

DOMINOS PIZZA INC
Form 4
March 14, 2006

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

(Last) (First) (Middle)

C/O BAIN CAPITAL, LLC, 111 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOMINOS PIZZA INC [DPZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------------------|
| Common Stock, \$.01 par value | 03/10/2006 | | J ⁽⁷⁾ | 477,224 | D | <u>(7)</u> | 20,938,699 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock, \$.01 par value | 03/10/2006 | | S | 4,848,731 ⁽⁸⁾ | D | \$ 25.78 | 16,089,968 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock, \$.01 par value | | | | | | | 6,514 | D | |

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by Coinvest VI.

- (3) BCI is attorney-in-fact for PEP Investments PTY Ltd. ("PEP"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 22,523 shares owned by PEP.

- (4) Mr. Balson 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. Balson may be deemed to share voting and dispositive power with respect to the 1,484,424 shares owned by Brookside Fund.

- (5) Mr. Balson 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. Balson may be deemed to share voting and dispositive power with respect to the shares owned by Sankaty Partners.

- (6) Mr. Balson 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 the 8,848 shares sold by BCIP II-B, the 10,323 shares sold by BCIP Trust II-B, the 1,784,208 shares sold by Fund VI, the 2,546,001 shares sold by Coinvest VI, the 7,455 shares sold by PEP, the 491,306 shares sold by Brookside Fund and the 590 shares sold by Sankaty Partners. All of such shares were sold to Domino's Pizza, Inc. pursuant to a Stock Repurchase Agreement dated March 10, 2006. Mr. Balson disclaims beneficial ownership of all such shares in which he did not have a pecuniary interest.

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.