

BCIP ASSOCIATES II-C

Form 4

December 03, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAIN CAPITAL INVESTORS LLC

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)
111 HUNTINGTON AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2010

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

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

(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 Beneficial Ownership (Instr. 4)
Common Stock, Par Value	12/02/2010		S	3,964 D \$ 14.9396	148,000	I	See Footnotes (1) (2)

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	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		
BCIP ASSOCIATES II B LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II B LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
		X		

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

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

BAIN CAPITAL PARTNERS VI LP
LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
111 HUNTINGTON AVENUE
BOSTON, MA 02199

Signatures

/s/ Andrew
Balson 12/03/2010

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) 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, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. BCI disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of December 2, 2010 Fund VI held 148,000 shares of Common Stock.

(2) BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP") and as a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On December 2, 2010 PEP sold 3,964 shares of Common Stock. Following such sale, PEP held zero shares of Common Stock.

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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