

BALSON ANDREW
Form 4
December 14, 2005

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)
12/12/2005

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------------------|
| | | | Code | V | Amount or Price | | | | |
| Common Stock, \$.01 par value | 12/12/2005 | | S | | 67,600 (7) | D | \$ 24.75 21,554,686 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock, \$.01 par value | 12/13/2005 | | S | | 100,000 (7) | D | \$ 24.9 21,454,686 | I | See footnotes (1) (2) (3) (4) (5) (6) |
| Common Stock, \$.01 par value | | | | | | | 7,396 | D | |

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

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(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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ Andrew B.
Balson 12/14/2005

__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) Andrew B. Balson is a member of Bain Capital Investors, LLC ("BCI"). BCI is the managing general partner of each of BCIP Associates II-B ("BCIP II-B") and BCIP Trust Associates II-B ("BCIP Trust II-B"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 134,889 shares owned by BCIP II-B and the 41,514 shares owned by BCIP Trust II-B.
 - (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"). By virtue of these relationships, Mr. Balson may be deemed to share voting and dispositive power with respect to the 8,994,777 shares held by Fund VI and the 10,238,445 shares

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held 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 29,978 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 1,975,730 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 39,353 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) Represents shares sold by Sankaty Partners. 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.

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