

DOMINOS PIZZA INC

Form 4

June 13, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAIN CAPITAL INVESTORS LLC**

(Last) (First) (Middle)

, 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)  
**06/09/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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	06/09/2005		S		52,507 (5)	D \$ 21.63	24,176,483	I	See footnotes (1) (2) (3) (4)
Common Stock, \$.01 par value	06/10/2005		S		4,278 (6)	D \$ 21.91	24,172,205	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  
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SEC 1474  
(9-02)

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**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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				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 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II B		X		

C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
BOSTON, MA 02199

BCIP ASSOCIATES II-C

C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
BOSTON, MA 02199

X

PEP INVESTMENTS PTY LTD

C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
BOSTON, MA 02199

X

BAIN CAPITAL PARTNERS VI LP

C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
BOSTON, MA 02199

X

## Signatures

Bain Capital  
Investors, LLC 06/10/2005

\_\_Signature of Reporting  
Person

Date

by: /s/ Michael F.  
Goss 06/10/2005

\_\_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) Bain Capital Investors, LLC ("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) 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) Includes 27,284 shares sold by BCIP II, 3,026 shares sold by BCIP II-B, 8,595 shares sold by BCIPT II, 3,316 shares sold by BCIPT II-B, 10,286 shares sold by BCIP II-C. BCI disclaims beneficial ownership of all such shares, in which it did not have a pecuniary interest. Each of such sales was executed pursuant to a stock trading plan dated June 3, 2005.

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(6) 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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