

BCIP ASSOCIATES II-C
Form 4
October 25, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
10/21/2010

____ Director
____ Officer (give title below)
 10% Owner
____ 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
 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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|---|------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value \$0.01 | 10/21/2010 | | J | | 2,715,280 | D | \$ 15.59 | 5,489,297 | I | See footnote (1) (2) (3) (7) |
| Common Stock, Par Value \$0.01 | 10/22/2010 | | S | | 18,633 | D | \$ 15.2377 | 5,470,664 | I | See footnotes (4) (5) |
| Common Stock, Par Value \$0.01 | 10/25/2010 | | S | | 3,977 | D | \$ 15.3501 | 5,466,687 | I | See footnote (6) |

Edgar Filing: BCIP ASSOCIATES II-C - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
| | | | | 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 FUND VI LP LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 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 | | |

BAIN CAPITAL PARTNERS VI LP
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

BCIP ASSOCIATES II-C
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

PEP INVESTMENTS PTY LTD
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

Bain Capital VI Coinvestment Fund, L.P.
 LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC X
 111 HUNTINGTON AVENUE
 BOSTON, MA 02199

Signatures

/s/ Mark
 Nunnelly 10/25/2010

 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).

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. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On October 21, 2010, Fund VI distributed 1,193,295 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 2,382,627 shares of Common Stock.

Because BCI is the sole general partner of BCP VI, which 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

(2) Stock held by Coinvestment Fund VI. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On October 21, 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 2,712,062 shares of Common Stock.

BCI is the managing partner of each of BCIP Associates II ("BCIP II"), BCIP Associates II-B ("BCIP II-B"), BCIP Trust Associates II, 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

(3) 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. On October 21, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 113,311, 17,895 and 32,493 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 226,245, 35,730 and 64,877 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

(4) extent of its pecuniary interest therein. On October 22, 2010, BCIPT II sold 13,126 shares of Common Stock. Following such sale, BCIPT II held 26,209 shares of Common Stock.

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

(5) 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 October 22, 2010, BCIPT II-B sold 5,507 shares of Common Stock. Following such sale, BCIPT II held 10,996 shares of Common Stock.

Edgar Filing: BCIP ASSOCIATES II-C - Form 4

(6) 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 October 25, 2010, PEP sold 3,977 shares of Common Stock. Following such sale, PEP held 7,941 shares of Common Stock.

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

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.