

NUNNELLY MARK E
Form 4
March 12, 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 *
NUNNELLY MARK E

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)
03/10/2010

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

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

(Street)

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

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	03/10/2010		J ⁽⁶⁾	2,262,732 D \$ 14.19 ⁽⁶⁾	10,504,993	I	See footnotes (1) (2) (3)
Common Stock, Par Value \$0.01	03/11/2010		S	15,528 D \$ 13.841	10,489,465	I	See footnotes (4) (5)
Common Stock, Par Value \$0.01	03/10/2010		J ⁽⁶⁾	27,119 A \$ 0 ⁽⁶⁾	77,123	D	

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

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(9-02)

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 Beneficially Owned (Instr. 3 and 4)
				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
NUNNELLY MARK E C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

Signatures

/s/ Mark E. Nunnelly
03/12/2010
**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. Nunnelly 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") and as a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 10, 2010, Fund VI distributed 994,412 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 4,570,334 shares of Common Stock.
- (2)

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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. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 10, 2010, Coinvestment Fund VI distributed 1,131,905 shares of Common Stock to one or more members or partners. Following such distribution, Coinvestment Fund VI held 5,202,253 shares of Common Stock.

- (3) 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. Nunnelly 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. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 10, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 94,425, 14,913 and 27,077 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 433,981, 68,538 and 124,447 shares of Common Stock, respectively.

- (4) Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Nunnelly 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 his pecuniary interest therein. On March 11, 2010, BCIPT II sold 10,938 shares of Common Stock. Following such sale, BCIPT II held 50,273 shares of Common Stock.

- (5) Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Nunnelly 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 his pecuniary interest therein. On March 10, 2010, BCIPT II-B sold 4,590 shares of Common Stock. Following such sale, BCIPT II held 21,093 shares of Common Stock.

- (6) The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners, including Mr. Nunnelly.

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.