

BCIP ASSOCIATES II-C
Form 4
November 23, 2010

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)
11/22/2010

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 | 11/22/2010 | | S | 18,572 D | \$ 14.6367 151,964 | I | See Footnotes (1) (2) (3) (4) (5) |

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

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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. 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 |
| 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 11/23/2010

**Signature of Date
 Reporting Person

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 November 22, 2010, Fund VI held 148,000 shares of Common Stock.

(2) BCI is the managing partner of each of BCIP Associates II ("BCIP II") and BCIP Associates II-B ("BCIP II-B"). BCI 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. BCI disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On November 9, 2010, BCIP II and BCIP II-B distributed 112,934, and 17,835 shares of Common Stock, respectively, rather than the 111,443 and 17,659 as previously reported on BCI's Form 4 filed on November 12, 2010, to one or more members or partners. Following such distributions, BCIP II and BCIP II-B held 1,491 and 176 shares of Common Stock, respectively. On November 22, 2010 BCIP II and BCIP II-B sold 1,491 shares and 176 shares of Common Stock, respectively. Following such sales, BCIP II and BCIP II-B held zero shares of Common Stock.

(3) BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"). As a result, BCI may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 22, 2010, BCIPT II sold 11,592 shares of Common Stock. Following such sale, BCIPT II held zero shares of Common Stock.

(4) BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"). As a result, BCI may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II-B. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 22, 2010, BCIPT II-B sold 5,313 shares of Common Stock. Following such sale, BCIPT II held zero shares of Common Stock.

(5) 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. As of November 22, 2010 PEP held 3,964 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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