

NUNNELLY MARK E
Form 4
October 25, 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 *
NUNNELLY MARK E

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	(A) or (D)	Price			
Common Stock, Par value \$0.01	10/21/2010		J		55,829 ⁽⁷⁾	A	\$ 0	119,577	D	
Common Stock, Par value \$0.01	10/21/2010		J		2,715,280	D	\$ 15.59	5,489,297	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(7)</u>
Common Stock, Par value \$0.01	10/22/2010		S		18,633	D	\$ 15.2377	5,470,664	I	See Footnotes <u>(4)</u> <u>(5)</u>

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Mr. Nunnelly 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. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his 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"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common

- (2) Stock held by Coinvestment Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his 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.

Because 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"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common

- (3) Stock held by BCIP II, BCIP II-B and BCIP II-C. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of his 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.

Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Nunnelly may be deemed to share voting and 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 his 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.

- (4)

Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Nunnelly may be deemed to share voting and 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 his pecuniary interest therein. On October 22, 2010, BCIPT II-B sold 5,507 shares of Common Stock. Following such sale, BCIPT II-B held 10,996 shares of Common Stock.

- (5)

Because BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP"), Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. Mr. Nunnelly 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.

- (6)

- (7) The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners, including Mr. Nunnelly.

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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