

NUNNELLY MARK E
Form 4
November 04, 2010

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

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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

11/02/2010

(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 (D) Price			
Common Stock, Par Value \$0.01	11/02/2010		S	18,633 D \$ 15.0025	2,732,774	I	See footnotes (1) (2) (3) (4) (5) (6)
Common Stock, Par Value \$0.01	11/02/2010		S	3,977 D \$ 15.092	2,728,797	I	See footnotes (1) (2) (3) (4) (5) (6)
Common Stock, Par Value \$0.01					174,496	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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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUNNELLY MARK E C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		
BAIN CAPITAL PARTNERS VI LP LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199			X	

Signatures

/s/ Mark E. Nunnelly 11/03/2010

**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) Mr. Nunnelly is the Managing Director of Bain Capital Investors, LLC ("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"). As a result, Mr. Nunnelly may be deemed

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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 its pecuniary interest therein. As of November 2, 2010, Fund VI held 1,189,332 shares of Common Stock.

- (2) BCP VI is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment Fund VI"). As a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VI. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. As of November 2, 2010 Coinvestment Fund VI held 1,353,776 shares of Common Stock.

- (3) 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 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. As of November 2, 2010, BCIP II, BCIP II-B and BCIP II-C held 112,934, 17,835 and 32,384 shares of Common Stock.

- (4) Mr. Nunnelly is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the managing partner of BCIP Trust Associates II ("BCIPT II"). As a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP II. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 2, 2010, BCIP II sold 13,126 shares of Common Stock. Following such sale, BCIP II held 13,083 shares of Common Stock.

- (5) BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"). As a result, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP II-B. Mr. Nunnelly disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 2, 2010, BCIP II-B sold 5,507 shares of Common Stock. Following such sale, BCIP II held 5,489 shares of Common Stock.

- (6) BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP") and as a result, 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 November 2, 2010, PEP sold 3,977 shares of Common Stock. Following such sale, PEP held 3,964 shares of Common Stock.

Remarks:

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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.