

BCIP ASSOCIATES II-C

Form 4

November 12, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAIN CAPITAL INVESTORS LLC

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)
111 HUNTINGTON AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par value \$0.01	11/09/2010		J		2,556,594	D	\$ 15.55
					172,203	I	

See
Footnotes
(1) (2) (3) (4)

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
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displays a currently valid OMB control
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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)

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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 Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		
BAIN CAPITAL FUND VI LP LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital VI Coinvestment Fund, L.P. LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP ASSOCIATES II 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP ASSOCIATES II B LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TRUST ASSOCIATES II B LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
		X		

BCIP ASSOCIATES II-C
LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC
111 HUNTINGTON AVENUE
BOSTON, MA 02199

PEP INVESTMENTS PTY LTD
LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC
111 HUNTINGTON AVENUE
BOSTON, MA 02199

X

BAIN CAPITAL PARTNERS VI LP
LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC
111 HUNTINGTON AVENUE
BOSTON, MA 02199

X

Signatures

/s/ Andrew
Balson

11/12/2010

____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).

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, BCI may be deemed to share voting and dispositive power with respect to

- (1) the shares of Common Stock held by Fund VI. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 9, 2010, Fund VI distributed 1,041,332 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 148,000 shares of Common Stock.

Because BCI is the sole general partner of BCP VI, which is the sole general partner of Bain Capital VI Coinvestment Fund, L.P. ("Coinvestment Fund VI"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held

- (2) by Coinvestment Fund VI. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 9, 2010, Coinvestment Fund VI distributed 1,353,776 shares of Common Stock to one or more members or partners. Following such distribution, Coinvestment Fund VI held zero shares of Common Stock.

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"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock

- (3) held by BCIP II, BCIP II-B and BCIP II-C. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 9, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 111,443, 17,659 and 32,384 shares of Common Stock, respectively, to one or more members or partners. Following such distribution, BCIP II, BCIP II-B and BCIP II-C held 1,491, 176 and zero shares of Common Stock, respectively.

- (4) The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners.

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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