

Edgar Filing: DOMINOS PIZZA INC - Form SC 13G

DOMINOS PIZZA INC  
Form SC 13G  
February 14, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Rule 13d-102)

Information to be Included in Statements Filed  
Pursuant to Rule 13d-1(b)(c), and (d) and Amendments thereto  
Filed Pursuant to Rule 13d-2(b)

Dominos Pizza, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

25754A201

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only). J.P.  
Morgan Capital, L.P.  
13-4133600

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ |

(b) ☒ |X|

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power  
3,532,635 Shares of Common Stock

6. Shared Voting Power

7. Sole Dispositive Power  
3,532,635 Shares of Common Stock

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,532,635 Shares of Common Stock

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ |

11. Percent of Class Represented by Amount in Row (9)  
5.2%

12. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only). Sixty  
Wall Street Fund, L.P.  
13-3926426

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ |

(b) ☒ |X|

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Sole Voting Power  
202,532 Shares of Common Stock

6. Shared Voting Power

7. Sole Dispositive Power  
202,532 Shares of Common Stock

8. Shared Dispositive Power

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
202,532 Shares of Common Stock

10. Check box if the Aggregate Amount in Row (9) Excludes  
Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
.3%

12. Type of Reporting Person (See Instructions)  
PN

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### Item 1.

(a) Name of Issuer:

Dominos Pizza, Inc.

Address of Issuer's Principal Executive Offices:

300 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 42410

### Item 2.

(a) Name of Person Filing:

J.P. Morgan Capital, L.P. ("Morgan Capital")  
Sixty Wall Street Fund, L.P. (Sixty WSF")

Supplemental information relating to the ownership and control of  
the person filing this statement is included in Exhibit 2(a)  
attached hereto. Address of Principal Business Office or, if none,  
Residence:

c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas New York,  
New York 10020

See also supplemental information relating to principal business  
office is included in Exhibit 2(a) attached hereto.

(c) Citizenship:

Delaware

(d) Title of Class of Securities (of Issuer):

Common Stock

CUSIP Number:

25754A201

Item 3. If this statement is filed pursuant to ss.ss. 240.  
13d-1(b) or 240. 13d-2(b) or (c), check whether the person filing is  
a:

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Not applicable.

### Item 4. Ownership

#### (a) Amount Beneficially Owned:

Morgan Capital:	3,532,635
Sixty WSF:	202,532

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#### (b) Percent of Class:

Morgan Capital:	5.2% (as of December 31, 2004)
Sixty WSF:	0.3% (as of December 31, 2004)

#### (c) Number of shares as to which such person has:

(i) Morgan Capital: 3,532,635 Sixty WSF: 202,532

(ii) Not applicable

(iii) Morgan Capital: 3,532,635 Sixty WSF: 202,532

(iv) Not applicable

### Item 5. Ownership of Five Percent or Less of a Class

Not applicable

### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security

### Item 8. Being Reported on By the Parent Holding Company

Not applicable.

### Item 9. Identification and Classification of Members of the Group

Not applicable.

### Item 10. Notice of Dissolution of Group

Not applicable.

### Certification

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: February 14, 2005

J.P. MORGAN CAPITAL, L.P.

/s/ JPMP Capital LLC,  
-----

By: JPMP Capital LLC,  
its General Partner

/s/ Jeffrey C. Walker  
By: -----  
Name: Jeffrey C. Walker  
Title: President

SIXTY WALL STREET FUND, L.P.

By: JPMP Capital LLC,  
its General Partner

/s/ Jeffrey C. Walker  
By: -----  
Name: Jeffrey C. Walker  
Title: President

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EXHIBIT 2(a)

Item 2. Identity and Background.

This statement is being filed by J.P. Morgan Capital, L.P., a Delaware limited partnership ("Morgan Capital"), whose principal place of business is located at 1221 Avenue of the Americas, New York, New York 10112 and Sixty Wall Street Fund, L.P., a Delaware limited partnership ("Sixty WSF"), whose principal place of business is located at the same address as Morgan Capital. Each of Morgan Capital and Sixty WSF is engaged in the private equity and leveraged buyout business.

The general partner of Morgan Capital is JPMP Capital, L.L.C. (formerly known as J.P. Morgan Capital Corporation), a Delaware limited liability company ("JPMP Capital"), whose principal place of business is located at the same address as Morgan Capital. JPMP Capital is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital. As general partner of Morgan Capital, JPMP Capital may be deemed to beneficially own the shares held by Morgan Capital and Sixty WSF.

The general partner of Sixty WSF is Sixty Wall Street SBIC Corporation, a

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Delaware corporation, whose principal business address is located at the same address as Morgan Capital ("Sixty Wall Corp"). Sixty Wall Corp. is also engaged in the venture capital and leveraged buyout business indirectly through Sixty WSF. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Sixty Wall Corp. As general partner of Sixty WSF, Sixty Wall Corp. may be deemed to beneficially own the shares held by Sixty Wall WSF. JPMP Capital and Sixty WSF are each a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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### EXHIBIT 2(b)

#### JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is accurate. Dated this 14th day of February, 2005.

J.P. MORGAN CAPITAL, L.P.

By: JPMP Capital LLC,  
its General Partner

By: /s/Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

SIXTY WALL STREET FUND, L.P.

By: JPMP Capital LLC,  
its General Partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

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SCHEDULE A

JPMP CAPITAL, LLC  
Executive Officers\*

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Bryan Martin*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuck*
Managing Director	Patrick J. Sullivan*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

Directors\*

Jeffrey C. Walker\*

- 
- 1 Each of whom is a United States citizen.
- \* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE B

SIXTY WALL STREET CORPORATION  
Executive Officers\*

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*

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Richard Aube\*  
Christopher C. Behrens\*  
John Breckenridge\*  
Julie Casella-Esposito\*  
Rodney A. Ferguson\*  
Cornell P. French\*  
Michael R. Hannon\*  
Matthew Lori\*  
Jonathan R. Lynch\*  
Bryan Martin\*  
Sunil Mishra\*  
Stephen P. Murray\*  
Timothy Purcell\*  
John Reardon\*  
Faith Rosenfeld\*  
Shahan D. Soghikian\*  
William Stuck\*  
Patrick J. Sullivan\*  
Timothy J. Walsh\*  
Richard D. Waters, Jr. \*  
Damion E. Wicker, M.D.\*

## Directors\*

Jeffrey C. Walker\*

1 Each of whom is a United States citizen.  
\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE C

JPMORGAN CHASE & CO.  
Executive Officers\*

Chairman of the Board and Chief Executive Officer  
President and Chief Operating Officer  
Chief Information Officer  
Co-Chairman, Investment Bank  
Chief Executive Officer, Card Services  
Chief Financial Officer  
Chairman, West Coast Region  
Director of Human Resources, Head of  
Real Estate/Facilities, General Services, Security  
Co-General Counsel  
Director of Corporate Marketing and Communications  
Head, Commercial Banking  
Head, Strategy and Business Development  
Co-General Counsel  
Chief Executive Officer, Treasury & Securities  
Services  
Head, Retail Financial Services  
Executive Vice President, Card Services  
Head, Asset & Wealth Management  
Chief Risk Officer  
Co-Chairman, Investment Bank

William B. Harrison Jr.\*  
James Dimon\*  
Austin A. Adams\*  
Steven D. Black\*  
William I. Campbell\*  
Michael J. Cavanagh\*  
David A. Coulter\*  
  
John J. Farrell\*  
Joan Guggenheimer\*  
Frederick W. Hill\*  
Samuel Todd Maclin\*  
Jay Mandelbaum\*  
William H. McDavid\*  
  
Heidi Miller\*  
Charles W. Scharf\*  
Richard J. Srednicki\*  
James E. Staley\*  
Don M. Wilson III\*  
William T. Winters\*



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 1 Each of whom is a United States citizen.  
 \* Principal occupation is employee or officer of JPMorgan Chase & Co.  
 Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,  
 New York 10017.

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## Directors\*

Name	Principal Occupation or Employment; Business or Residence Address
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John H. Biggs	Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Lawrence A. Bossidy	Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Stephen B. Burke	President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
James S. Crown	President Henry Crown and Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
James Dimon	President and Chief Operating Officer JPMorgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070
Ellen V. Futter	President and Trustee American Museum of Natural History c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
William H. Gray, III	Retired President and Chief Executive Officer The College Fund/UNCF

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c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

1 Each of whom is a United States citizen.

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Name	Principal Occupation or Employment; Business or Residence Address
William B. Harrison, Jr.	Chairman of the Board and Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070
Laban P. Jackson, Jr.	Chairman and Chief Executive Officer Clear Creek Properties, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Lee R. Raymond	Chairman of the Board and \ Chief Executive Officer Exxon Mobil Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John W. Kessler	Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Robert I. Lipp	Chairman The St. Paul Travelers Companies, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
Richard A. Monoogian	Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
David C. Novak	Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
John R. Stafford	Retired Chairman of the Board Wyeth c/o JPMorgan Chase & Co.

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270 Park Avenue  
New York, New York 10017

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