

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

---

**FORM 8-K**

---

**CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) April 28, 2017**

---

**Domino's Pizza, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**001-32242**  
(Commission File Number)

**38-2511577**  
(IRS Employer Identification No.)

**30 Frank Lloyd Wright Drive**  
**Ann Arbor, Michigan**  
(Address of Principal Executive Offices)

**48105**  
(Zip Code)

**Registrant's telephone number, including area code (734) 930-3030**

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 7.01. Regulation FD Disclosure.**

The document attached hereto as Exhibit 99.1 is a copy of a report provided by Domino's Pizza, Inc. (the "Company") to holders of the Series 2012-1 5.216% Fixed Rate Senior Secured Notes, Class A-2, holders of the Series 2015-1 3.484% Fixed Rate Senior Secured Notes, Class A-2-I and holders of the Series 2015-1 4.474% Fixed Rate Senior Secured Notes, Class A-2-II of Domino's Pizza Master Issuer LLC, a subsidiary of the Company. The information in this Form 8-K and the Exhibit attached hereto are being furnished pursuant to Item 7.01 of Form 8-K and therefore shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Domino's Pizza Master Issuer LLC Quarterly Noteholders' Statement for the first quarter of 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOMINO'S PIZZA, INC.  
(Registrant)

Date: April 28, 2017

/s/ Jeffrey D. Lawrence  
\_\_\_\_\_  
Jeffrey D. Lawrence  
Chief Financial Officer

**Domino's Pizza Master Issuer LLC**  
**Domino's SPV Canadian Holding Company Inc.**  
**Domino's Pizza Distribution LLC**  
**Domino's IP Holder LLC**

**Quarterly Noteholders' Statement**

**Quarterly Collection Period Starting:** January 2, 2017  
**Quarterly Collection Period Ending:** March 26, 2017  
**Quarterly Payment Date:** April 25, 2017

**Debt Service Coverage Ratios and Senior ABS Leverage**

	<u>Holdco Leverage</u>	<u>Senior ABS Leverage</u>	<u>Quarterly DSCR</u>
Current Period	4.15 x	4.48 x	4.00 x
One Period Prior	4.32 x	4.61 x	3.78 x
Two Periods Prior	4.53 x	4.87 x	3.48 x
Three Periods Prior	4.71 x	5.04 x	3.39 x

**System Performance**

**Domestic**

	<u>Franchise</u>	<u>Company-Owned</u>	<u>Total Domestic</u>
Open Stores at end of prior Quarterly Collection Period	4,979	392	5,371
Store Openings during Quarterly Collection Period	27	2	29
Store Transfers during Quarterly Collection Period	(1)	—	(1)
Permanent Store Closures during Quarterly Collection Period	(1)	1	—
Net Change in Open Stores during Quarterly Collection Period	25	3	28
Open Stores at end of Quarterly Collection Period	5,004	395	5,399

**International**

	<u>Franchise</u>	<u>Company-Owned</u>	<u>Total International</u>
Open Stores at end of prior Quarterly Collection Period	8,440	—	8,440
Store Openings during Quarterly Collection Period	175	—	175
Permanent Store Closures during Quarterly Collection Period	(14)	—	(14)
Net Change in Open Stores during Quarterly Collection Period	161	—	161
Open Stores at end of Quarterly Collection Period	8,601	—	8,601

	<u>Franchise</u>	<u>Company-Owned</u>	<u>International</u>
Same-Store Sales Growth for Quarterly Collection Period	9.8%	14.1%	4.3%

**Potential Events**

	<u>Material Concern</u>
i. Potential Rapid Amortization Event	No
ii. Potential Manager Termination Event	No

**Cash Trapping**

	<u>Commenced</u>	<u>Date of Commencement</u>
i. a. Partial Cash Trapping Period	No	N/A
b. Full Cash Trapping Period	No	N/A
ii. Series 2012-1 Cash Trapping Percentage during Quarterly Collection Period		N/A
iii. Series 2012-1 Cash Trapping Percentage following current Quarterly Payment Date		N/A
iv. Series 2012-1 Cash Trapping Percentage during prior Quarterly Collection Period		N/A
v. Series 2012-1 Partial Cash Trapping Release Event		N/A
vi. Series 2012-1 Full Cash Trapping Release Event		N/A

**Occurrence Dates**

	<u>Commenced</u>	<u>Date of Commencement</u>
i. Rapid Amortization Event	No	N/A
ii. Default	No	N/A
iii. Event of Default	No	N/A
iv. Manager Termination Event	No	N/A

**Extension Periods**

	<u>Commenced</u>	<u>Date of Commencement</u>
i. Series 2015-1 Class A-1 first renewal period	No	N/A
ii. Series 2015-1 Class A-1 second renewal period	No	N/A

**Non-Amortization Test**

	<u>Applicable</u>
i. Non-Amortization Period (Series 2012-1 & 2015-1)	Yes
i. Non-Amortization Period Election as of Current Quarterly Payment Date (Series 2015-1)	Yes

## Allocation of Funds

### 1. Outstanding Notes and Reserve Account Balances as of Prior Quarterly Payment Date:

i. Outstanding Principal Balances	
a. Advances Under Series 2015-1 Class A-1 Notes	\$ —
b. Series 2012-1 Class A-2 Notes	\$ 910,251,562.50
b. Series 2015-1 Class A-2-I Notes	\$ 493,750,000.00
b. Series 2015-1 Class A-2-II Notes	\$ 790,000,000.00
c. Senior Subordinated Notes	\$ —
d. Subordinated Notes	\$ —
ii. Reserve Account Balances	
a. Available Senior Notes Interest Reserve Account Amount <sup>(1)</sup>	\$ 26,073,779.75
b. Available Senior Subordinated Notes Interest Reserve Account Amount	\$ —
c. Available Cash Trap Reserve Account Amount <sup>(1)</sup>	\$ —

### 2. Retained Collections for Current Quarterly Payment Date:

i. Franchisee Payments	
a. Domestic Continuing Franchise Fees	\$ 139,703,213.84
b. International Continuing Franchise Fees	\$ 40,071,343.12
c. Initial Franchise Fees	\$ —
d. Other Franchise Fees	\$ —
e. PULSE Maintenance Fees	\$ 5,408,891.36
f. PULSE License Fees	\$ 810,606.19
g. Technology Fees	\$ 9,330,341.65
h. Franchisee Insurance Proceeds	\$ —
i. Other Franchisee Payments	\$ —
ii. Company-Owned Stores License Fees	\$ 5,999,159.91
iii. Third-Party License Fees	\$ —
iv. Product Purchase Payments	\$ 425,346,829.47
v. Co-Issuers Insurance Proceeds	\$ —
vi. Asset Disposition Proceeds	\$ —
vii. Excluded Amounts	\$ (1,595,827.79)
viii. Other Collections	\$ 172,477.00
ix. Investment Income	\$ 19,802.72
x. HoldCo L/C Agreement Fee Income	\$ 145,584.65
Less:	
xiii. Excluded Amounts	\$ 72,960,202.01
a. Advertising Fees	\$ 74,556,029.80
b. Company-Owned Store Advertising Fees	\$ —
c. Third-Party Matching Expenses	\$ (1,595,827.79)
xiv. Product Purchase Payments	\$ 425,346,829.47
xiv. Bank Account Expenses	\$ 27,189.79
Plus:	
xvi. Aggregate Weekly Distributor Profit Amount	\$ 31,561,830.87
xvii. Retained Collections Contributions	\$ —
xviii. <b>Total Retained Collections</b>	<b>\$ 158,640,031.72</b>

### 3. Adjusted Net Cash Flow for Current Quarterly Payment Date:

i. Retained Collections for Quarterly Collection Period	\$ 158,640,031.72
Less:	
ii. Servicing Fees, Liquidation Fees and Workout Fees	\$ 111,916.78
iii. Securitization Entities Operating Expenses paid during Quarterly Collection Period	\$ 5,000.00
iv. Weekly Manager Fee Amounts paid during Quarterly Collection Period	\$ 14,562,875.75
v. Manager Advances Reimbursement Amounts	\$ —
vi. PULSE Maintenance Fees	\$ 5,408,891.36
vii. Technology Fees	\$ 9,330,341.65
viii. Administrative Expenses	\$ 12,500.00
ix. Investment Income	\$ 19,802.72
vx. Retained Collections Contributions, if applicable, received during Quarterly Collection Period	\$ —
viii. Net Cash Flow for Quarterly Collection Period	\$ 129,188,703.46
ix. Net Cash Flow for Quarterly Collection Period / Number of Days in Quarterly Collection Period	\$ 1,537,960.76
x. Multiplied by 91 if 52 week fiscal year or 92.75 if 53 week fiscal year	91
xi. <b>Adjusted Net Cash Flow for Quarterly Collection Period</b>	<b>\$ 139,954,428.75</b>

1. Amounts calculated as of the close of business on the last Business Day of the preceding Quarterly Collection Period.

**4. Debt Service / Payments to Noteholders for Current Quarterly Payment Date:**

i. Interest on Senior and Senior Subordinated Notes	
Series 2015-1 Class A-1 Quarterly Interest	\$ 88,865.80
Series 2012-1 Class A-2 Quarterly Interest	\$11,869,680.38
Series 2015-1 Class A-2-I Quarterly Interest	\$ 4,300,562.50
Series 2015-1 Class A-2-II Quarterly Interest	\$ 8,836,150.00
ii. Principal on Senior and Senior Subordinated Notes <i>(not due if in Non-Amortization Period, but used for DSCR calculation)</i>	
Series 2012-1 Class A-2 Quarterly Scheduled Principal	\$ 6,398,437.50
Series 2015-1 Class A-2-I Quarterly Scheduled Principal	\$ 1,250,000.00
Series 2015-1 Class A-2-II Quarterly Scheduled Principal	\$ 2,000,000.00
iii. Other	
Series 2015-1 Class A-1 Quarterly Commitment Fees	\$ 248,395.02
<b>iv. Total Debt Service</b>	<b><u>\$34,992,091.20</u></b>
v. Other Payments to Noteholders Relating to Notes	
Series 2015-1 Class A-1 Quarterly Contingent Additional Interest	\$ —
Series 2012-1 Class A-2 Quarterly Contingent Additional Interest	\$ —
Series 2015-1 Class A-2-I Quarterly Contingent Additional Interest	\$ —
Series 2015-1 Class A-2-II Quarterly Contingent Additional Interest	\$ —

**5. Aggregate Weekly Allocations to Distribution Accounts for Current Quarterly Payment Date:**

i. All available deposits in Series 2015-1 Class A-1 Distribution Account	\$ 349,760.82
ii. All available deposits in Series 2012-1 Class A-2 Distribution Account	\$11,869,680.38
iii. All available deposits in Series 2015-1 Class A-2-I Distribution Account	\$ 4,300,562.50
iv. All available deposits in Series 2015-1 Class A-2-II Distribution Account	\$ 8,836,150.00
<b>v. Total on Deposit in Distribution Accounts</b>	<b><u>\$25,356,153.70</u></b>

**6. Distributions for Current Quarterly Payment Date:**Series 2015-1 Class A-1 Distribution Account

i. Payment of interest and fees related to Series 2015-1 Class A-1 Notes	\$ 349,760.82
ii. Indemnification & Real Estate Disposition Proceeds Payments to reduce commitments under Series 2015-1 Class A-1 Notes	\$ —
iii. Principal payments to Series 2015-1 Class A-1 Notes	\$ —
iv. Payment of Series 2015-1 Class A-1 Notes Breakage Amounts	\$ —

Series 2012-1 Class A-2 Distribution Account

i. Payment of interest related to Series 2012-1 Class A-2 Notes	\$11,869,680.38
ii. Indemnification & Real Estate Disposition Proceeds payments to Series 2012-1 Class A-2 Notes	\$ —
iii. Principal payment to Series 2012-1 Class A-2 Notes	\$ —
iv. Make-Whole Premium related to Series 2012-1 Class A-2 Notes	\$ —

Series 2015-1 Class A-2-I Distribution Account

i. Payment of interest related to Series 2015-1 Class A-2-I Notes	\$ 4,300,562.50
ii. Indemnification & Real Estate Disposition Proceeds payments to Series 2015-1 Class A-2-I Notes	\$ —
iii. Principal payment to Series 2015-1 Class A-2-I Notes	\$ —
iv. Make-Whole Premium related to Series 2015-1 Class A-2-I Notes	\$ —

Series 2015-1 Class A-2-II Distribution Account

i. Payment of interest related to Series 2015-1 Class A-2-II Notes	\$ 8,836,150.00
ii. Indemnification & Real Estate Disposition Proceeds payments to Series 2015-1 Class A-2-II Notes	\$ —
iii. Principal payment to Series 2015-1 Class A-2-II Notes	\$ —
iv. Make-Whole Premium related to Series 2015-1 Class A-2-II Notes	\$ —

**Total Allocations from Distribution Accounts****\$25,356,153.70****7. Senior Notes Interest Reserve Account Deposits, Draws and Releases as of Current Quarterly Payment Date:**

i. Deposits into Senior Notes Interest Reserve Account during Quarterly Collection Period	\$ —
ii. Less draws on / releases from Available Senior Notes Interest Reserve Account Amount	\$ —
<b>iii. Total Increase (Reduction) of Available Senior Notes Interest Reserve Account Amount</b>	<b><u>\$ —</u></b>

**8. Senior Subordinated Notes Interest Reserve Account Deposits, Draws and Releases as of Current Quarterly Payment Date:**

i. Deposits into Senior Subordinated Notes Interest Reserve Account during Quarterly Collection Period	\$ —
ii. Less draws on Available Senior Subordinated Notes Interest Reserve Account Amount	\$ —
<b>iii. Total Increase (Reduction) of Available Senior Subordinated Notes Interest Reserve Account Amount</b>	<b><u>\$ —</u></b>

**9. Cash Trap Reserve Account Deposits, Draws and Releases as of Current Quarterly Payment Date:**

i. Deposits into Cash Trap Reserve Account during Quarterly Collection Period	\$	—
ii. Less draws on Available Cash Trap Reserve Account Amount	\$	—
iii. Less Cash Trapping Release Amount	\$	—
<b>iv. Total Increase (Reduction) of Available Cash Trap Reserve Account Amount</b>	<b>\$</b>	<b>—</b>

**10. Real Estate Disposition Proceeds**

i. Aggregate Real Estate Disposition Proceeds as of Prior Quarterly Payment Date	\$	—
ii. Aggregate Real Estate Disposition Proceeds as of Current Quarterly Payment Date	\$	—

**11. Scheduled Principal Catch-Up Amounts**

i. Series 2012-1 Class A-2 aggregate Scheduled Principal Catch-Up Amounts as of Prior Quarterly Payment Date	\$	—
ii. Series 2012-1 Class A-2 aggregate Scheduled Principal Catch-Up Amounts as of Current Quarterly Payment Date	\$	—

**12. Outstanding Balances as of Current Quarterly Payment Date (after giving effect to payments to be made on such date):**

i. Series 2015-1 Class A-1 Notes	\$	44,333,949.00
ii. Series 2012-1 Class A-2 Notes	\$	910,251,562.50
ii. Series 2015-1 Class A-2-I Notes	\$	493,750,000.00
ii. Series 2012-1 Class A-2-II Notes	\$	790,000,000.00
iii. Senior Subordinated Notes	\$	—
iv. Subordinated Notes	\$	—
v. Reserve account balances:		
a. Available Senior Notes Interest Reserve Account Amount	\$	26,002,608.50
b. Available Senior Subordinate Notes Interest Reserve Account Amount	\$	—
c. Available Cash Trap Reserve Account Amount	\$	—

IN WITNESS HEREOF, the undersigned has duly executed and delivered this Quarterly Noteholders' Statement this April 20, 2017

Domino's Pizza LLC as Manager on behalf of the Master Issuer and certain subsidiaries thereto,

by: /s/ Michelle Hook  
Michelle Hook - Treasurer