

BALSON ANDREW
Form 4
November 23, 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 *
BALSON ANDREW

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)

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

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

C/O BAIN CAPITAL INVESTORS, LLC, 111 HUNTINGTON AVENUE

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

(Street)

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)
			Code	V Amount (D) Price			
Common Stock, Par value \$0.01	11/22/2010		S	18,572 D \$ 14.6367	151,964	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock, Par value \$0.01					17,243	D	

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

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SEC 1474 (9-02)

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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 Beneficially (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
BALSON ANDREW C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	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).

Mr. Andrew Balson 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. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Balson 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)

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Because BCI is the managing partner of each of BCIP Associates II ("BCIP II") and BCIP Associates II-B ("BCIP II-B"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP II and BCIP II-B. Mr. Balson 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 Mr. Balson'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 and 176 shares of Common Stock, respectively. Following such sales, BCIP II and BCIP II-B held zero shares of Common Stock.

- (3) Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his 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) Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II-B. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his 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, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of November 22, 2010 PEP held 3,964 shares of Common Stock.

Remarks:

Form 2 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.

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