

DOMINOS PIZZA INC
Form 3
October 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â WEINER RUSSELL J</p> <p>(Last) (First) (Middle)</p> <p>DOMINO'S PIZZA,Â 30 FRANK LLOYD WRIGHT DRIVE</p> <p>(Street)</p> <p>ANN ARBOR,Â MIÂ 48105</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/14/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DOMINOS PIZZA INC [DPZ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Domino's U.S.A.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.01 par value | 363,125.434 ^{(1) (2) (3)} <u>(4) (5)</u> | D | Â |
| Common Stock, \$0.01 par value | 744.8 ⁽⁶⁾ | I | 401(k) Savings Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option to Purchase Common Stock | 06/01/2012 | 09/22/2018 | Common Stock, \$0.001 par value | 45,000 | \$ 7.06 | D | Â |
| Option to Purchase Common Stock | 09/22/2012 | 09/22/2018 | Common Stock, \$0.01 par value | 180,000 | \$ 10.06 | D | Â |
| Option to Purchase Common Stock | 07/16/2012 | 07/16/2019 | Common Stock, \$0.01 par value | 30,000 | \$ 7.97 | D | Â |
| Option to Purchase Common Stock | 07/20/2013 | 07/20/2020 | Common Stock, \$0.01 par value | 8,334 | \$ 9.32 | D | Â |
| Option to Purchase Common Stock | 07/20/2012 | 07/20/2020 | Common Stock, \$0.01 par value | 16,666 | \$ 12.32 | D | Â |
| Option to Purchase Common Stock | 07/20/2014 | 07/20/2021 | Common Stock, \$0.01 par value | 10,000 | \$ 22.78 | D | Â |
| Option to Purchase Common Stock | 07/20/2012 | 07/20/2021 | Common Stock, \$0.01 par value | 5,000 | \$ 25.78 | D | Â |
| Option to Purchase Common Stock | 07/20/2015 ⁽⁷⁾ | 07/20/2022 | Common Stock, \$0.01 par value | 9,690 | \$ 32.69 | D | Â |
| Option to Purchase Common Stock | 02/27/2017 ⁽⁸⁾ | 02/27/2023 | Common Stock, \$0.01 par value | 37,020 | \$ 46.83 | D | Â |
| Option to Purchase Common Stock | 07/17/2017 ⁽⁹⁾ | 07/17/2023 | Common Stock, | 17,110 | \$ 63.05 | D | Â |

| | | | | | | | |
|---------------------------------|----------------------------|------------|--------------------------------|--------|----------|---|---|
| | | | \$0.01 par value | | | | |
| Option to Purchase Common Stock | 07/16/2018 ⁽¹⁰⁾ | 07/16/2024 | Common Stock, \$0.01 par value | 15,960 | \$ 73.04 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEINER RUSSELL J DOMINO'S PIZZA 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48105 | Â | Â | Â President, Domino's U.S.A. | Â |

Signatures

/s/ Adam J. Gacek,
attorney-in-fact

10/16/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 3,827 shares of common stock representing one-third of an original grant of performance-based restricted stock that shall vest on July 20, 2015 if applicable performance conditions are achieved.
- (2) Includes 3,870 shares of common stock representing three-fourths of an original grant of performance-based restricted stock that shall vest one-third on each of July 17, 2015, July 17, 2016 and July 17, 2017 if applicable performance conditions are achieved.
- (3) Includes 8,768 shares of common stock representing three-fourths of an original grant of performance-based restricted stock that shall vest one-third on each of February 27, 2015, February 27, 2016 and February 27, 2017 if applicable performance conditions are achieved.
- (4) Includes 4,590 shares of common stock representing a grant of performance-based restricted stock that shall vest one-fourth on each of July 16, 2015, July 16, 2016, July 16, 2017 and July 16, 2018 if applicable performance conditions are achieved.
- (5) Includes 362,634 shares held in Domino's Employee Stock Payroll Deduction Plan.
- (6) Total shares held in the Domino's Pizza 401(k) Savings Plan.
- (7) The options to purchase common stock vest one-third each year on the anniversary date of the grant date. Thus, one-third vested on each of July 20, 2013 and July 20, 2014, and one-third shall vest on July 20, 2015.
- (8) The options to purchase common stock vest one-fourth each year on the anniversary date of the grant date. Thus, one-fourth vested on February 27, 2014, and one-fourth shall vest on each of February 27, 2015, February 27, 2016 and February 27, 2017.
- (9) The options to purchase common stock vest one-fourth each year on the anniversary date of the grant date. Thus, one-fourth vested on July 17, 2014, and one-fourth shall vest on each of July 17, 2015, July 17, 2016 and July 17, 2017.
- (10) The options to purchase common stock vest one-fourth each year on the anniversary date of the grant date. Thus, one-fourth shall vest on each of July 16, 2015, July 16, 2016, July 16, 2017 and July 16, 2018.

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.