09/2005 | | S | | 242,736 <u>(7)</u> | D | \$ 21.63 |
| | | | | | 25,958,105 | I | |
| Common Stock, \$.01 par value | 06/10/2005 | | S | | 4,278 <u>(8)</u> | D | \$ 21.91 |
| | | | | | 25,953,827 | I | |

See footnotes. (1) (2) (3) (4) (5) (6)

See footnotes. (1) (2) (3) (4) (5) (6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Andrew B. Balson
Date: 06/10/2005

**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) Andrew B. Balson is a member of Bain Capital Investors, LLC ("BCI"). BCI is the managing general partner of each of BCIP Associates II-B ("BCIP II-B") and BCIP Trust Associates II-B ("BCIP Trust II-B"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 157,989 shares owned by BCIP II-B and the 48,624 shares owned by BCIP Trust II-B.
 - (2) BCI is the sole general partner of Bain Capital Partners VI, L.P. ("Partners VI") and Partners VI is the sole general partner of Bain Capital Fund VI, L.P. ("Fund VI") and Bain Capital VI Coinvestment Fund, L.P. ("Coinvest VI"). By virtue of these relationships, Mr. Balson may be deemed to share voting and dispositive power with respect to the 10,535,179 shares held by Fund VI and the 11,991,832 shares held by Coinvest VI.
 - (3) BCI is attorney-in-fact for PEP Investments PTY Ltd. ("PEP"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 35,112 shares owned by PEP.

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(4) Mr. Balson is a member of Brookside Capital Management, LLC ("Brookside Management"). Brookside Management is the sole general partner of Brookside Capital Investors, L.P. ("Brookside Investors") and Brookside Investors is the sole general partner of Brookside Capital Partners Fund, L.P. ("Brookside Fund"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 2,314,084 shares owned by Brookside Fund.

(5) Mr. Balson is a member of Sankaty Investors, LLC ("Sankaty Investors"). Sankaty Investors is the sole managing member of Sankaty High Yield Asset Investors, LLC ("Sankaty High Yield Investors") and Sankaty High Yield Investors is the sole general partner of Sankaty High Yield Asset Partners, L.P. ("Sankaty Partners"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 871,007 shares owned by Sankaty Partners.

(6) Mr. Balson disclaims beneficial ownership of the securities held by each of the entities referred to in the foregoing footnotes except to the extent of his pecuniary interest therein.

(7) Includes 3,026 shares sold by BCIP II-B, 3,316 shares sold by BCIP Trust II-B, 171,630 shares sold by Brookside Fund and 64,764 shares sold by Sankaty Partners. Mr. Balson disclaims beneficial ownership of all such shares, in which he did not have a pecuniary interest. Each of such sales was executed pursuant to a stock trading plan dated June 3, 2005.

(8) Shares sold by PEP. Mr. Balson disclaims beneficial ownership of all such shares, in which he did not have a pecuniary interest.

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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