

DOMINOS PIZZA INC

Form 4

June 08, 2005

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NUNNELLY MARK E

(Last) (First) (Middle)

C/O BAIN CAPITAL, LLC, 111  
HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
DOMINOS PIZZA INC [DPZ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/29/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Non-Voting<br>Common<br>Stock, \$.01<br>par value <sup>(3)</sup> | 03/29/2005                              |                                                             | J <sup>(2)</sup>         | 478,080 A <u>2</u>                                                      | 478,080                                                                                                            | I                                                                          | See<br>footnote.<br><sup>(1)</sup>                                |
| Non-Voting<br>Common<br>Stock, \$.01<br>par value <sup>(3)</sup> | 05/09/2005                              |                                                             | J <sup>(2)</sup>         | 179,218 A <u>2</u>                                                      | 657,298                                                                                                            | I                                                                          | See<br>footnote.<br><sup>(1)</sup>                                |
| Non-Voting<br>Common<br>Stock, \$.01<br>par value <sup>(3)</sup> | 05/16/2005                              |                                                             | J <sup>(2)</sup>         | 115,651 A <u>2</u>                                                      | 772,949                                                                                                            | I                                                                          | See<br>footnote.<br><sup>(1)</sup>                                |

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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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| NUNNELLY MARK E<br>C/O BAIN CAPITAL, LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199 | X             | X         |         |       |

## Signatures

/s/ Mark E.  
Nunnelly

06/08/2005

\_\_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. ("Partners VI"). By virtue of this relationship, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the Non-Voting Common Stock held by Partners VI. Mr. Nunnelly disclaims beneficial ownership of the securities held by each of BCI and Partners VI except to the extent of his pecuniary interest therein.
- (2) Distribution from an investment LLC. See Rule 16a-9 under the Securities Exchange Act of 1934.
- (3) Shares of Non-Voting Common Stock are convertible on a one-to-one basis into shares of Domino's Pizza, Inc. Common Stock, \$.01 par value, upon transfer to a non-affiliate of the holder or otherwise in a brokerage transaction.

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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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