

DOMINOS PIZZA INC  
Form SC 13G/A  
February 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 5\*)

**Domino s Pizza, Inc.**

(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

25754A 20 1  
(CUSIP Number)

**December 31, 2010**  
**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Fund VI, L.P.

EIN No.: 04-3405560

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0 Shares

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital VI Coinvestment Fund, L.P.

EIN No.: 04-3405561

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0 Shares

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates II

EIN No.: 04-3404818

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0 Shares

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN



CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Trust Associates II

EIN No.: 04-3400371

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 0 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 Shares  
WITH 8. SHARED DISPOSITIVE POWER

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates II-B

EIN No.: 04-3404819

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 0 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 Shares  
WITH 8. SHARED DISPOSITIVE POWER

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Trust Associates II-B

EIN No.: 04-3400372

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0 Shares

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates II-C

EIN No.: 04-3424217

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0 Shares  
SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 Shares  
WITH 8. SHARED DISPOSITIVE POWER

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN



CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PEP Investments PTY Ltd.

EIN No.: 98-0400506

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New South Wales, Australia

5. SOLE VOTING POWER

NUMBER OF

0 Shares

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 Shares

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

OO

CUSIP No. 25754A 20 1

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brookside Capital Partners Fund, L.P.

EIN No.: 1

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0 Shares  
SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 Shares  
WITH 8. SHARED DISPOSITIVE POWER

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12. TYPE OF REPORTING PERSON\*

PN

**Item 1 (a). Name of Issuer**

The name of the issuer to which this filing on Schedule 13G/A relates is Domino's Pizza, Inc. (the Company).

**Item 1 (b). Address of Issuer's Principal Executive Offices**

The principal executive offices of the Company are located at 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48106.

**Item 2 (a). Name of Person Filing**

This statement is being filed on behalf of Bain Capital Fund VI, L.P., a Delaware limited partnership (BCF VI), Bain Capital VI Coinvestment Fund, L.P., a Delaware limited partnership (BC VI Coinvest), BCIP Associates II, a Delaware general partnership (BCIP II), BCIP Trust Associates II, a Delaware general partnership (BCIP Trust II), BCIP Associates II-B, a Delaware general partnership (BCIP II-B), BCIP Trust Associates II-B, a Delaware general partnership (BCIP Trust II-B), BCIP Associates II-C, a Delaware general partnership (BCIP II-C), PEP Investments PTY Ltd., a New South Wales limited company (PEP), and Brookside Capital Partners Fund, L.P., a Delaware limited partnership (Brookside).

Bain Capital Partners VI, L.P., a Delaware limited partnership (BCP VI), is the sole general partner of BCF VI and BC VI Coinvest. Bain Capital Investors, LLC, a Delaware limited liability company (BCI), is the sole general partner of BCP VI. BCI is the managing partner of BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B and BCIP II-C and, by power of attorney, has the right to vote and dispose of securities owned by PEP. Brookside Capital Investors, L.P., a Delaware limited partnership (BCI LP) is the general partner of Brookside. Brookside Capital Management, LLC, a Delaware limited liability company (BCM) is the general partner of BCI LP. Mr. Domenic J. Ferrante is the sole managing member of BCM. BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside have entered into a Joint Filing Agreement, dated February 16, 2010, pursuant to which BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

**Item 2 (b). Address of Principal Business Office or, if none, Residence**

The principal business address of each of BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside is c/o Bain Capital Investors, LLC 111 Huntington Avenue, Boston, Massachusetts 02199.

**Item 2 (c). Citizenship**

Each of BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, and Brookside is organized under the laws of the State of Delaware. PEP is a New South Wales, Australia limited company. Messr. Domenic J. Ferrante is a citizen of the United States of America.

**Item 2 (d). Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock, par value \$0.01 per share (Common Stock).

**Item 2 (e). CUSIP Number**

The CUSIP number of the Company's Common Stock is 25754A 20 1.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

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- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- " **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. **Ownership**

Item 4 (a). **Amount beneficially owned**

As of the close of business on December 31, 2010, BCF VI owned 0 shares of Common Stock of the Company. BCP VI is the sole general partner of BCF VI. BCI is the sole general partner of BCP VI.

As of the close of business on December 31, 2010, BC VI Coinvest owned 0 shares of Common Stock of the Company. BCP VI is the sole general partner of BC VI Coinvest. BCI is the sole general partner of BCP VI.

As of the close of business on December 31, 2010, BCIP II owned 0 shares of Common Stock of the Company. BCI is the managing partner of BCIP II.

As of the close of business on December 31, 2010, BCIP Trust II owned 0 shares of Common Stock of the Company. BCI is the managing partner of BCIP Trust II.

As of the close of business on December 31, 2010, BCIP II-B owned 0 shares of Common Stock of the Company. BCI is the managing partner of BCIP II-B.

As of the close of business on December 31, 2010, BCIP Trust II-B owned 0 shares of Common Stock of the Company. BCI is the managing partner of BCIP Trust II-B.

As of the close of business on December 31, 2010, BCIP II-C owned 0 shares of Common Stock of the Company. BCI is the managing partner of BCIP II-C.

As of the close of business on December 31, 2010, PEP owned 0 shares of Common Stock of the Company. BCI is attorney-in-fact for PEP.

As of the close of business on December 31, 2010, Brookside owned 0 shares of Common Stock of the Company. BCI II LP is the sole general partner of Brookside, and BCM is the sole general partner of BCI LP. Mr. Domenic J. Ferrante is the sole managing member of BCM.

No person other than the respective owner referred to herein of the shares of Common Stock of the Company is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of such shares of Common Stock of the Company.

Item 4 (b). **Percent of Class**

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As of the close of business on December 31, 2010, BCF VI owned 0% of the Common Stock outstanding of the Company, BC VI Coinvest owned 0.00% of the Common Stock outstanding of the Company, BCIP II owned 0.00% of the Common Stock outstanding of the Company, BCIP Trust II owned 0.00% of the Common Stock outstanding of the Company, BCIP II-B owned 0.00% of the Common Stock outstanding of the Company, BCIP Trust II-B owned 0.00% of the Common Stock outstanding of the Company, BCIP II-C owned 0.00% of the Common Stock outstanding of the Company, PEP owned 0.00% of the Common Stock outstanding of the Company, and Brookside owned 0.00% of the Common Stock outstanding of the Company. Together, as of the close of business on December 31, 2008, BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside owned 0.00% of the Common Stock outstanding of the Company. The aggregate percentage of Common Stock reported owned by BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside is based upon 59,081,094 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of April 27, 2010, based on representations made in the Company's quarterly report for the quarterly period ending March 28, 2010 on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2010.

### Item 4 (c). **Number of shares as to which such person has:**

#### (i) sole power to vote or to direct the vote:

BCF VI	0
BC VI Coinvest	0
BCIP II	0
BCIP Trust II	0
BCIP II-B	0
BCIP Trust II-B	0
BCIP II-C	0
PEP	0
Brookside	0

#### (ii) shared power to vote or to direct the vote: 0

#### (iii) sole power to dispose or to direct the disposition of:

BCF VI	0
BC VI Coinvest	0
BCIP II	0
BCIP Trust II	0
BCIP II-B	0
BCIP Trust II-B	0
BCIP II-C	0
PEP	0
Brookside	0

#### (iv) shared power to dispose or to direct the disposition of: 0

### Item 5. **Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

### Item 6. **Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

### Item 7. **Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:**

Not Applicable.

### Item 8. **Identification and Classification of Members of the Group**

Not Applicable.

### Item 9. **Notice of Dissolution of Group**

Not Applicable.

### Item 10. **Certification**

Not Applicable





**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2011

BAIN CAPITAL FUND VI, L.P.  
BAIN CAPITAL VI COINVESTMENT FUND, L.P.  
By: Bain Capital Partners VI, L.P., its general partner  
By: Bain Capital Investors, LLC, its general partner

BCIP ASSOCIATES II  
BCIP TRUST ASSOCIATES II  
BCIP ASSOCIATES II-B  
BCIP TRUST ASSOCIATES II-B  
BCIP ASSOCIATES II-C  
By: Bain Capital Investors, LLC, its managing partner

PEP INVESTMENTS PTY LTD.  
By: Bain Capital Investors, LLC, its attorney-in-fact

By: /s/ Michael F. Goss  
Name: Michael Goss  
Title: Managing Director

BROOKSIDE CAPITAL PARTNERS FUND, L.P.  
By: /s/ Domenic J. Ferrante  
Name: Domenic J. Ferrante  
Title: Managing Director

Agreement Regarding the Joint Filing of Schedule 13G/A

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G/A to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2011

BAIN CAPITAL FUND VI, L.P.  
BAIN CAPITAL VI COINVESTMENT  
FUND, L.P.

By: Bain Capital Partners VI, L.P., its general  
partner

By: Bain Capital Investors, LLC, its general  
partner

BCIP ASSOCIATES II  
BCIP TRUST ASSOCIATES II  
BCIP ASSOCIATES II-B  
BCIP TRUST ASSOCIATES II-B  
BCIP ASSOCIATES II-C

By: Bain Capital Investors, LLC, its managing  
partner

PEP INVESTMENTS PTY LTD.

By: Bain Capital Investors, LLC, its  
attorney-in-fact

By: /s/ Michael Goss  
Name: Michael Goss  
Title: Managing Director

SANKATY HIGH YIELD ASSET PARTNERS, L.P.

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ Domenic J. Ferrante  
Name: Domenic J. Ferrante  
Title: Managing Director