

BALSON ANDREW
Form 4
November 22, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
11/18/2005

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	(A) or (D) Price			
Common Stock, \$.01 par value	11/18/2005		S		96,539 (7)	D \$ 24.45	22,249,160	I	See footnotes (1) (2) (3) (4) (5) (6)
Common Stock, \$.01 par value	11/21/2005		S		62,750 (8)	D \$ 24.72	22,186,410	I	See footnotes (1) (2) (3) (4) (5) (6)

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Following Reported Transaction (Instr. 10)
				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
BALSON ANDREW C/O BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

Signatures

/s/ Andrew B.
Balson 11/22/2005

**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 41,893 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 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.

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(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 1,995,365 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 751,063 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) Includes 1,335 shares sold by BCIP Trust II-B, 69,122 shares sold by Brookside Fund and 26,082 shares sold by Sankaty Partners. Mr. Balson disclaims beneficial ownership of all such shares in which he did not have a pecuniary interest.

(8) Includes 868 shares sold by BCIP Trust II-B, 44,929 shares sold by Brookside Fund and 16,953 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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