

DOMINOS PIZZA INC
Form 3
January 23, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Blue Harbour Group, LP | | (Month/Day/Year) | DOMINOS PIZZA INC [DPZ] | |
| (Last) | (First) | (Middle) | 01/18/2008 | |
| 646 STEAMBOAT ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GREENWICH,Â CTÂ 06830 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,226,673 <u>(1)</u> <u>(2)</u> | I <u>(1)</u> <u>(2)</u> | See Explanation <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blue Harbour Group, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Blue Harbour Strategic Value Partners Master Fund, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Blue Harbour Institutional Partners Master Fund, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Blue Harbour GP, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Blue Harbour Holdings, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830 | Â | Â X | Â | Â |
| ROBBINS CLIFTON S 646 STEAMBOAT ROAD GREENWICH, CT 06830 | Â | Â X | Â | Â |

Signatures

/s/ Clifton S. Robbins, Managing Member, Blue Harbour Holdings, LLC

01/23/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Comprised of 5,266,348 shares beneficially owned directly by Blue Harbour Strategic Value Partners Master Fund, LP (the "Fund") and 960,325 shares beneficially owned directly by Blue Harbour Institutional Partners Master Fund, L.P. ("BHIP"). This Form 3 is filed by the Fund, BHIP, Blue Harbour Group, LP ("Manager"), Blue Harbour GP, LLC ("Fund GP"), Blue Harbour Holdings, LLC ("Manager GP") and Clifton S. Robbins. Manager provides investment advisory and investment management services to the Fund and BHIP. Fund GP is the general partner of the Fund and BHIP. Manager GP is the general partner of Manager. Mr. Robbins directly and indirectly through trusts or other entities controlled by Mr. Robbins is the controlling shareholder of Manager GP and Fund GP.

(2) (Continued from previous footnote). Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

Â
Remarks:

Edgar Filing: DOMINOS PIZZA INC - Form 3

Exhibit 99.1 - Joint Filer Information incorporated herein by reference.

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.