

BALSON ANDREW
Form 4
October 28, 2010

FORM 4

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

OMB APPROVAL

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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)

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

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

C/O BAIN CAPITAL INVESTORS, LLC, 111 HUNTINGTON AVENUE

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

(Street)

BOSTON, MA 02199

(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, Par value \$0.01 | 10/26/2010 | | J | | 3,199 (4) | A | \$ 0 |
| Common Stock, Par value \$0.01 | 10/26/2010 | | J | | 2,715,280 | D | \$ 15.36 |
| | | | | | | | 14,605 |
| | | | | | | | 2,751,407 |
| | | | | | | | I |
| | | | | | | | See Footnotes (1) (2) (3) (4) |

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 INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | X | X | | |

Signatures

/s/ Andrew Balson 10/25/2010

**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) Mr. Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"). Because 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"), Mr. Balson may be deemed to share 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 his pecuniary interest therein. On October 26, 2010, Fund VI distributed 1,193,295 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 1,189,332 shares of Common Stock.

(2) Because BCI is the sole general partner of BCP VI, which is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment Fund VI"), Mr. Balson may 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 his pecuniary interest therein. On October 26, 2010, Coinvestment Fund VI distributed 1,358,286 shares of Common Stock to one or more members or partners. Following such distribution, Coinvestment Fund VI held 1,353,776 shares of Common Stock.

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- 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 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. On October 26, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 113,311, 17,895 and 32,493 shares of Common Stock, respectively, to one or more members or partners. Following such distribution, BCIP II, BCIP II-B and BCIP II-C held 112,934, 17,835 and 32,384 shares of Common Stock, respectively.
- (3)
- (4) The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners, including Mr. Balson.

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.