

BCIP ASSOCIATES II-C
Form 4
March 08, 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 *
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)
03/04/2010

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

BOSTON, MA 02199

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

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

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value \$0.01 | 03/04/2010 | | J | (7) | 2,715,278 | D | \$ 13.6015 (7) | 12,790,336 | I | See footnote (1) (2) (3) (4) (5) (6) |
| Common Stock, Par Value \$0.01 | 03/04/2010 | | S | | 18,634 | D | \$ 13.6015 | 12,771,702 | I | See footnote (4) (5) |
| Common Stock, Par Value \$0.01 | 03/05/2010 | | S | | 3,977 | D | \$ 13.823 | 12,767,725 | I | See footnote (6) |

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 PARTNERS VI LP 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BAIN CAPITAL FUND VI LP 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| Bain Capital VI Coinvestment Fund, L.P. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP ASSOCIATES II 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |
| BCIP ASSOCIATES II B 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | X | | |

PEP INVESTMENTS PTY LTD
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

BCIP ASSOCIATES II-C
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

BCIP TRUST ASSOCIATES II B
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

BCIP TRUST ASSOCIATES II
111 HUNTINGTON AVENUE X
BOSTON, MA 02199

Signatures

/s/ Mark E. 03/08/2010
Nunnelly

**Signature of Date
Reporting Person

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).

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

(1) the shares of Common Stock held by Fund VI. Each of BCI and BCP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 4, 2010, Fund VI distributed 1,193,294 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 5,564,746 shares of Common Stock.

BCP VI is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment 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 Coinvestment Fund VI. Each of BCI and BCP VI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On March 4, 2010, Coinvestment Fund VI distributed 1,358,286 shares of Common Stock to one or more members or partners. Following such distribution, Coinvestment Fund VI held 6,334,158 shares of Common Stock.

(2)

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") and thus 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 its pecuniary interest therein.

(3) On March 4, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 113,311, 17,895 and 32,492 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 528,406, 83,451 and 151,524 shares of Common Stock, respectively.

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 March 4, 2010, BCIPT II sold 13,126 shares of Common Stock. Following such sale, BCIPT II held 61,211 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 March 4, 2010, BCIPT II-B sold 5,508 shares of Common Stock. Following such sale, BCIPT II held 58,683 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. On March 5, 2010, PEP sold 3,977 shares of Common Stock. Following such sale, PEP held 18,546 shares of Common Stock.

(6)

(7) Distribution to partners and includes subsequent distributions by general partners to their respective partners.

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