

BCIP ASSOCIATES II-C
Form 4
November 15, 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 *
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)
11/11/2005

___ Director ___X___ 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
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.01 par value | 11/11/2005 | | J ⁽⁵⁾ | | 3,505,272 | D | \$ ⁽⁵⁾ |
| | | | | | 20,666,933 | I | |
| Common Stock, \$.01 par value | 11/11/2005 | | S | | 6,820 ⁽⁶⁾ | D | \$ 24.11 |
| | | | | | 20,660,113 | I | |
| Common Stock, \$.01 par value | 11/11/2005 | | S | | 5,134 ⁽⁷⁾ | D | \$ 24.15 |
| | | | | | 20,654,979 | I | |

See footnotes (1) (2) (3)

See footnotes (3)

See footnotes (4)

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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 displays a currently valid OMB control number.

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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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | |
| BAIN CAPITAL FUND VI LP C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| Bain Capital VI Coinvestment Fund, L.P. C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP ASSOCIATES II C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP ASSOCIATES II B C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |

BCIP TRUST ASSOCIATES II
 C/O BAIN CAPITAL INVESTORS, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BCIP TRUST ASSOCIATES II B
 C/O BAIN CAPITAL INVESTORS, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BCIP ASSOCIATES II-C
 C/O BAIN CAPITAL INVESTORS, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

PEP INVESTMENTS PTY LTD
 C/O BAIN CAPITAL INVESTORS, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BAIN CAPITAL PARTNERS VI LP
 C/O BAIN CAPITAL INVESTORS, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

Signatures

Bain Capital
 Investors, LLC 11/14/2005

__Signature of Reporting Person Date

by: /s/ Michael F.
 Goss 11/14/2005

__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) Bain Capital Investors, LLC ("BCI"), is the sole general partner of Bain Capital Partners VI, L.P. ("BCP"), which is the sole general partner of Bain Capital Fund VI, L.P. ("Fund VI, L.P."). As a result, each of BCI, BCP and Fund VI, L.P. may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI, L.P. Each of BCI and BCP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(2) BCP is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment Fund VI, L.P."). As a result, each of BCI, BCP and Coinvestment Fund VI, L.P. may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VI, L.P. Each of BCI and BCP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) BCI is the managing general partner of each of BCIP Associates II ("BCIP II"), BCIP Associates II-B ("BCIP II-B"), BCIP Trust Associates II, ("BCIPT II"), BCIP Trust Associates II-B ("BCIPT II-B"), BCIP Associates II-C ("BCIP II-C"), BCIP Repurchase Holdings ("BCIPRH") and BCIP Trust Repurchase Holdings ("BCIPTRH" and, together with BCIP II, BCIP II-B, BCIPT II, BCIPT II-B, BCIP II-C and BCIPRH, the "BCIP Funds") and thus may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the BCIP Funds. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4)

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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.

- (5) Distribution to partners and includes subsequent distributions by general partners to their respective partners.
- (6) Includes the 4,922 shares sold by BCIPT II and the 1,898 shares sold by BCIPT II-B. BCI disclaims beneficial ownership of all such shares in which it did not have a pecuniary interest.
- (7) Includes 5,134 shares sold by PEP. BCI disclaims beneficial ownership of all such shares in which it 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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