

BCIP ASSOCIATES II-C

Form 4

November 23, 2010

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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(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)

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| 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.

**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
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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repo 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 | 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
111 HUNTINGTON AVENUE
BOSTON, MA 02199

X

BAIN CAPITAL PARTNERS VI LP
LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC
111 HUNTINGTON AVENUE
BOSTON, MA 02199

X

Signatures

/s/ Andrew
Balson

11/23/2010

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) 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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