

DOMINOS PIZZA INC
Form 4
June 08, 2005

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 *
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, LLC, 111 HUNTINGTON AVENUE

06/06/2005

(Street)

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

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, \$.01 par value | 06/06/2005 | | J ⁽⁷⁾ | | 2,879,792 | D | <u>7</u> |
| Common Stock, \$.01 par value | 06/06/2005 | | S | | 181,640 ⁽⁸⁾ | D | \$ 21.76 |
| Common Stock, \$.01 par value | | | | | 74,322 ⁽⁷⁾ | D | |

See footnotes. (1) (2) (3) (4) (5) (6)

See footnotes. (1) (2) (3) (4) (5) (6)

| | | | | | | | | |
|--|------------|------------------|---------|---|----------|-----------------------|---|--|
| Non-Voting Common Stock, \$.01 par value ⁽⁹⁾ | 06/06/2005 | J ⁽⁷⁾ | 772,949 | D | <u>7</u> | 0 | I | See footnotes. <u>(2)</u> <u>(6)</u> |
| Non-Voting Common Stock, \$.01 par value ⁽⁹⁾ | | | | | | 79,044 ⁽⁷⁾ | D | |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|--------------------|-------|--|
|---------------------|--------------------|-------|--|

| | | | |
|------|---|-----|-----|
| Code | V | (A) | (D) |
|------|---|-----|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NUNNELLY MARK E C/O BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | X | X | | |

Signatures

/s/ Mark E.
Nunnelly

06/08/2005

 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).

(1) Mark E. Nunnally is a member of Bain Capital Investors, LLC ("BCI"). BCI is the managing general partner of each of BCIP Associates II ("BCIP II"), BCIP Trust Associates II ("BCIP Trust II"), BCIP Associates II-C ("BCIP II-C"), BCIP Repurchase Holdings ("BCIPRH") and BCIP Trust Repurchase Holdings ("BCIPTRH"). By virtue of this relationship, Mr. Nunnally may be deemed to share voting and dispositive power with respect to the 1,027,664 shares owned by BCIP II, the 124,480 shares owned by BCIP Trust II, the 231 shares owned by BCIPRH and the 108 shares owned by BCIPTRH.

(2) BCI is the sole general partner of Bain Capital Partners VI, L.P. ("Partners VI") and Partners VI is the sole general partner of Bain Capital Fund VI, L.P. ("Fund VI") and Bain Capital VI Coinvestment Fund, L.P. ("Coinvest VI"). Partners VI is a general partner of BCIP Associates II-C ("BCIP II-C"). By virtue of these relationships, Mr. Nunnally may be deemed to share voting and dispositive power with respect to the 10,535,179 shares held by Fund VI, the 11,991,832 shares held by Coinvest VI and the 297,151 shares held by BCIP II-C.

(3) BCI is attorney-in-fact for PEP Investments PTY Ltd. ("PEP"). By virtue of this relationship, Mr. Nunnally may be deemed to share voting and dispositive power with respect to the 39,390 shares owned by PEP.

(4) Mr. Nunnally is a member of Brookside Capital Management, LLC ("Brookside Management"). Brookside Management is the sole general partner of Brookside Capital Investors, L.P. ("Brookside Investors") and Brookside Investors is the sole general partner of Brookside Capital Partners Fund, L.P. ("Brookside Fund"). By virtue of this relationship, Mr. Nunnally may be deemed to share voting and dispositive power with respect to the 2,485,714 shares owned by Brookside Fund.

(5) Mr. Nunnally is a member of Sankaty Investors, LLC ("Sankaty Investors"). Sankaty Investors is the sole managing member of Sankaty High Yield Asset Investors, LLC ("Sankaty High Yield Investors") and Sankaty High Yield Investors is the sole general partner of Sankaty High Yield Asset Partners, L.P. ("Sankaty Partners"). By virtue of this relationship, Mr. Nunnally may be deemed to share voting and dispositive power with respect to the 935,771 shares owned by Sankaty Partners.

(6) Mr. Nunnally disclaims beneficial ownership of the securities held by each of the entities referred to in the foregoing footnotes except to the extent of his pecuniary interest therein.

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

(8) Includes 17,538 shares sold by BCIP II, 5,525 shares sold by BCIP Trust II, 6,611 shares sold by BCIP II-C, 110,332 shares sold by Brookside Fund and 41,634 shares sold by Sankaty Partners. Mr. Nunnally disclaims beneficial ownership of all such shares, in which he did not have a pecuniary interest. Each of such sales was executed pursuant to a stock trading plan dated June 3, 2005.

(9) Shares of Non-Voting Common Stock are convertible on a one-to-one basis into shares of Domino's Pizza, Inc. Common Stock, \$.01 par value, upon transfer to a non-affiliate of the holder or otherwise in a brokerage transaction.

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.