

DOMINOS PIZZA INC

Form 4

February 13, 2008

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Blue Harbour Group, LP

(Last) (First) (Middle)

646 STEAMBOAT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2008

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)		
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/11/2008		P		600	A	\$ 13.23	6,765,091	I <u>(1)</u> <u>(2)</u>	See Explanation <u>(1)</u> <u>(2)</u>
Common Stock	02/11/2008		P		1,100	A	\$ 13.24	6,766,191	I <u>(1)</u> <u>(2)</u>	See Explanation <u>(1)</u> <u>(2)</u>
Common Stock	02/11/2008		P		7,352	A	\$ 13.25	6,773,543	I <u>(1)</u> <u>(2)</u>	See Explanation <u>(1)</u> <u>(2)</u>

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

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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)

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 Following Transaction (Instr. 10)
				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
Blue Harbour Group, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
Blue Harbour Strategic Value Partners Master Fund, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
Blue Harbour Institutional Partners Master Fund, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
Blue Harbour GP, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
Blue Harbour Holdings, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		
ROBBINS CLIFTON S 646 STEAMBOAT ROAD GREENWICH, CT 06830		X		

## Signatures

/s/ Clifton S. Robbins Managing Member Blue Harbour Holdings  
LLC

02/12/2008

\_\_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) Upon completion of the transactions described in this Form 4, Blue Harbour Strategic Value Partners Master Fund, LP (the "Fund") beneficially owned directly 5,266,348 shares and Blue Harbour Institutional Partners Master Fund, L.P. ("BHIP") beneficially owned directly 1,507,195 shares. This Form 4 is filed by the Fund, BHIP, Blue Harbour Group, LP ("Manager"), Blue Harbour GP, LLC ("Fund GP"), Blue Harbour Holdings, LLC ("Manager GP") and Clifton S. Robbins. Manager provides investment advisory and investment management services to the Fund and BHIP. Fund GP is the general partner of the Fund and BHIP. Manager GP is the general partner of Manager.

(2) (continued from previous footnote) Mr. Robbins directly and indirectly through trusts or other entities controlled by Mr. Robbins is the controlling shareholder of Manager GP and Fund GP. Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

### Remarks:

Exhibit 99.1 - Joint Filer Information incorporated herein by reference.

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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