

NUNNELLY MARK E

Form 4

December 03, 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 *
 NUNNELLY MARK E

(Last) (First) (Middle)

C/O BAIN CAPITAL INVESTORS,
 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)
 12/02/2010

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 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 \$0.01	12/02/2010		S	3,964 D \$ 14.9385	148,000	I	See Footnotes (1) (2)
Common Stock, Par value \$0.01					221,095	D	

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

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 information contained in this form are not
 required to respond unless the form**

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 Bene 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
NUNNELLY MARK E C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		
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
BCIP ASSOCIATES II-C LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X
PEP INVESTMENTS PTY LTD LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X

Signatures

/s/ Mark E
Nunnelly

12/03/2010

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).
 Mr. Mark 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"), Mr. Nunnelly may be
 - (1) 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. As of December 2, 2010 Fund VI held 148,000 shares of Common Stock.
 - (2) BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP") 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 PEP. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On December 2, 2010 PEP sold 3,964 shares of Common Stock. Following such sale, PEP held zero shares of Common Stock.

Remarks:

Form 1 of 2

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.