

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |  |  |
|---|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>BALSON ANDREW</u><br><br>(Last) (First) (Middle)<br><u>C/O BAIN CAPITAL INVESTORS, LLC</u><br><u>111 HUNTINGTON AVENUE</u><br><br>(Street)<br><u>BOSTON MA 02199</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>DOMINOS PIZZA INC [ DPZ ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |  |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/04/2010</u>           |  |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |  |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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, Par Value \$0.01  | 03/04/2010                           |  | j <sup>(7)</sup>               |   | 2,715,278   | D          | \$13.6015 <sup>(7)</sup> | 12,790,336  | I  | See footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>           |
| Common Stock, Par Value \$0.01  | 03/04/2010                           |  | s                              |   | 18,634  | D          | \$13.6015                | 12,771,702  | I  | See footnotes <sup>(4)(5)</sup>                       |
| Common Stock, Par Value \$0.01  | 03/05/2010                           |  | s                              |   | 3,977   | D          | \$13.823                 | 12,767,725  | I  | See footnote <sup>(6)</sup>                           |
| Common Stock, Par Value \$0.01  | 03/04/2010                           |  | j <sup>(7)</sup>               |   | 1,604   | A          | \$0 <sup>(7)</sup>       | 7,604   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Mr. Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"). 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"), and as a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 4, 2010, Fund VI distributed 1,193,294 shares of Common Stock to one or more members or partners. Following such distribution, Fund VI held 5,564,746 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"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VI. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 4, 2010, Coinvestment Fund VI distributed 1,358,286 shares of Common Stock to one or more members or partners. Following such distribution, Coinvestment Fund VI held 6,334,158 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"), Mr. Balson 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. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 4, 2010, BCIP II, BCIP II-B and BCIP II-C distributed 113,311, 17,895 and 32,492 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 528,406, 83,451 and 151,524 shares of Common Stock, respectively.
- Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIP II. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 4, 2010, BCIP II held 13,126 shares of Common Stock. Following such sale, BCIP II held 61,211 shares of Common Stock.
- Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIP II-B. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 4, 2010, BCIP II-B held 5,508 shares of Common Stock. Following such sale, BCIP II held 58,683 shares of Common Stock.
- BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP") and as a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On March 5, 2010, PEP sold 3,977 shares of Common Stock. Following such sale, PEP held 18,546 shares of Common Stock.
- The distribution to partners referred to in the foregoing footnotes includes subsequent distributions by general partners to their respective partners, including Mr. Balson.

/s/ Andrew Balson

03/08/2010

\*\* Signature of Reporting Person

Date

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

\* 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).

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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