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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**DOMINO'S PIZZA, INC.**

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed:

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## Notice of 2018 Annual Meeting of Shareholders and Proxy Statement

**Tuesday, April 24, 2018**

10:00 a.m. EDT  
(Doors open at 9:30 a.m. EDT)

**Domino's Pizza, Inc.**  
**World Resource Center**  
30 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 48105  
(734) 930-3030

*For further information, call Domino's Investor Relations at 734-930-3563.*

## Notice of Annual Meeting of Shareholders



### Domino's Pizza, Inc.

30 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 48105  
(734) 930-3030

To the Shareholders of Domino's Pizza, Inc.:

Notice is hereby given that the 2018 Annual Meeting of Shareholders of Domino's Pizza, Inc. (the "Company") will be held at the Domino's World Resource Center, 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105, on April 24, 2018 at 10:00 a.m. Eastern Daylight Time, for the following purposes, all of which are set forth in the accompanying Proxy Statement:

1. To elect the seven Director nominees named in the Proxy Statement, each to serve for a one-year term and until their respective successors are duly elected or qualified;
2. To ratify the selection of PricewaterhouseCoopers LLP as the independent registered public accountants for the Company for the 2018 fiscal year;
3. To hold an advisory and non-binding vote on the compensation of the Company's named executive officers;
4. To consider a shareholder proposal from the New York State Common Retirement Fund regarding the Company's adoption of a deforestation and related human rights issues policy and implementation plan; and
5. To transact such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 1, 2018 are entitled to notice of and to vote at the 2018 Annual Meeting of Shareholders and any adjournments or postponements thereof.

By order of the Board of Directors,

**Adam J. Gacek**  
Corporate Secretary  
March 15, 2018

### HOW TO VOTE

#### INTERNET VIA COMPUTER



Via the Internet at [www.proxyvote.com](http://www.proxyvote.com). You will need the 16-digit number included in your notice, proxy card or voter instruction form.

#### TELEPHONE



Dial toll-free (800) 690-6903 or the telephone number on your voter instruction form. You will need the 16-digit number included in your notice, proxy card or voter instruction form.

#### MAIL



If you received a paper copy of your proxy materials, send your completed and signed proxy card or voter instruction form using the enclosed postage-paid envelope.

#### IN PERSON



By attending the Annual Meeting and completing a ballot to cast your vote.

## Notice of Annual Meeting of Shareholders



### **YOUR VOTE IS IMPORTANT**

We are offering registered shareholders the opportunity to vote their shares electronically through the Internet or by telephone. Please see the Proxy Statement and the enclosed Proxy for details about electronic voting. You are urged to date, sign and promptly return the enclosed Proxy, or to vote electronically through the Internet or by telephone, so that your shares may be voted in accordance with your wishes and so that the presence of a quorum may be assured. Voting promptly, regardless of the number of shares you hold, will aid the Company in reducing the expense of additional Proxy solicitation. You may revoke your Proxy at any time, regardless of your voting method, as fully described on page 4 of the accompanying Proxy Statement.

Voting your shares by the enclosed Proxy, or electronically, does not affect your right to vote in person in the event you attend the meeting. You are cordially invited to attend the meeting, and the Company requests that you indicate your plans in this respect in the space provided on the enclosed form of Proxy or as prompted if you vote electronically. If your shares are held in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or letter from that broker, trust, bank or nominee that confirms you are the beneficial owner of those shares.

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## Proxy Summary



This summary highlights information discussed in more detail elsewhere in this Proxy Statement. As this is only a summary, we encourage shareholders to read the entire Proxy Statement and our 2017 Annual Report before voting their shares.

### 2018 Annual Meeting of Shareholders

Date and Time	Location	Record Date	Mailing Date
Tuesday, April 24, 2018 10:00 a.m. EDT <i>Doors open at 9:30 a.m. EDT</i>	Domino's World Resource Center 30 Frank Lloyd Wright Drive Ann Arbor, Michigan 48105	March 1, 2018	On or about March 15, 2018

### Meeting Agenda and Board Recommendations

Proposals for Your Vote	Board Voting Recommendation	Required Vote	Page Reference
Proposal 1: Election of Directors	FOR each Nominee	Plurality of Votes Cast	6
Proposal 2: Ratification of Independent Registered Public Accountants	FOR	Majority of Votes Cast	15
Proposal 3: Advisory Vote to Approve Executive Compensation ("Say-on-Pay")	FOR	Majority of Votes Cast	43
Proposal 4: Shareholder Proposal Regarding Deforestation	AGAINST	Majority of Votes Cast	49

### Director Nominees

This table provides summary information about each Director nominee. Each Director stands for annual election to a one-year term. As of our 2016 Annual Meeting of Shareholders, our Director elections are subject to a Majority Voting Policy.

Nominee	Age	Director Since	Current Principal Occupation	Current Committee Memberships*			Current Public Company Boards Other Than Domino's
				A	C	NCG	
David A. Brandon	65	1999	Chairman and CEO of Toys "R" Us, Inc.				Toys "R" Us, Inc. DTE Energy Co. Herman Miller Inc.
C. Andrew Ballard	45	2015	CEO and Co-founder of Wiser Solutions, Inc. and Founder and Managing Partner of Figtree Partners		•	•	
Andrew B. Balson	51	1999	Managing Partner of Cove Hill Partners		<b>Chair</b>		
Diana F. Cantor	60	2005	Partner with Alternative Investment Management, LLC	<b>Chair</b>		•	Universal Corporation
J. Patrick Doyle	54	2010	President and CEO of Domino's Pizza, Inc.				Best Buy Co., Inc.
Richard L. Federico	63	2011	Non-Executive Chairman of P.F. Chang's China Bistro Inc.	•	•		P.F. Chang's China Bistro Inc. Jamba, Inc.
James A. Goldman	59	2010	Retired President and Chief Executive Officer of Godiva Chocolatier Inc.	•		<b>Chair</b>	

\*A = Audit Committee / C = Compensation Committee / NCG = Nominating and Corporate Governance Committee



## Proxy Summary (continued)



### Corporate Governance Highlights

Domino's demands integrity and is committed to upholding high ethical standards. Our strong corporate governance practices support this commitment and provide a framework within which our Board of Directors and management can pursue the strategic objectives of the Company and ensure long-term growth for the benefit of our shareholders. Highlights of our corporate governance practices are summarized below and are discussed in more detail in the "**Corporate Governance Principles and Director Information**" section beginning on page 10.

#### Independence:

- 5 of 7 Director nominees are independent
- Board committees are comprised solely of independent Directors
- Independent Directors regularly meet in private without management

#### Board Practices:

- Board of Directors and each Board committee conducts an annual self-assessment
- Continuing education budget is provided for each Director
- Directors may not stand for re-election after age 72

#### Leadership Structure:

- Separate Chairman and Chief Executive Officer leadership structure to maintain independence between Board oversight and operating decisions of the Company

#### Accountability:

- All Directors stand for election annually
- In uncontested Director elections, our Majority Voting Policy applies
- All Directors are subject to anti-pledging and anti-hedging provisions under our Insider Trading Policy

#### Stock Ownership Requirements:

- Executive and Director stock ownership requirements must be met within five years of appointment, as follows:
  - CEO: 5x annual base salary
  - Directors: 5x annual retainer fee
  - President-level executives: 4x annual base salary
  - Other executives: 3x annual base salary

Highlights regarding our 2017 business performance and changes made to our executive compensation program during fiscal 2017 can be found under the "**Executive Summary**" beginning on page 19.

## Proxy Statement



This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board of Directors" or "Board") of Domino's Pizza, Inc. for use at the 2018 Annual Meeting of Shareholders ("Annual Meeting") to be held on Tuesday, April 24, 2018 at 10:00 a.m. EDT at the Domino's World Resource Center, 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105, and at any adjournment thereof. The Company has made these materials available to you on the Internet or, upon your request, has delivered printed copies to you by mail or electronic versions by e-mail. The Company will pay the expenses of solicitation of Proxies. We will request banks, brokers and other custodians, nominees and fiduciaries to solicit Proxies from their customers and will reimburse those banks, brokers and other custodians, nominees and fiduciaries for reasonable out-of-pocket costs for this solicitation. Further solicitation of Proxies may be made by mail, personal interview and/or telephone by officers, directors and other employees of the Company, none of whom will receive additional compensation for assisting with the solicitation.

This Proxy Statement, along with the Notice of Annual Meeting of Shareholders and form of Proxy, was first made available to shareholders on or about March 15, 2018. As used in this Proxy Statement, references to the "Company" or "Domino's," or the first-person notations of "we" and "our," refer to Domino's Pizza, Inc.

## Voting Information



### Record Date, Issued and Outstanding Shares

The record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting was the close of business on March 1, 2018 (the "Record Date"). On the Record Date, there were 43,070,488 shares of common stock, \$0.01 par value per share, the Company's only voting securities, outstanding and entitled to vote at the Annual Meeting. Each share of common stock is entitled to one vote.

### Quorum Requirement

Under the Company's By-Laws, the holders of a majority of the shares of common stock outstanding and entitled to vote at the Annual Meeting constitute a quorum for the transaction of business at the Annual Meeting. Shares of common stock represented in person or by proxy, including shares that abstain or do not vote with respect to one or more of the matters presented for shareholder approval, will be counted for purposes of determining whether a quorum is present.

### Voting Procedures

The holders of common stock are entitled to one vote per share on any proposal presented at the Annual Meeting. Only shareholders of record at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting and any adjournment thereof. Shareholders may choose to vote by any of the following methods: (i) by returning the enclosed Proxy card, (ii) electronically by accessing the Internet site or by using the toll-free telephone number, both of which are stated on the form of Proxy, or (iii) by attending the Annual Meeting and voting in person.

All properly executed Proxies received by mail, and properly authenticated electronic votes recorded through the Internet or by telephone, will be voted as directed by the shareholder. **All properly executed Proxies received by mail that do not specify how shares should be voted will be voted in accordance with the Board's recommendation ("FOR" the election of all Director nominees under Proposal One, "FOR" Proposals Two and Three and "AGAINST" Proposal Four).**

### Revocation of Proxies

Any Proxy given pursuant to this solicitation may be revoked at any time before it is voted by: (i) signing and returning a new Proxy card with a later date, (ii) submitting a later-dated vote by telephone or via the Internet, (iii) filing with our Corporate Secretary a written notice of revocation dated later than the date of the Proxy being revoked, or (iv) attending the Annual Meeting and revoking or voting in person. Any written notice of revocation should be sent to: Corporate Secretary, Domino's Pizza, Inc., 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105.

The Internet and telephone procedures for voting and for revoking or changing a vote are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been properly recorded. Shareholders that vote through the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which will be borne by the shareholder.

### Broker Non-Votes

Brokers are subject to the rules of the New York Stock Exchange (the "NYSE"). The NYSE rules direct that certain matters submitted to a vote of shareholders are "routine" items and brokers generally may vote on behalf of beneficial owners who have not furnished voting instructions, subject to the rules of the NYSE concerning transmission of proxy materials to beneficial owners, and subject to any proxy voting policies and procedures of those brokerage firms. Brokers who hold shares in "street name" for customers who are beneficial owners of such shares are prohibited from giving a proxy to vote such customers' shares on "non-routine" matters in the absence of specific instructions from such customers.

Under current NYSE rules, we believe Proposal Two is a routine matter. Accordingly, if your broker holds shares that you own in street name, the broker may vote your shares on Proposal Two even if the broker does not receive instructions from you. We believe Proposal One, Proposal Three and Proposal Four are non-routine matters and, therefore, the

## Voting Information (continued)



broker may not vote your shares on such proposals without receiving instructions from you. If your broker does not vote on a proposal, this is commonly referred to as a "broker non-vote." Broker non-votes will not be counted as having been voted in person or by proxy, but pursuant to Delaware corporate law, will be counted for purposes of determining whether a quorum is present.

### Votes Required

Under Proposal One, Directors are elected by a plurality of the votes of the shares of common stock represented and voted at the Annual Meeting. If you withhold your vote for a particular nominee, then your vote will not count "FOR" such nominee. Broker non-votes and votes withheld will not be treated as votes cast with respect to the election of Directors and, therefore, will have no effect on the outcome of the election of Directors.

In addition, we have implemented a Majority Voting Policy for uncontested director elections (elections in which the number of nominees for election does not exceed the number of directors to be elected). In the event that the votes "WITHHELD" from a nominee's election exceed the votes cast "FOR" that nominee's election, such nominee shall be required to submit his or her resignation to the Board of Directors for consideration. The Board of Directors will then have the opportunity to determine whether to accept or reject such tendered resignation. The Board of Directors, in making its decision, may consider any factors or other information that it considers appropriate or relevant.

The Board of Directors will act within 120 days following certification of the shareholder vote. Thereafter, the Board of Directors will promptly publicly disclose, in a report furnished to the Securities and Exchange Commission ("SEC"), its decision regarding the tendered resignation, including its rationale for accepting or rejecting the tendered resignation. The Board of Directors may accept a Director's resignation or reject the resignation. If the Board of Directors accepts a Director's resignation, or if a nominee for Director is not elected and the nominee is not an incumbent Director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board of Directors, in each case pursuant to our Bylaws. If a Director's resignation is not accepted by the Board of Directors, such Director will continue to serve until the next annual meeting of shareholders and until his or her successor is duly elected, or his or her earlier resignation or removal.

Approval of Proposal Two (ratification of independent registered public accountants), Proposal Three (say-on-pay) and Proposal Four (shareholder proposal regarding deforestation) requires the affirmative vote of a majority of the shares voted in person or by proxy at the Annual Meeting. Broker non-votes, if any, and abstentions will not be treated as votes cast with respect to these proposals and, therefore, will have no effect on the outcome of the votes.

No matter is currently expected to be considered at the Annual Meeting other than those listed in this Proxy Statement. If any other matters are properly brought before the Annual Meeting for action, it is intended that the persons named in the proxy and acting thereunder will vote in accordance with their discretion on such matters.

## Proposal One: Election of Directors



The Company's Certificate of Incorporation, as amended, requires that all Directors stand for annual election. Accordingly, the seven individuals listed below are standing for election to terms ending with the 2019 annual meeting of shareholders, until his or her successor is elected or qualified or until his or her earlier death, resignation or removal. Each nominee is currently serving as a Director. Each nominee has indicated his or her willingness to serve, if elected. However, if a nominee should be unable to serve, the shares of common stock represented by Proxies may be voted for a substitute nominee designated by the Board. Management has no reason to believe that any of the above-mentioned persons will not serve his or her term as a Director.

### Board Membership Criteria

Although our Nominating and Corporate Governance Committee does not have any specific, delineated qualifications for the nomination of Director candidates, the Committee takes into account a number of factors, qualifications and skills that it deems appropriate, with the primary goal of ensuring the Board collectively serves the interest of shareholders. The Company and the Board, at a minimum, seek to have Directors with sound business judgment, wisdom and knowledge in his or her field of expertise. Identified and described below are additional key experiences, qualifications and skills that are important to the Company's business and that were considered in the selection of the Directors, which factors may change from time to time. Director candidates are also evaluated according to the qualifications set forth in the Board's Corporate Governance Principles, as further described beginning on page 12.

- **Business experience.** The Company and the Board believe that the Company benefits from nominating Directors with a substantial degree of business experience. This may include accomplishments in his or her particular field of practice and a history of achievements that reflect his or her high standards and sound business decisions.
- **Leadership experience.** The Company and the Board believe that Directors with experience in significant leadership positions over an extended period, especially President or Chief Executive Officer positions, provide the Company with strategic insights. These Directors generally possess superior leadership qualities and the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, long-term strategy, risk management and the methods to drive change and growth.
- **Finance experience.** The Company and the Board believe an understanding of finance and financial reporting processes is an important skill for our Directors. The Company uses financial measures to evaluate its performance as well as its accomplishment of financial performance targets. In addition, the Board and the Audit Committee oversee the required public disclosures of the Company that include financial statements and related information.
- **Educational and industry experience.** The Company and the Board seek to have directors with relevant education, business expertise and experience as executives, directors, investors or in other leadership positions in the retail sector, including the restaurant industry.

## Proposal One: Election of Directors (continued)



### Nominees for Election to One-Year Terms Expiring at the 2019 Annual Meeting of Shareholders

Set forth below are the name, age, principal occupation and/or business experience and qualifications of each nominee for election as a Director. The Nominating and Corporate Governance Committee believes that each of the nominees possesses the necessary professional experience and qualifications to contribute to the success of the Company. Information with respect to the business experience and other publicly-held company boards on which the nominees serve, or served in the past five years, as a director is set forth below. The number of shares of Domino's Pizza, Inc. common stock beneficially owned by each Director appears later in this Proxy Statement.

Our Board of Directors Unanimously Recommends a Vote FOR Each of the Nominees Listed Below



David A. Brandon is currently Chairman and CEO of Toys "R" Us, Inc., the world's largest specialty retailer of toy and baby products, a position he has held since July 2015. Previously, he was the Director of Athletics at the University of Michigan from March 2010 through October 2014.

Mr. Brandon has served as our Chairman of the Board of Directors since March 1999 and also served as Chief Executive Officer from March 1999 to March 2010. Mr. Brandon was retained by the Company as a Special Advisor from March 2010 to January 2011. Prior to joining Domino's, Mr. Brandon was President and Chief Executive Officer of Valassis, Inc. from 1989 to 1998 and Chairman of the Board of Directors of Valassis, Inc. from 1997 to 1998.

In addition to serving on the Boards of Directors of Domino's and Toys "R" Us, Mr. Brandon also serves on the Boards of DTE Energy Co. and Herman Miller Inc. He previously served on the Boards of Burger King Corporation, Kaydon Corporation, Northwest Airlines and the TJX Companies, Inc.

**David A. Brandon**  
Non-Executive Chairman

Director since: 1999

Age: 65

**Committees:**  
None

**Qualifications:**

Mr. Brandon served as the Company's Chairman and Chief Executive Officer for eleven years and thereby possesses a deep understanding of the Company's operations, market development objectives, strategic planning and other internal business aspects of the Company. Mr. Brandon brings to the Board extensive executive experience in marketing and sales. His service on the Boards of Directors of several other companies, including retailers, also makes him qualified for service as a Director of the Company.



C. Andrew Ballard currently serves as the CEO and Co-founder of Wiser Solutions, Inc., a technology and data company, a position he has held since December 2012. Mr. Ballard is also the Founder of Figtree Partners, an investment firm focused on digital media, and has served as its Managing Partner since November 2012. In addition, Mr. Ballard has served as a Senior Advisor at the private equity firm Hellman & Friedman LLC from December 2012 through the present, and previously served as Managing Director from 2006 through December 2012 and as a Director from January 2004 through 2006. Prior to joining Hellman & Friedman in 2003, Mr. Ballard worked at Bain Capital, LLC in San Francisco and Boston, as well as Bain & Company, Inc. from 1994 to 2002.

Mr. Ballard has served on Domino's Board of Directors since July 2015 and is a member of the Compensation Committee and the Nominating and Corporate Governance Committee of the Board of Directors. In addition to serving on Domino's Board, Mr. Ballard is the Chair of the Board of Trustees and Chair of the Investment Committee of the San Francisco Foundation. He is actively involved with Family Connections, a tuition-free preschool for under-served families. Mr. Ballard is currently also Chairman of Datacor, Inc. and Vice Chairman of Zignal Labs, and has held previous Board roles at Activant Solutions Inc., Catalina Marketing Corporation, DoubleClick Inc., Getty Images, Internet Brands, Inc. and Vertafore, Inc.

**C. Andrew Ballard**  
Independent Director

Director since: 2015

Age: 45

**Committees:**  
Compensation  
Nominating and Corporate  
Governance

**Qualifications:**

Mr. Ballard brings to the Board strategic business and acquisition experience, as well as overall business acumen through his experience at Hellman & Friedman and Bain Capital. Mr. Ballard also provides valuable technology and digital knowledge making him qualified for service as a Director of the Company.

## Proposal One: Election of Directors (continued)



**Andrew B. Balson**  
Independent Director

Director since: 1999

Age: 51

**Committees:**  
Compensation (Chairperson)

Andrew B. Balson is currently the Managing Partner of Cove Hill Partners, a firm formed to make private equity investments. Previously, Mr. Balson was the CEO of Match Beyond, an innovative college completion program that helps low-income young adults attain college degrees and prepare for the workforce, a position he held from January 2015 to June 2016. Prior to becoming the CEO of Match Beyond, Mr. Balson was a Managing Director at Bain Capital, LLC, a global investment company, from 2001 to 2013. Mr. Balson became a Principal of Bain Capital in January 1998.

Mr. Balson has served on our Board of Directors since March 1999 and serves as the Chairperson of the Compensation Committee of the Board of Directors. Mr. Balson previously served on the Boards of Directors of Bloomin' Brands, Inc., FleetCor Technologies, Inc., Dunkin' Brands, Inc., Skylark Co., Ltd., BELLSYSTEM24, Inc., Burger King Corporation and Bright Horizons Family Solutions, Inc., as well as numerous private companies.

**Qualifications:**

Mr. Balson brings to the Board strategic acquisition experience, a high level of financial literacy and overall business acumen through his executive experience at Bain Capital, LLC. His public and private company directorship experience and his familiarity with the Company and other restaurant companies, as well as his extended tenure on our Board, make him qualified for service as a Director of the Company.



**Diana F. Cantor**  
Independent Director

Director since: 2005

Age: 60

**Committees:**  
Audit (Chairperson)  
Nominating and Corporate Governance

Diana F. Cantor is currently a Partner with Alternative Investment Management, LLC, a position she has held since January 2010. She is the Vice Chairman of the Virginia Retirement System, where she also serves on the Audit and Compliance Committee. Ms. Cantor was a Managing Director with New York Private Bank and Trust from January 2008 through the end of 2009. Ms. Cantor served as founding Executive Director of the Virginia College Savings Plan, the state's 529 college savings program, from 1996 to January 2008. Ms. Cantor served seven years as Vice President of Richmond Resources, Ltd. from 1990 through 1996, and as Vice President of Goldman, Sachs & Co. from 1985 to 1990.

Ms. Cantor has served on our Board of Directors since October 2005, serves as the Chairperson of the Audit Committee of the Board of Directors and also serves on the Nominating and Corporate Governance Committee of the Board of Directors. Ms. Cantor also serves on the Board of Directors of Universal Corporation, and she previously served on the Boards of Directors of Media General Inc., Revlon, Inc., Vistage International, Inc., Knowledge Universe Education LLC, Edelman Financial Services, LLC and Service King Body and Paint LLC.

**Qualifications:**

Ms. Cantor possesses extensive financial skills and brings to the Board an important financial perspective. Ms. Cantor also provides valuable consumer product and marketing knowledge, as well as significant public company directorship experience, making her qualified for service as a Director of the Company.



**J. Patrick Doyle**  
President and CEO

Director since: 2010

Age: 54

**Committees:**  
None

J. Patrick Doyle has served as our President and Chief Executive Officer since March 2010 and as a Director since February 2010. Mr. Doyle served as President, Domino's USA from September 2007 to March 2010, Executive Vice President, Team USA from 2004 to 2007, Executive Vice President of International from May 1999 to October 2004 and as interim Executive Vice President of Build the Brand from December 2000 to July 2001. Mr. Doyle served as Senior Vice President of Marketing from the time he joined Domino's in 1997 until May 1999. In January 2018, Mr. Doyle announced that he will resign from his position as President, Chief Executive Officer and Director of the Company, effective June 30, 2018.

Prior to joining Domino's, Mr. Doyle was Vice President and General Manager of Gerber Products Company's U.S. baby food business. During his six years with Gerber, Mr. Doyle also served as Vice President and General Manager of Gerber's Canadian operations. Prior to joining Gerber, he was European General Manager of Intervascular SA in LaCiotat, France, and spent five years at First Chicago Corporation as Corporate Finance Officer.

Mr. Doyle also serves on the Board of Directors of Best Buy Co., Inc. and previously served on the Board of Directors of G&K Services, Inc.

**Qualifications:**

Mr. Doyle's 20 years of executive roles within the Company provides him with a deep understanding of the Company's operations, market development objectives, strategic planning and other internal business aspects of the Company. Mr. Doyle's extensive experience and knowledge of the brand, along with his public company directorship experience, make him qualified for service as a Director of the Company.

## Proposal One: Election of Directors (continued)



**Richard L. Federico**  
*Independent Director*

Director since: 2011

Age: 63

**Committees:**  
Audit  
Compensation

Richard L. Federico currently serves as Non-Executive Chairman of P.F. Chang's China Bistro Inc., a position he has held since February 2016. He previously served as the Chairman and Chief Executive Officer or Co-Chief Executive Officer of P.F. Chang's from September 1997 to March 2015 and as Executive Chairman from March 2015 to February 2016. Mr. Federico joined P.F. Chang's as President in 1996, when he also began his service on its Board of Directors. Mr. Federico started his career in the restaurant industry as a Manager at Steak & Ale, and later at Orville Beans and Bennigan's restaurants. He went on to develop Grady's Goodtimes, serving as Co-founder/Partner and Vice President of Operations until Brinker International acquired Grady's in 1989. Upon joining Brinker International, Mr. Federico served as Senior Vice President and concept head for Macaroni Grill before being promoted to President of the Italian Concept division. As President, he directed operations and development for Macaroni Grill and Spageddies.

Mr. Federico has served on Domino's Board of Directors since February 2011 and is a member of the Audit Committee and the Compensation Committee of the Board of Directors. He also serves as Chairman of the Board of Directors of Jamba, Inc. and also serves on a private company board. Mr. Federico is a Founding Director of Chances for Children.

**Qualifications:**

Mr. Federico brings to the Board experience in leading a successful publicly-held restaurant concept, overall business acumen and public company directorship experience, making him qualified for service as a Director of the Company.



**James A. Goldman**  
*Independent Director*

Director since: 2010

Age: 59

**Committees:**  
Nominating and Corporate  
Governance  
(Chairperson) Audit

James A. Goldman served as President and Chief Executive Officer of Godiva Chocolatier Inc. from 2004 to 2014, and also served on its Board of Directors. Mr. Goldman was President of the Food and Beverage Division at Campbell Soup Company from 2001 to 2004. He worked in various executive positions at Nabisco Inc. from 1992 to 2000. Prior to his work at Nabisco Inc., Mr. Goldman was a senior consulting associate at McKinsey & Company, Inc.

Mr. Goldman has served on our Board of Directors since March 2010, serves as Chairperson of the Nominating and Corporate Governance Committee and also serves on the Audit Committee of the Board of Directors. Mr. Goldman is currently a Senior Advisor at Eurazeo, a private equity firm listed on the Paris Stock Exchange. Mr. Goldman is also currently on the Board of Trustees of Save the Children in Fairfield, Connecticut, the Executive Board of the International Tennis Hall of Fame in Newport, Rhode Island and the Advisory Boards of FEED Projects in New York, New York and Sugarfina, Inc. in Los Angeles, California. Mr. Goldman served on the Board of Directors of The Children's Place, Inc. from 2006 to 2008, and served on its Compensation Committee. He also previously served on the Board of Trustees at the YMCA Camps Becket and Chimney Corners in Becket, Massachusetts.

**Qualifications:**

Mr. Goldman brings to the Board experience in leading successful retail companies, including more than 30 years in the global food industry, overall business acumen and public company directorship experience, making him qualified for service as a Director of the Company.



## Corporate Governance Principles and Director Information



Domino's has a commitment to strong corporate governance practices. These practices provide a framework within which the Company's Board and management can pursue the strategic objectives of Domino's and seek to ensure its long-term growth for the benefit of shareholders. The Company's corporate governance principles and practices are reviewed annually by the Nominating and Corporate Governance Committee and any changes are recommended to the Board for approval. The Company's Corporate Governance Principles are posted on Domino's corporate and investor website [biz.dominos.com](http://biz.dominos.com) under the Investors—Profile—Corporate Governance section and are available free of charge upon request from the Company's Corporate Secretary. The Nominating and Corporate Governance Committee Charter, the Compensation Committee Charter and the Audit Committee Charter are also posted on the Company's corporate and investor website ("Investors—Profile—Corporate Governance" section on [biz.dominos.com](http://biz.dominos.com)). All the referenced charters and the other documents referenced herein are available free of charge upon request from the Company's Corporate Secretary.

The Corporate Governance Principles and the Charter of the Nominating and Corporate Governance Committee set forth the Company's policies with respect to Board structure, membership (including nominee qualifications), performance, operations and management oversight. Pursuant to the Corporate Governance Principles, the Board meets at least quarterly in an independent director session, an executive session and in a non-management executive session. The current discussion leader for the executive session is generally Mr. Brandon and the current discussion leader for the independent Director session is generally Mr. Balson. The independent Directors meet separately at each quarterly Board meeting.

The entire Board of Directors is engaged in risk management oversight. At the present time, the Board has not established a separate committee to facilitate its risk oversight responsibilities. The Board will continue to monitor and assess whether such a committee would be appropriate. In accordance with NYSE listed company rules, the Audit Committee assists the Board of Directors in its oversight of Domino's company-wide risk management and the process established to identify, measure, monitor, and manage risks, in particular major financial and cybersecurity risks. The Board of Directors receives regular reports from management, as well as from the Audit Committee and other standing committees regarding relevant risks and the actions taken by management to address those risks.

The Company is required to have a majority of its Board be independent Directors. The Company's Corporate Governance Principles contain the Company's standards for director independence. A Director will be designated as independent if he or she (i) has no material relationship with the Company or its subsidiaries, (ii) satisfies the other criteria specified by NYSE listed company rules, (iii) has no business conflict with the Company or its subsidiaries and (iv) otherwise meets applicable independence criteria specified by law, regulation, exchange requirement or the Board. The Board has affirmatively determined that the following Directors who served in the 2017 fiscal year were independent under that definition:

- C. Andrew Ballard
- Andrew B. Balson
- Diana F. Cantor
- Richard L. Federico
- James A. Goldman
- Gregory A. Trojan (resigned from the Board in November 2017)

The Corporate Governance Principles further provide that the Directors are invited and expected to attend the Company's annual meetings of shareholders. All Directors serving at the time of the 2017 annual meeting of shareholders attended the meeting.

The Company has adopted a Code of Professional Conduct for Senior Financial Officers that applies to all executive officers of the Company, including the Chief Executive Officer and Chief Financial Officer, as well as all of the Company's other financial officers and other employees with senior financial roles. In addition, the Company has adopted a Code of Business Conduct and Ethics for Directors, Officers and Employees that applies to all Directors, officers and employees. The Code of Professional Conduct and the Code of Business Conduct and Ethics are posted on the Company's corporate and investor website ("Investors—Profile—Corporate Governance" section on [biz.dominos.com](http://biz.dominos.com)). The Company intends

## Corporate Governance Principles and Director Information (continued)



to satisfy the disclosure requirement regarding any amendment to, or waiver of, a provision of the Code of Professional Conduct for the Chief Executive Officer, Chief Financial Officer, Corporate Controller or persons performing similar functions, by posting such information on its website.

A total of five meetings of the Board of Directors of the Company were held during 2017, and the Board acted via unanimous written consent on three other occasions. Each Director attended at least 75% of the aggregate of (i) the total number of meetings of the Board and (ii) the total number of meetings held by all committees of the Board on which that Director served during the period each served as a Director.

In accordance with NYSE requirements, the Board has a Nominating and Corporate Governance Committee, a Compensation Committee and an Audit Committee, all of which are comprised solely of independent Directors, as defined by Section 303A of the NYSE listed company rules and other applicable independence standards. Each committee of the Board has designated responsibilities and regularly reports on their activities to the entire Board.

The Company's current leadership structure, as established in March 2010, separates the Chairman and Chief Executive Officer roles into two positions. David A. Brandon is the Chairman of the Board and J. Patrick Doyle is the Chief Executive Officer. The Company has determined what leadership structure it deems appropriate based on factors such as the experience of the applicable individuals, the current business environment of the Company, and other relevant criteria. After considering these factors, the Company determined that separating the positions of Chairman of the Board and Chief Executive Officer is the appropriate leadership structure. The Chief Executive Officer is responsible for the strategic direction of the Company and the day-to-day leadership and performance of the Company, while the Chairman of the Board provides guidance to the Chief Executive Officer, sets the agenda for the Board meetings and presides over meetings of the Board. The Company and the Board believe that this is appropriate under current circumstances, because it allows management to make the operating decisions necessary to manage the business, while helping to keep a measure of independence between the oversight function of our Board of Directors and operating decisions. The Company and the Board feel that this division provides an appropriate balance of operational focus, flexibility and oversight. The Company and the Board intend to continue this approach upon the transition from Mr. Doyle to Mr. Allison as the Company's Chief Executive Officer.

### Nominating and Corporate Governance Committee

During the 2017 fiscal year, the members of the Nominating and Corporate Governance Committee were Messrs. Goldman (Chairperson) and Trojan and Ms. Cantor until November 8, 2017, when Mr. Ballard replaced Mr. Trojan upon Mr. Trojan's resignation from the Board. The independence of each member of the Nominating and Corporate Governance Committee is determined annually by the full Board of Directors in accordance with Section 303A.05 of the NYSE listed company rules. The Board of Directors has determined that each member of the Nominating and Corporate Governance Committee during 2017, as well as each of its current members, is independent.

The Nominating and Corporate Governance Committee met two times during 2017. A Nominating and Corporate Governance Committee Charter, as approved by the Board, reflects the Nominating and Corporate Governance Committee's responsibilities, and the Nominating and Corporate Governance Committee reviews the charter at least once annually. The charter was last reviewed in October 2017 and can be found on the Company's corporate and investor website ("Investors—Profile—Corporate Governance" section on [biz.dominos.com](http://biz.dominos.com)).

The Nominating and Corporate Governance Committee's functions include assisting the Board in determining the desired qualifications of Directors, identifying potential individuals meeting those qualifications, proposing to the Board a slate of nominees for election by the shareholders and reviewing candidates nominated by shareholders. In addition, further functions include reviewing the succession planning process for senior management of the Company, reviewing the Corporate Governance Principles, making recommendations to the Board with respect to other corporate governance principles applicable to the Company, recommending Directors to serve on committees, overseeing the determinations of director independence, overseeing the annual evaluation of the Board and management and reviewing Board succession plans.

**Evaluation of Director Candidates.** The Nominating and Corporate Governance Committee meets regularly to discuss, among other things, identification and evaluation of potential candidates for nomination as a Director. The Nominating

## Corporate Governance Principles and Director Information (continued)



and Corporate Governance Committee may use a paid outside search firm or tools to identify possible Directors. In addition to the experience, qualifications and skills for Directors listed under Proposal One, Director candidates will be evaluated according to the qualifications as set forth in the Board's Corporate Governance Principles, including the following desirable characteristics:

- High personal and professional ethics, integrity and values;
- Possession of a range of talents, skills and expertise to provide sound and prudent guidance with respect to the operations and interests of the Company;
- Expertise that is useful to the Company and complementary to the background and experience of other Board members;
- Ability to devote the time necessary for the diligent performance of the duties and responsibilities of Board membership;
- Commitment to serve on the Board over a period of several years to develop knowledge about the Company and its operations;
- Willingness to represent the long-term interests of all shareholders and objectively appraise management's performance; and
- Board diversity and other relevant factors as the Board may determine.

**Board Diversity.** While the Nominating and Corporate Governance Committee does not have a written policy regarding diversity in identifying director candidates, the Nominating and Corporate Governance Committee considers diversity in its search for the best candidates to serve on the Board of Directors. The Committee looks to incorporate diversity into the Board through a number of demographics, skills, experiences (including operational experience) and viewpoints, all with a view to identify candidates that can assist the Board with its decision-making. The Committee believes that the current composition of the Board of Directors reflects diversity based on a number of these factors.

**Shareholder Submission of Director Nominees.** The Nominating and Corporate Governance Committee will consider nominees recommended by shareholders for the 2019 annual meeting of shareholders, provided that the names of such nominees are submitted in writing, not later than February 23, 2019 to the Corporate Secretary of Domino's Pizza, Inc. at 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105. Each such submission must include a statement of the qualifications of the nominee, a consent signed by the nominee evidencing a willingness to serve as a Director, if elected, and a commitment by the nominee to meet personally with the Nominating and Corporate Governance Committee members.

Other than the submission requirements set forth above, there are no differences in the manner in which the Nominating and Corporate Governance Committee evaluates a nominee for Director recommended by a shareholder.

### Compensation Committee

The members of the Compensation Committee are Messrs. Balson (Chairperson), Ballard and Federico. The independence of each member of the Compensation Committee is determined annually by the Board of Directors in accordance with Section 303A.05 of the NYSE listed company rules. The Board of Directors has determined that each member of the Compensation Committee is independent.

The Compensation Committee met three times during 2017 and acted via unanimous written consent on three other occasions, to conduct its required business in accordance with the Compensation Committee Charter. The Compensation Committee Charter authorizes the Compensation Committee to delegate any of its responsibilities to one or more subcommittees. The Compensation Committee Charter, as approved by the Board, reflects the Compensation Committee's responsibilities, and the Compensation Committee reviews the charter at least once annually. The charter was last reviewed in July 2017 and can be found on the Company's corporate and investor website ("Investors—Corporate Governance" section on [biz.dominos.com](http://biz.dominos.com)).

The Compensation Committee's functions include examining the levels and methods of compensation employed by the Company with respect to the Chief Executive Officer and other executive officers, making recommendations with respect

## Corporate Governance Principles and Director Information (continued)



to other executive officer compensation, reviewing and approving the compensation package of the Chief Executive Officer, making recommendations to the Board with respect to Director compensation, making recommendations to the Board with respect to incentive compensation plans and equity-based plans, making plan administration and compensation decisions under equity compensation plans approved by the Board, and implementing and administering one or more incentive bonus plans, subject to shareholder approval, that will qualify as compensation paid thereunder as “performance-based compensation” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”).

### Audit Committee

During the 2017 fiscal year, the members of the Audit Committee were Ms. Cantor (Chairperson) and Messrs. Goldman and Trojan, until November 8, 2017 when Mr. Federico replaced Mr. Trojan upon Mr. Trojan’s resignation from the Board. The independence of each member of the Audit Committee is determined annually by the full Board of Directors in accordance with Section 303A.05 of the NYSE listed company rules, the Exchange Act and the Sarbanes-Oxley Act of 2002, as amended. The Board of Directors has determined that each member of the Audit Committee during 2017, as well as each of its current members, is independent. Additionally, the Board determined that each member of the Audit Committee during 2017 was financially literate as required by Section 303A.07(a) of the NYSE listed company rules, and that two of its members, Ms. Cantor and Mr. Trojan, were audit committee financial experts under Item 407(d)(5) of Regulation S-K.

The Audit Committee met five times during 2017. The Audit Committee Charter, as approved by the Board, reflects the Audit Committee’s responsibilities, and the Audit Committee reviews the charter at least once annually. The charter was last reviewed in July 2017 and can be found on the Company’s corporate and investor website (“Investors—Profile—Corporate Governance” section on [biz.dominos.com](http://biz.dominos.com)). The Audit Committee’s functions include: (i) providing assistance to the Board in fulfilling its oversight responsibility relating to the Company’s financial statements and the financial reporting process, compliance with legal and regulatory requirements, the qualifications and independence of the Company’s independent registered public accountants, the Company’s system of internal controls, the internal audit function and the Company’s code of ethical conduct, (ii) retaining and, if appropriate, terminating the independent registered public accountants and (iii) approving audit and non-audit services to be performed by the independent registered public accountants.

The Audit Committee has adopted a policy under which audit and non-audit services to be rendered by the Company’s independent public registered accountants are pre-approved. All services provided to the Company by its independent public registered accountants for fiscal years 2017 and 2016 were pre-approved by the Audit Committee. This policy can be found on the Company’s corporate and investor website (“Investors—Profile—Corporate Governance” section on [biz.dominos.com](http://biz.dominos.com)).

### Audit and Other Service Fees

The following table sets forth the aggregate fees for professional services. All such services were pre-approved by the Audit Committee and rendered by PricewaterhouseCoopers LLP for each of the last two fiscal years (dollars in thousands):

	2017	2016
Audit fees <sup>(1)</sup>	\$1,508	\$1,632
Audit-related fees <sup>(2)</sup>	188	104
All other fees <sup>(3)</sup>	2	2
Total	\$1,698	\$1,738

(1) Includes services rendered for the audit of the Company’s annual financial statements, review of financial statements included in the Company’s quarterly reports on Form 10-Q, the audits of certain subsidiaries and other audit services normally provided by PricewaterhouseCoopers LLP in connection with statutory and regulatory filings or engagements. The amounts also include services related to Sarbanes-Oxley Act compliance, the Company’s recapitalization transaction in 2017 and services related to the Company’s enterprise system upgrade in 2016.

(2) Includes fees for services related to the audit of the Domino’s advertising fund subsidiary and discussions concerning financial accounting and reporting matters.

(3) Annual license fee for technical accounting research software.

## Audit Committee Report



*The following Report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report.*

The Audit Committee is governed by a written charter which was adopted by the Company's Board of Directors and is reviewed annually by the Audit Committee. The Audit Committee is responsible for overseeing the quality and integrity of the Company's accounting, auditing, financial reporting and internal control practices. The Audit Committee is responsible for, in addition to other activities, the appointment, retention and compensation of the Company's independent registered public accountants. The Audit Committee has a policy with respect to the pre-approval of non-audit services.

Each member of the Audit Committee is independent as required under the NYSE listed company rules, including those rules applicable to audit committee members. The Board has determined that two of its independent members during 2017, Ms. Cantor and Mr. Trojan, were audit committee financial experts under Item 407(d)(5) of Regulation S-K. The Audit Committee met five times during 2017.

In performing its responsibilities, the Audit Committee, in addition to other activities: (i) reviewed and discussed the Company's audited financial statements with management, (ii) discussed with PricewaterhouseCoopers LLP, the Company's independent registered public accountants, the matters required to be discussed by Public Company Accounting Oversight Board ("PCAOB") AS 1301 (Communications With Audit Committees), as modified or supplemented, and (iii) received the letter from PricewaterhouseCoopers LLP required by the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence and discussed with PricewaterhouseCoopers LLP the firm's independence. Based on these reviews, discussions and activities, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for fiscal 2017 for filing with the Securities and Exchange Commission ("SEC").

The Audit Committee considered whether the provision of non-audit services by PricewaterhouseCoopers LLP was compatible with maintaining such firm's independence. After reviewing the services provided by PricewaterhouseCoopers LLP, including all non-audit services, the Audit Committee, in accordance with its charter, authorized the reappointment of PricewaterhouseCoopers LLP as the independent registered public accountants of the Company, with such reappointment to be ratified by the shareholders at the Annual Meeting.

Respectfully submitted,

**Audit Committee**  
Diana F. Cantor, Chairperson  
Richard L. Federico  
James A. Goldman

## Proposal Two: Ratification of Independent Registered Public Accountants



The Company's Audit Committee has selected PricewaterhouseCoopers LLP as the independent registered public accountants of the Company for the current fiscal year. Management expects that representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The affirmative vote of the holders of a majority of the votes cast at the meeting in person or by proxy is necessary to ratify the selection of the Company's independent registered public accountants for the current year. Under applicable law, listed company rules and the Company's By-Laws, abstentions are not counted as votes cast and will have no effect on the outcome of the vote. Unless otherwise indicated, the persons named in the Proxy will vote all Proxies in favor of ratification. If the selection of PricewaterhouseCoopers LLP is not ratified, the Audit Committee will reconsider the selection of independent registered public accountants.

Even if the selection of PricewaterhouseCoopers LLP is ratified by shareholders, the Audit Committee, in its discretion, could decide to terminate the engagement of PricewaterhouseCoopers LLP and to engage another firm if the Committee determines such action to be necessary or desirable. Conversely, if the selection of PricewaterhouseCoopers LLP is not ratified by shareholders, the Audit Committee, in its discretion, could still decide to engage PricewaterhouseCoopers LLP for the 2018 audit if the Company determines such action to be necessary or desirable.

**Our Board of Directors Unanimously Recommends a Vote FOR Ratification of the Selection of PricewaterhouseCoopers LLC as the Independent Registered Public Accountants of the Company for the 2018 Fiscal Year**



## Stock Ownership Information



### Security Ownership of Certain Beneficial Owners

The following table sets forth information (based upon filings with the SEC) with respect to the persons believed by the Company to own beneficially more than 5% of the outstanding common stock, par value \$0.01 per share, of the Company as of December 31, 2017:

Name and Address of Beneficial Owner	Common Stock, par value \$0.01 per share	
	Amount and Nature of Beneficial Ownership	Percentage of Class
BlackRock, Inc.(1) 55 East 52nd Street New York, New York 10055	5,343,303	12.5%
The Vanguard Group(2) 100 Vanguard Blvd. Malvern, Pennsylvania 19355	4,042,297	9.4%
Renaissance Technologies LLC(3) Renaissance Technologies Holdings Corporation 800 Third Avenue New York, NY 10022	3,286,400	7.7%

- (1) Based on a Schedule 13G/A filed by the shareholder on February 8, 2018, BlackRock, Inc. beneficially owns and has sole dispositive power with respect to 5,343,303 shares and has sole voting power with respect to 4,829,583 shares of common stock of the Company. Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of the Company. No one person's interest in the common stock of the Company is more than 5% of the total outstanding common stock.
- (2) Based on a Schedule 13G/A filed by the shareholder on February 9, 2018, The Vanguard Group is the beneficial owner of 4,024,297 shares of common stock of the Company, has sole voting power of 35,502 shares, shared voting power of 9,795, sole dispositive power of 3,998,465 shares and shared dispositive power of 43,832 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 21,075 shares of common stock of the Company as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 36,922 shares of common stock of the Company as a result of its serving as investment manager of Australian investment offerings.
- (3) Based on a Schedule 13G filed by the shareholder on February 14, 2018, Renaissance Technologies LLC ("RTC") and Renaissance Technologies Holdings Corporation ("RTHC"), because of RTHC's majority ownership of RTC, are each deemed to beneficially own and have sole dispositive power and sole voting power of 3,286,400 shares of common stock of the Company. Certain funds and accounts managed by RTC have the right to receive dividends and proceeds from the sale of such securities.

The foregoing information is based upon Schedule 13G reports or amendments filed with the SEC by the above beneficial owners in 2018, with respect to their holdings of the common stock of Domino's Pizza, Inc. as of December 31, 2017.

## Stock Ownership Information (continued)



### Security Ownership of Management

The following table sets forth, as of December 31, 2017, the end of the Company's last fiscal year, information with respect to the Company's common stock, par value \$0.01 per share, owned beneficially by each Director, by each nominee for election as a Director of the Company, by the named executive officers listed in the Summary Compensation Table starting on page 33 of this Proxy Statement and by all Directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
J. Patrick Doyle <sup>(1)</sup>	1,072,678	2.50%
Richard E. Allison, Jr. <sup>(2)</sup>	135,298	*
Russell J. Weiner <sup>(3)</sup>	142,698	*
Jeffrey D. Lawrence <sup>(4)</sup>	32,088	*
Kevin S. Morris <sup>(5)</sup>	3,232	*
David A. Brandon	9,658	*
C. Andrew Ballard	2,461	*
Andrew B. Balson <sup>(6)</sup>	92,423	*
Diana F. Cantor <sup>(7)</sup>	18,550	*
Richard L. Federico	6,900	*
James A. Goldman	7,845	*
All Directors and executive officers as a group (17 persons) <sup>(8)</sup>	1,703,454	3.97%

\* Less than 1%.

(1) Includes 1,022,857 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter.

(2) Includes 113,774 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter. Also includes 500 shares of common stock owned by Mr. Allison's children.

(3) Includes 124,392 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter.

(4) Includes 14,847 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter.

(5) Includes 1,082 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter.

(6) Includes 35,000 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter. Also includes 27,310 shares of common stock held in the Andrew B. Balson 2004 Irrevocable Family Trust, and 8,870 shares of common stock held in the Andrew B. Balson 2011 Irrevocable Family Trust.

(7) Includes 6,000 shares of common stock issuable upon exercise of options that were exercisable on December 31, 2017 or within 60 days thereafter.

(8) Includes an aggregate of 1,438,938 shares of common stock issuable upon exercise of outstanding options that were exercisable on December 31, 2017 or within 60 days thereafter.

The information with respect to beneficial ownership is based upon information furnished by each Director, nominee or executive officer, or information contained in filings made with the SEC.

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") requires the Company's Directors, certain executive officers and persons who own more than 10% of Domino's Pizza, Inc. common stock to file initial reports of ownership and reports of changes in ownership of Domino's Pizza, Inc. common stock with the SEC and the NYSE. The Company assists its Directors and certain executive officers in completing and filing those reports. Domino's is required to disclose in its proxy statement any failure to file these reports by the required due dates. The Company believes that all filing requirements applicable to its Directors, executive officers and shareholders who own more than 10% of Domino's Pizza, Inc. common stock were complied with during the last completed fiscal year.

### Compensation Committee Interlocks and Insider Participation

During fiscal 2017, Messrs. Balson (Chairperson), Ballard and Federico served on the Compensation Committee. During fiscal 2017, no member of the Compensation Committee was an officer or employee of ours, a former officer of ours or of our subsidiaries or had any relationships requiring disclosure by us under Item 407(e) of Regulation S-K. None of our executive officers served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of our Board or Compensation Committee during fiscal 2017.



## Executive Compensation



### Compensation Committee Report

We have reviewed and discussed the Compensation Discussion and Analysis with management. Based on these reviews and discussions, we recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in the Company's fiscal 2017 Annual Report on Form 10-K for filing with the SEC.

Respectfully submitted,

**Compensation Committee**  
Andrew B. Balson, Chairperson  
C. Andrew Ballard  
Richard L. Federico

# Compensation Discussion and Analysis



## Executive Summary

Domino's objective is to be the worldwide leader in the pizza industry and one of the top restaurant brands in the world. To accomplish this, the Compensation Committee believes that Domino's must recruit and retain qualified and high-performing executives to help attain the Company's business goals and objectives, and we have established short and long-term compensation programs that we believe support this mission.

The Compensation Discussion and Analysis describes the Company's executive compensation program, philosophy and objectives as they relate to our 2017 named executive officers listed below:

- **J. Patrick Doyle:** President and Chief Executive Officer ("CEO")
- **Richard E. Allison, Jr.:** President-Domino's International
- **Russell J. Weiner:** President-Domino's USA
- **Jeffrey D. Lawrence:** Executive Vice President and Chief Financial Officer ("Chief Financial Officer")
- **Kevin S. Morris:** Executive Vice President and General Counsel ("General Counsel")

**Fiscal 2017 Business Performance.** The Company completed another profitable year in fiscal 2017. The following table illustrates the Company's growth in fiscal 2017 in terms of revenues, segment income (as defined and disclosed in Note 11 to the Company's consolidated financial statements for the fiscal year ended December 31, 2017 included in the Annual Report on Form 10-K filed with the SEC on February 20, 2018), income from operations and stock price relative to fiscal 2016 and fiscal 2015.

(Dollars in millions, except stock price)	2017	2016	2015	Change from 2015 to 2017 (%)
Revenues	\$2,788.0	\$2,472.6	\$2,216.5	25.8%
Segment Income	\$ 583.8	\$ 511.6	\$ 456.7	27.8%
Income from Operations	\$ 521.2	\$ 454.0	\$ 405.4	28.6%
Stock Price (Fiscal Year End)	\$ 188.96	\$ 159.24	\$ 111.25	98.0%(1)

(1) Percent increase is calculated from the Company's closing stock price on the first trading day of the 2015 fiscal year (\$95.44) in order to capture the three-year change.

The Company's performance during fiscal 2017, and for the three-year period ending with fiscal 2017, demonstrated significantly improved financial results and a corresponding strong growth in the Company's stock price.

**2017 Key Performance and Compensation Highlights.** Key events with respect to the Company's 2017 executive compensation program are as follows:

- Base salaries of the named executive officers who received an adjustment in fiscal 2017 increased, on average, 6.6% compared with fiscal 2016 salaries;
- 2017 corporate performance in relation to the Domino's Pizza Senior Executive Annual Incentive Plan ("AIP") (based on adjusted net segment income) was achieved at 102.2% of target, resulting in a payout of AIP awards at 121.89% of target; and
- Amounts earned under the incentive plans for performance periods ending during 2017 were above target, reflecting industry-leading financial results.

### Changes to be effective in 2018:

- Mr. Doyle will resign from his position as President and CEO and as a Director of the Board, effective June 30, 2018, and Mr. Allison will become CEO;
- A newly-created position of Chief Operating Officer and President of the Americas will be added to the leadership structure, effective July 1, 2018, and will be filled by Mr. Weiner; and
- Tax gross-ups for personal usage of the corporate aircraft by the Company's executives will be eliminated during fiscal 2018.

## Compensation Discussion and Analysis (continued)



### Compensation Program Overview

The Compensation Committee is responsible for determining the compensation of our executive officers and administering the cash incentive and equity-based plans in which our executive officers, Directors and other employees participate. The goal of the Company's executive compensation program is to attract, motivate and retain talented individuals to help us attain our business goals and objectives. We are committed to achieving long-term, sustainable growth and increasing shareholder value. Our compensation programs for our named executive officers are designed to be aligned with and to enhance these commitments, as well as to encourage strong financial performance on both an annual and long-term basis.

The Compensation Committee uses total direct compensation as the primary measure of compensation for our named executive officers. The principal elements of total direct compensation for the CEO and our other named executive officers are: (i) annual base salary, (ii) annual performance incentives under the AIP, and (iii) long-term incentive compensation consisting of stock options and performance shares granted under the Company's 2004 Equity Incentive Plan, as amended ("EIP").



The Compensation Committee places a significant focus on performance-based compensation, which is provided in the form of annual performance incentives under the AIP and stock options and performance shares under the EIP. For fiscal 2017, approximately 67% of the target total direct compensation for Messrs. Allison, Weiner and Lawrence was attributable to performance-based compensation, and approximately 60% of the target total direct compensation for Mr. Morris was attributable to performance-based compensation.

For our CEO, the Compensation Committee places even more emphasis on the performance-based components of total direct compensation. Accordingly, approximately 85% of Mr. Doyle's target total direct compensation for fiscal 2017 was attributable to performance-based compensation. Our strong focus on performance-based compensation rewards strong Company financial performance and aligns the interests of our named executive officers with those of our shareholders.

Other aspects of the Company's executive compensation program are intended to further align the interests of our named executive officers with those of our shareholders and to promote good corporate governance. These include:

- Meaningful stock ownership guidelines for executives;
- No tax gross-ups on change in control-related payments;
- A cap on maximum annual performance incentives;
- No special or supplemental pension or death benefits for our named executive officers;
- A clawback policy covering performance-based compensation for certain executive officers; and
- Anti-pledging and anti-hedging provisions contained in our Insider Trading Policy.

### Compensation Philosophy and Process

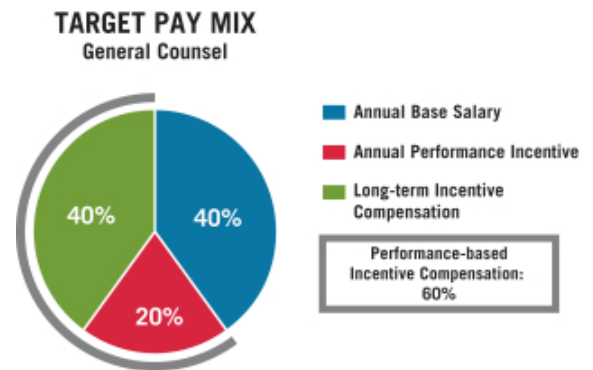
**Compensation Committee Philosophy.** The Compensation Committee determines the total direct compensation levels, the components thereof and relative weightings for our named executive officers. The Compensation Committee generally targets the 50th percentile of the applicable benchmark (i.e., peer group and broader quick service restaurant and hospitality industry surveys, as described below) when setting target total direct compensation levels for our CEO and other named executive officers, but also takes into account other factors as described below. Executive-specific considerations, actual performance related to the incentive plan measures used and stock price performance can result in our named executive officers' actual total direct compensation being above or below the 50th percentile in any given year. Our use of peer groups and other data in making compensation decisions is described below.

## Compensation Discussion and Analysis (continued)



**Compensation Setting Process.** In order to evaluate and maintain the effectiveness of the Company's current executive compensation program, the Compensation Committee annually reviews the reasonableness of executive compensation levels using independent professional compensation consultants, currently Willis Towers Watson ("WTW"), as well as public information about comparable companies within the Company's industry, and evaluates such levels in light of individual performance as well as the Company's growth and profitability. In making compensation decisions, the Compensation Committee reviews the nature and scope of each named executive officer's responsibilities, as well as his effectiveness in supporting the Company's long-term goals. The Compensation Committee attempts to set salary, annual performance incentives, long-term incentive compensation and other compensation and benefits at levels that will attract, motivate, and retain superior executive talent in a highly competitive environment.

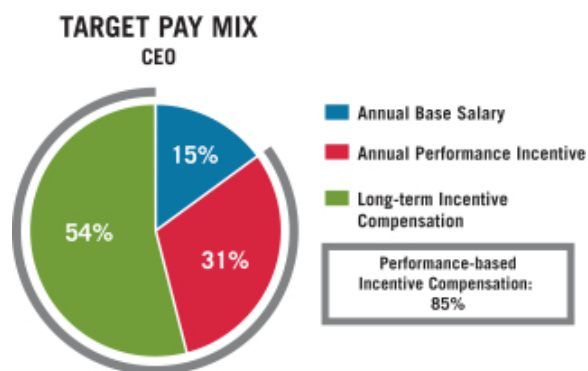
In 2017, the Compensation Committee conducted a review of the total direct compensation of our named executive officers using data provided by WTW. The Compensation Committee generally targets the total direct compensation mix of our President-Domino's International, President-Domino's USA and Chief Financial Officer to be allocated equally among annual base salary (33%), annual performance incentive (33%) and long-term incentive compensation (34%), based on the grant date value of long-term incentive compensation and assuming target performance for annual performance incentives and long-term incentive compensation. For our General Counsel, this target mix is as follows: annual base salary (40%), annual performance incentive (20%) and long-term incentive compensation (40%), based on the grant date value of long-term incentive compensation and assuming target performance for annual performance incentives and long-term incentive compensation.



## Compensation Discussion and Analysis (continued)



As noted previously, for our CEO, the Compensation Committee places more emphasis on the performance-based components of total direct compensation. His target mix for fiscal 2017 was allocated as follows: annual base salary (15%), annual performance incentive (31%) and long-term incentive compensation (54%), based on the grant date value of long-term incentive compensation and assuming target performance for annual performance incentives and long-term incentive compensation. The Compensation Committee believes that for our CEO, the proportion of performance-based compensation as a component of total direct compensation should be greater than that of annual base salary because performance-based compensation better serves to align our CEO's interest with the interests of the Company's shareholders.



For any given year, the annual base salary, annual performance incentives and long-term incentive compensation actually earned by or paid to our named executive officers may differ from the percentage allocations described above due to actual performance relative to the applicable incentive plan performance measures and stock price performance. For fiscal 2017, the amount of annual performance incentives reported in the Summary Compensation Table as earned by our named executive officers is greater than the respective stated target percentage due to achievement by the Company of applicable incentive plan performance measures at above-target levels.

**Consideration of Say-On-Pay Vote and Shareholder Feedback.** In evaluating the Company's executive compensation program, the Compensation Committee also considered the results of the advisory vote on the say-on-pay proposal presented at the Company's 2017 annual meeting of shareholders. At the 2017 annual meeting, over 90% of shares voted were in support of the compensation provided to our named executive officers. In light of our shareholders' continued support and the success of the executive compensation program, the Compensation Committee made minimal changes to the program during 2017 in response to the say-on-pay vote. The Compensation Committee concluded that the Company continues to provide a competitive pay-for-performance package that effectively incentivizes and retains executives.



In addition to considering the results of the 2017 say-on-pay vote as described above, the Company regularly engages in discussions with certain key shareholders to solicit their feedback regarding our executive compensation program. The Company and the Compensation Committee identified that tax gross-ups on personal usage of the corporate aircraft was an area of concern for certain shareholders and, therefore, opted to eliminate this tax gross-up during fiscal 2018.

## Compensation Discussion and Analysis (continued)



**Role of the Compensation Consultant.** The Compensation Committee has the authority under its charter to engage the services of outside advisors, experts and others to assist the Compensation Committee and also to discontinue such services. In accordance with this authority, the Compensation Committee engaged WTW as an independent compensation consultant to advise the Compensation Committee on matters related to executive compensation in fiscal 2017 and in previous years. The Company has assessed the independence of WTW pursuant to Item 407(e)(3)(iv) of Regulation S-K and concluded that no conflict of interest exists that would prevent WTW from independently advising the Compensation Committee. In 2017, WTW did not attend any Compensation Committee meetings. However, WTW prepared an executive compensation governance update that was provided to the Compensation Committee in advance of its July 2017 meeting, and an analysis of competitive executive pay practices that was provided to the Compensation Committee in advance of its December 2017 meeting. The Compensation Committee also used WTW data in evaluating and determining our named executive officers' total direct compensation, and the components thereof and relative weightings, as described below. The Compensation Committee has used, and intends to continue to use, WTW in 2018.

**Benchmarking and Peer Group.** The Compensation Committee evaluates executive compensation by measuring the target total direct compensation of our named executive officers against benchmarks consisting of the Company's peer group and of other comparable companies. It conducts an annual review of executive compensation by analyzing several peer group and market surveys, including peer group and market executive compensation studies prepared by WTW for the applicable time periods (the "WTW Studies") which reflect relevant general industry and quick service restaurant and hospitality industry compensation levels. The Compensation Committee generally uses a composite of these peer group and market surveys to determine market compensation levels, determine the compensation levels for our named executive officers and to determine the named executive officers' target levels of total direct compensation and components thereof taking into account individual compensation recommendations and individual performance, responsibilities, leadership and years of experience, as described below.

For 2017, the Compensation Committee considered the industry survey data in the WTW Studies and targeted the annual base salary for the CEO to be at the market median. The Compensation Committee targeted the CEO's total direct compensation for 2017 above market median, at approximately 114%, due to industry differences and the financial performance and other characteristics of the relevant companies as compared with the Company, as described in further detail under "Compensation for Chief Executive Officer" below.

The Compensation Committee targets the annual base salary and total direct compensation for the other named executive officers, on average, to be within a competitive range around the market median. For 2017, the base salaries of the named executive officers other than the CEO (and Mr. Morris, who was not employed by the Company at the time market base salary data was analyzed) ranged from 84% to 103% of the median base salary from the industry compensation survey data and target total direct compensation ranged from 79% to 95% of such market median.

The Compensation Committee reviews the composition of its peer group annually in July for use in executive compensation decisions for the following year. For 2017, there were no changes made to the peer group from the prior year.

### 2017 Peer Group

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Bloomin' Brands, Inc.	Jack in the Box Inc.
Brinker International, Inc.	Marriott International, Inc.
Buffalo Wild Wings, Inc.	Panera Bread Co.
Chipotle Mexican Grill, Inc.	Papa John's International Inc.
Cracker Barrel Old Country Store, Inc.	Restaurant Brands International, Inc.
Darden Restaurants, Inc.	The Cheesecake Factory Incorporated
Dunkin' Brands Group, Inc.	The Wendy's Company
Hyatt Hotels Corporation	

The following criteria were considered in determining the members of the Company's 2017 peer group: publicly-traded, retail or hospitality industry companies, revenues generally between 0.25 times and 3.0 times that of the Company, and a similar business model, complexity of business and recruiting pool for executives.

## Compensation Discussion and Analysis (continued)



**Role of Executive Officers in Establishing Compensation.** The Company's executive officers have a limited role in the executive compensation process. The CEO, the Company's Chief People Officer and the Chairperson of the Compensation Committee annually review the performance of each named executive officer (other than the CEO) and the Company's other executive officers to formulate compensation recommendations for the Compensation Committee. In addition, the Chairman of the Board and the Chairperson of the Compensation Committee review the performance of the CEO to formulate recommendations relating to the CEO's compensation. The scope of these reviews is to evaluate performance for a given year and make compensation recommendations for that year and the subsequent year. The Chairperson of the Compensation Committee typically engages in discussions with WTW prior to making such recommendations to the full Compensation Committee. The conclusions reached and recommendations based on these reviews, including with respect to base salary adjustments and annual incentive awards under the AIP and EIP, are then presented to the Compensation Committee for approval in December of each year. The Compensation Committee may exercise its discretion to modify any recommended base salary adjustments or annual performance incentive or long-term incentive compensation awards to executives. The Compensation Committee ultimately makes all compensation decisions for our named executive officers, which are then ratified by our Board of Directors.

**Use of Tally Sheets.** For 2017, the Compensation Committee, with the assistance of management of the Company, created tally sheets to facilitate the Compensation Committee's review of the total direct compensation of our named executive officers. In preparation for making decisions on increases in base salary, target annual performance incentive awards and target long-term incentive compensation (equity) award grants, the Compensation Committee reviewed the tally sheets for our named executive officers. The tally sheets contained annual cash compensation (base salary and annual performance incentives), other compensation, stock option exercises, equity award vesting events and annual equity award grants under the EIP, and also includes Accounting Standards Codification 718, *Compensation—Stock Compensation* ("ASC 718") fair market values for the grants, potential severance payments, and equity award holdings with the total in-the-money value of such equity awards at the end of the preceding fiscal year.

**Equity Award Processes.** Equity awards are generally granted at the regularly scheduled meetings of the Compensation Committee in February and July of each year. The specific date of these meetings is set by the Board of Directors, along with other Board and committee meetings, generally one to three years in advance. On occasion, in connection with new hires, promotions or certain corporate events, equity awards have been granted at other times throughout the year. The Compensation Committee does not have any plans, practices or policies of timing these equity award grants in coordination with the release of material non-public information and the Company does not have any plans, practices or policies of timing the release of material non-public information with the timing of equity awards. The exercise price of stock options is set at the closing price of Domino's Pizza, Inc. common stock on the NYSE on the date of the grant.

### Components of Total Direct Compensation

**Annual Base Salary.** The Compensation Committee annually reviews and approves the annual base salaries of our named executive officers and any adjustments thereto. In making decisions about adjustments to annual base salaries, the Compensation Committee considers various factors such as:

- Industry compensation survey data found in the WTW Studies;
- Peer group compensation information found in the WTW Studies;
- The executive's employment agreement with the Company;
- The executive's individual performance, responsibilities, leadership and years of experience; and
- The performance of the Company.

## Compensation Discussion and Analysis (continued)



The 2017 annual base salaries for our named executive officers, including any year-over-year change, were as follows:

Executive	2016 Base Salary	2017 Base Salary	Overall % Change (Year-Over-Year)
J. Patrick Doyle	\$1,025,000	\$1,025,000	0.0%
Richard E. Allison, Jr.	\$ 580,000	\$ 610,000	5.2%
Russell J. Weiner	\$ 580,000	\$ 610,000	5.2%
Jeffrey D. Lawrence	\$ 420,000	\$ 460,000	9.5%
Kevin S. Morris	N/A(1)	\$ 435,000	N/A

(1) Mr. Morris' employment with the Company began January 3, 2017. In connection with his commencement of employment, Mr. Morris' annual base salary was determined by the Compensation Committee based on the factors described above.

**Annual Performance Incentives.** The following section describes the annual performance incentive for fiscal 2017 for each of our named executive officers under the AIP. For 2017, the annual performance incentive targets for the CEO and named executive officers were as follows:

Executive	2017 Annual Performance Incentive Target (% of annual base salary)
J. Patrick Doyle	200%
Richard E. Allison, Jr.	100%
Russell J. Weiner	100%
Jeffrey D. Lawrence	100%
Kevin S. Morris	50%

The Compensation Committee establishes the performance measures and targets and approves annual performance incentive payouts for the named executive officers based on the extent to which the pre-established performance targets associated with such incentives have been achieved. The Compensation Committee made annual performance incentive awards under the AIP to each of the named executive officers for fiscal 2017.

The Compensation Committee, Board of Directors and shareholders last approved the AIP in 2015. The AIP allows the Compensation Committee flexibility in establishing the participants, performance measures, performance periods and performance targets, including minimum and maximum annual payment thresholds. For fiscal 2017, greater than 90% of the applicable performance target was required to be achieved in order for AIP participants to be eligible to receive an annual performance incentive payout and the maximum annual payout under the AIP was the lesser of (i) 250% of an individual's annual performance incentive target, and (ii) \$5,000,000 per participant, the maximum annual payment threshold. In February 2017, the Compensation Committee established the annual performance measure, list of participants and target incentive amounts under the AIP for senior executives of the Company for the 2017 fiscal year. For 2017, all of the named executive officers were participants under the AIP.

For annual performance incentives granted with respect to fiscal 2017, the performance measure, as applied to all of the named executive officers, was segment income as defined by the Company under Accounting Standards Codification 280, *Segment Reporting* ("ASC 280"), with certain adjustments (referred to as "adjusted net segment income"), measured over the full 2017 fiscal year. The Compensation Committee believes that the use of adjusted net segment income is appropriate because it is a reliable barometer for the overall success of the Company and it is a primary measure used by management to internally evaluate operating performance, to determine future performance targets and for long-range planning for the Company.

For fiscal 2017, a named executive officer was not entitled to an annual performance incentive payout under the AIP unless performance exceeded 90% of the performance target (the "performance threshold"), in which case the executive officer would receive 1% of his annual performance incentive target for every incremental 0.1% in excess of the performance threshold achieved by the Company, up to the maximum annual payment amount described above.



## Compensation Discussion and Analysis (continued)



For illustrative purposes, assume a named executive officer had an annual base salary of \$100,000 and was eligible for an annual performance incentive target of 100% of his annual base salary. Further assume that the Company had an annual performance target of \$10,000,000. The Compensation Committee determined the following:

- If the annual performance result was \$10,100,000, or 101.0% achievement of the annual performance target, the Company would pay the named executive officer 110% of his annual performance incentive target, or \$110,000. In other words, for 1% outperformance versus target, an additional 10% of target would be awarded.
- Conversely, assume the annual performance result was \$9,500,000, or 95% achievement of the annual performance target. In this situation, the Company would pay the named executive officer 50% (1% for every 0.1% over the performance threshold) of his annual performance incentive target, or \$50,000.
- Finally, assume the annual performance result was \$9,000,000, or 90% achievement of the annual performance target. Given the performance threshold, the Company would pay the named executive officer 0% of his annual performance incentive target in this situation.

For the named executive officers, the annual performance target for fiscal 2017 was \$564.0 million in adjusted net segment income. This annual performance target was set to be aggressive, yet realistic in order to sufficiently motivate executive performance. As shown below, the Compensation Committee has raised the annual performance target by 9.5% or more from the previous year's target in each of the last eight fiscal years. In 2017, the annual performance target was raised 17.0% from the 2016 annual performance target and 10.3% from the actual results in 2016. These significant increases thereby require superior performance from the Company in a highly-competitive market to achieve the annual performance target.

Fiscal Year	Performance Target Percentage Increase From Prior Year Performance Target	Performance Target Percentage Increase From Prior Year Actual Results	Performance Incentive Payout
2006	11.7%	8.2%	69.0%
2007	5.0%	8.8%	0.0%
2008	-5.9%	6.5%	0.0%
2009*	-20.0%	-7.3%	100.0%
2010	15.7%	1.1%	183.4%
2011	18.6%	5.5%	135.8%
2012	11.8%	6.1%	123.2%
2013	10.2%	6.5%	132.6%
2014	11.6%	6.4%	121.9%
2015*	14.3%	10.7%	136.9%
2016	9.5%	3.8%	160.6%
2017	17.0%	10.3%	121.89%

\* 53-week fiscal year

As noted above, the Compensation Committee sets the annual performance targets at levels that it believes are aggressive, but achievable. As shown in the chart above, in certain years, the AIP had zero payout or was paid out at less than target. Further, the AIP has never paid out at its maximum level in any year.

The Company's current eight-year trend of higher than 100% achievement of annual performance targets has corresponded with the significant growth of the Domino's business over that time. This growth has been driven by many factors, including the reformulation and launch of our hand-tossed pizza in 2009, an increased focus on technology platforms, creative advertising that highlights our growing brand and product offerings, the introduction of a reimaged carryout-friendly store design and franchisee performance.

The Company's domestic sales performance continues to be top of the QSR industry with an eight-year domestic same store sales average increase of nearly 7.5%. Beginning in 2010, the Company's domestic year-over-year same store sales increases were 9.9% in 2010, 3.5% in 2011, 3.1% in 2012, 5.4% in 2013, 7.5% in 2014, 12.0% in 2015, 10.5% in 2016 and 7.7% in 2017. The Company's international same store sales increased by 6.9% in 2010, 6.8% in 2011, 5.2% in 2012, 6.2% in 2013, 6.9% in 2014, 7.8% in 2015, 6.3% in 2016 and 3.4% in 2017. (For a description of how the Company calculates same store sales, a commonly-used statistical measure in the quick-service industry that the

## Compensation Discussion and Analysis (continued)



Company believes is important to understanding its financial performance, see our Annual Report on Form 10-K filed with the SEC on February 20, 2018.) Additionally, the Company's global retail sales have increased by 11.0% in 2011, 6.5% in 2012, 8.2% in 2013, 11.1% in 2014, 8.4% in 2015, 12.5% in 2016 and 12.7% in 2017 and the Company's common stock price has increased 3,912% from January 1, 2009 through December 31, 2017.

These business results have outpaced a very competitive industry and have resulted in overachievement in relation to the annual performance incentive targets during this same time period. In addition, because the annual performance targets set by the Compensation Committee were based on the Company's performance as a whole, the likelihood of each named executive officer achieving his annual performance incentive targets were equal.

The specific performance targets established by the Compensation Committee are based on the business plans of the Company and take into account a variety of factors including certain plans, programs, commodity pricing and discounts (including long-term supply contracts), product pricing and discounts, volume and sales predictions, marketing plans and expenses, domestic and international store count projections, product initiatives, technological initiatives, macroeconomic conditions and other meaningful information.

The amount of the annual performance incentive payouts for 2017 exceeded the target annual performance incentive payout because actual performance was 102.189% of the annual performance target. Accordingly, pursuant to the terms of the AIP (as described above), based on this level of performance, 121.89% of the target incentive payout was earned by our named executive officers for fiscal 2017.

Executive	2017 Target Annual Performance Incentive		Company Performance % Achievement	2017 Actual Payout	
	% of Salary	Dollar Value		% of Target	Dollar Value
J. Patrick Doyle	200%	\$ 2,050,000	102.189%	121.89%	\$ 2,498,745
Richard E. Allison, Jr.	100%	\$ 610,000	102.189%	121.89%	\$ 743,529
Russell J. Weiner	100%	\$ 610,000	102.189%	121.89%	\$ 743,529
Jeffrey D. Lawrence	100%	\$ 460,000	102.189%	121.89%	\$ 560,694
Kevin S. Morris	50%	\$ 217,500	102.189%	121.89%	\$ 264,382(1)

(1) Pro-rated based on January 3, 2017 start date.

**Long-term Incentive Compensation.** The Compensation Committee believes that an equity component of executive compensation serves to align our named executive officers' interests with the interests of our shareholders and creates value for those shareholders. To that end, the Company maintains the EIP, a long-term equity-based incentive compensation program.

In 2017, our Board of Directors approved the following awards under the EIP to our named executive officers after considering the Company's equity grant guidelines and the WTW Studies:

Executive	Stock Options Granted (#)	Stock Option Grant Value (\$)	Performance Shares Granted (#)(4)	Performance Share Grant Value (\$)
J. Patrick Doyle	45,200	\$ 2,152,876(1)	7,720	\$ 1,435,457(5)
Richard E. Allison, Jr.	7,330	\$ 375,443(2)	1,770	\$ 376,160(6)
Russell J. Weiner	7,330	\$ 375,443(2)	1,770	\$ 376,160(6)
Jeffrey D. Lawrence	4,890	\$ 250,466(2)	1,180	\$ 250,774(6)
Kevin S. Morris	8,580	\$ 393,072(3)	2,140	\$ 394,675(7)

(1) Based on a Black-Scholes value on February 15, 2017 of \$47.63 per share.

(2) Based on a Black-Scholes value on July 19, 2017 of \$51.22 per share.

(3) Represents (i) 4,330 stock options with a Black-Scholes value on January 3, 2017 of \$40.505 per share, plus (ii) 4,250 stock options with a Black-Scholes value on July 19, 2017 of \$51.22 per share.

(4) Assumes target performance levels are achieved.

(5) Based on our closing stock price on February 15, 2017 of \$185.94 per share.

(6) Based on our closing stock price on July 19, 2017 of \$212.52 per share.

(7) Represents (i) 1,110 shares based on our closing stock price on January 3, 2017 of \$158.36 per share, plus (ii) 1,030 shares based on our closing stock price on July 19, 2017 of \$212.52 per share.

## Compensation Discussion and Analysis (continued)



*Performance Shares.* In 2017, the Compensation Committee continued its use of performance shares as a vehicle for long-term incentive compensation. The Compensation Committee believes that performance shares align with peer group equity compensation practices and are an important component of its diversified equity compensation strategy. Recipients of performance shares do not receive a benefit from the award unless the Company achieves the applicable performance goals. The actual value of the shares that are earned, if any, will depend on our stock price at the time the performance shares vest. The Compensation Committee believes that participation in the Company's long-term incentive compensation program accomplishes the objective of linking each named executive officer's opportunity for financial gain to Company performance and increases in shareholder value, as reflected by the market price of the Company's common stock.

Performance share awards are full value awards that consist of restricted shares of Domino's Pizza, Inc. common stock that are subject to both time-based and performance-based vesting conditions. The awards vest over four years in four separate vesting tranches, generally subject to continued employment, and each vesting tranche is subject to a one-year performance-based vesting condition that is established annually by the Compensation Committee. Outstanding, unvested performance shares are also eligible to receive dividends. Dividends accrue on such unvested performance shares and are delivered if and when the performance shares to which they relate vest. For performance shares granted in 2017 (as well as prior years), the measurement of performance established by the Compensation Committee was segment income as defined by the Company under ASC 280, with certain adjustments (the same "adjusted net segment income" used by the Company for annual performance incentives, as described above). Adjusted net segment income was used as the performance measure for performance shares because it is the primary measure used by management to internally evaluate operating performance, to determine future performance targets and for long-range planning for the Company and the Compensation Committee believes it is the most reliable barometer for the overall success of the Company.

For performance share grants awarded in fiscal 2015 and earlier, the performance shares vest only if the Company achieves at least 85% of the annual performance target (with no additional performance shares earned for performance above 85% of the annual performance target). Beginning with performance share grants awarded in fiscal 2016, performance shares vest only if 90% or more of the annual performance target is achieved (with no additional performance shares earned for performance above 90% of the annual performance target). If the achievement is less than 85% of the performance target for grants awarded in fiscal 2015 or earlier, or less than 90% for grants awarded in fiscal 2016 or later, each vesting tranche for that fiscal year is canceled and forfeited for no consideration. The performance share awards do not contain a provision for partial vesting. All unvested performance shares are canceled upon termination of employment, except as described below. The performance target with respect to the 2017 fiscal year was utilized for all performance shares previously granted with a 2017 vesting tranche; such performance target was achieved and all performance shares subject to a 2017 vesting tranche vested in full.

*Stock Options.* In 2017, the Compensation Committee continued its use of stock options as an additional vehicle for long-term incentive compensation. Recipients of stock option grants do not receive a benefit from stock options unless and until the market price of the Company's common stock increases above the exercise price and the recipient exercises such stock options.

Stock options awarded under the EIP have a maximum term of ten years and vest ratably over four years, generally subject to continued employment. Vested options are exercisable for a limited period of time after termination of employment. All options awarded under the EIP are granted with an exercise price equal to the closing price of Domino's Pizza, Inc. common stock on the grant date of the award.

*Accelerated Vesting.* In the event that an executive's employment is terminated (i) involuntarily by the Company without cause, or (ii) due to the executive's disability prior to the date any vesting tranche of the performance shares become vested based on continued employment but after the Compensation Committee has certified that the performance vesting conditions with respect to such vesting tranche have been satisfied, the performance shares subject to such vesting tranche will vest in full. All unvested stock options fully vest upon an executive's death. In the event of a qualified retirement, the time vesting condition applicable to all unvested performance shares will lapse and such performance shares will remain eligible to vest based on performance and all unvested stock options will vest in full. For this purpose,

## Compensation Discussion and Analysis (continued)



a qualified retirement means any termination of employment (other than for cause) after ten years of continuous service and attaining age 55. As of December 31, 2017, no named executive officers had satisfied the qualified retirement requirements. In the event of a covered transaction (generally defined in the EIP as a merger or consolidation in which the Company is not the surviving entity, a disposition of substantially all of the Company's common stock or assets, or a dissolution or liquidation of the Company) all unvested performance shares and stock options vest in full.

*Additional Information Regarding the EIP.* Under the EIP, the Compensation Committee may award incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, unrestricted stock, stock deliverable on a deferred basis, performance share awards, and cash payments. The EIP also limits the maximum number of shares for which awards may be granted to any participant in any year to 1,000,000 shares per participant. The limit on shares available under the EIP, the individual limits, and other award terms are subject to adjustment to reflect stock splits or stock dividends, combinations, and certain other events. The EIP also includes provisions concerning the treatment of awards upon the termination of service of an individual employee, and in the case of a change in control of the Company, merger or similar corporate transaction by the Company. Grants of awards to our CEO and other named executive officers are presented to the Board of Directors by the Compensation Committee and are ratified by our Board of Directors.

### Other Elements of Compensation

**Employee Stock Payroll Deduction Plan.** The Company maintains the Employee Stock Payroll Deduction Plan (the "ESPDP"), adopted in July 2004, to provide employees, including our named executive officers, with an opportunity to purchase shares of the Company's common stock through payroll deductions at a 15% discount from the market price. The ESPDP is a qualified plan under Section 423 of the Internal Revenue Code. Shares of the Company's common stock purchased under the ESPDP have a one-year holding period requirement before employees can sell the shares. The Compensation Committee believes the ESPDP is an attractive benefit that assists the Company in retaining key employees, securing new qualified employees and providing incentives for employees to work towards achieving the Company's key objectives because it gives employees access to the Company's equity at a discounted price.

**Pension and Post-Retirement Benefits.** The Company does not maintain a defined benefit pension plan or retiree medical coverage for the named executive officers.

**Deferred Compensation.** The Company maintains the Domino's Pizza Deferred Compensation Plan (the "DCP"), a nonqualified elective deferred compensation plan, under which our named executive officers, a select group of management or highly-compensated employees and our Directors are permitted to defer their own compensation. Deferred amounts under the DCP are notionally invested in mutual funds or other investments available under the DCP. The Company does not provide an employer match for amounts deferred in the DCP or otherwise make employer contributions to the DCP. The DCP is described more fully under "Non-Qualified Deferred Compensation" below.

**Perquisites.** The Company makes a limited number of perquisites available to our named executive officers. The Company covers expenses for each participating named executive officer for the completion of an annual comprehensive physical for the executive and his spouse. The Company also reimburses each named executive officer for their personal purchases of Domino's food items. Mr. Doyle is also entitled to a certain number of hours of personal use of the Company's aircraft, as described below. Detailed information regarding perquisites provided to the named executive officers is set forth in the Summary Compensation Table in this Proxy Statement.

**Other Benefits.** The Company also maintains a benefits program comprised of retirement income and group insurance plans. The objective of the program is to provide our named executive officers and certain other full-time employees with reasonable and competitive levels of benefits for the four contingencies (retirement, death, disability and illness), which will interrupt the eligible employee's employment and/or income received as an active employee. The retirement program consists of two savings plans: (i) a non-qualified deferred compensation plan (the DCP referenced above), and (ii) a tax-qualified 401(k) savings plan (the Domino's Pizza 401(k) Savings Plan). The 401(k) savings plan is open to all employees age 21 or older who have also worked at least 1,000 hours for the Company. Effective January 1, 2018, the age requirement was lowered to age 18 or older. The Company provides a match on employee 401(k) contributions equal to 100% on the first 3% of eligible compensation contributed by employees into their 401(k) accounts and 50% of the next 2% of eligible employee 401(k) contributions.

## Compensation Discussion and Analysis (continued)



The Company's group insurance program consists of life, disability and health insurance benefit plans that are offered to all full-time employees. Additionally, umbrella insurance premiums are paid by the Company for participating named executive officers, and the amounts paid are recorded as compensation (and included in the Summary Compensation Table) for such named executive officers. This umbrella insurance provides high limits of liability to protect the named executive officer against a catastrophic liability loss and stacks on top of the executive's homeowners, personal auto, watercraft, and any other underlying liability policies. Umbrella insurance covers bodily injury, property damage, and personal injury, which includes offenses such as libel, slander, false arrest, invasion of privacy, and others.

### Compensation for Chief Executive Officer

Mr. Doyle's annual base salary of \$1,025,000, effective since March 1, 2016, was unchanged by the Compensation Committee for the 2017 fiscal year. Mr. Doyle entered into an employment agreement in March 2015 that grants him an annual allotment of 45 hours of personal use of the Company's corporate aircraft during the term of the agreement at no charge to him to address bona fide business-oriented security concerns. For any personal use over the allotted 45 hours per year, the Company has a time-sharing agreement with Mr. Doyle that requires him to reimburse the Company for such personal use of the Company's corporate aircraft pursuant to a statutory formula. The employment agreement also provides that Mr. Doyle will be eligible for an annual performance incentive that is targeted at 200% of his annual base salary, the actual amount of which is based on the Company's achievement of applicable performance targets under the AIP.

In December 2016, WTW provided an executive officer compensation study (the "2016 Study") to the Compensation Committee that reflected relevant quick service restaurant and hospitality industry compensation levels, as described in more detail under "Benchmarking and Peer Group" above. Among other factors, the Compensation Committee considered the results of the 2016 Study when it made decisions relative to Mr. Doyle's compensation for fiscal 2017. For fiscal 2017, the Compensation Committee elected to (i) keep Mr. Doyle's annual base salary at \$1,025,000 per year (approximately the 2016 Study market median of \$1,030,000), (ii) keep his target performance incentive at 200% of his annual base salary, and (iii) increase his target long-term incentive compensation to 350% of his annual base salary for fiscal 2017.

In December 2017, WTW provided an executive officer compensation study (the "2017 Study") to the Compensation Committee using a consistent methodology as the 2016 Study, to be considered when making decisions relative to Mr. Doyle's compensation for fiscal 2018. For fiscal 2018, the Compensation Committee elected to keep Mr. Doyle's annual base salary and target performance incentive at the same level as fiscal 2017, as discussed above. Given the announcement of Mr. Doyle's resignation from the Company on June 30, 2018, the Compensation Committee awarded Mr. Doyle one-half of his target long-term incentive compensation, for a target value of 175% of his annual base salary, and his performance incentive payout would be prorated at 50% based on a mid-year departure.

In February 2017, Mr. Doyle was awarded, as approved by the Board of Directors, long-term incentive compensation in the form of an equity grant under the EIP consisting of: (i) a stock option award of 45,200 shares with a four-year graded vesting period, a ten-year term and an exercise price equal to the closing price of our common stock on the date of the grant, and (ii) a performance share award of 7,720 shares that vest equally over four years in separate tranches. The stock options and performance shares have the same terms and conditions as those described under "Long-term Incentive Compensation" above. In February 2018, Mr. Doyle was granted long-term incentive compensation awards under the EIP, as approved by the Board of Directors, consisting of: (i) a stock option award of 20,450 shares, and (ii) a performance share award of 3,430 shares, both with the same terms as the equity grants received in 2017.

The Compensation Committee has continued the Company's practice of using performance-based awards, consisting of stock options and performance shares, for equity compensation to the CEO and other executive officers. The philosophy behind this practice is that stock options and performance shares require strong financial performance in order for the CEO and other executives to earn compensation.

The Compensation Committee believes that Mr. Doyle's compensation is appropriate in relation to his experience, skills, past performance and market data. It believes that Mr. Doyle's annual base salary in 2017 is an appropriate annual base salary for the CEO as it is at approximately 100% of the market median according to the 2016 Study. Mr. Doyle's 2017

## Compensation Discussion and Analysis (continued)



annual performance incentive target is above the market median and his long-term incentive compensation is below the market median, resulting in his total direct compensation being above the market median. Mr. Doyle has more than eight years of experience as CEO of the Company and has served in an executive capacity at the Company for more than 20 years. He has overseen tremendous sales, store growth and earnings growth during his tenure. The Compensation Committee and Board of Directors have increased his compensation commensurate with these results.

Further, the Compensation Committee believes Mr. Doyle's compensation package effectively links shareholder and financial performance to Mr. Doyle's total direct compensation through the use of long-term incentive compensation awards and cash compensation that is primarily based on Company performance. With respect to financial performance, the Company's global retail sales, a non-GAAP measure calculated as total worldwide retail sales at Company-owned and franchise stores (as reported by franchisees), has increased over 95% during Mr. Doyle's eight-year tenure as CEO, and the Company's segment income has increased 117% during this time. The Company believes that global retail sales information is useful in analyzing revenues because franchisees pay royalties that are based on a percentage of franchise retail sales. The Company reviews comparable industry global retail sales information to assess business trends and to track the growth of the Domino's brand. In addition, supply chain revenues are directly impacted by changes in franchise retail sales. Retail sales for franchise stores are reported to the Company by its franchisees and are not included in Company revenues. The price of the Company's common stock has increased from \$13.79 per share on Mr. Doyle's start date to \$222.96 per share, or 1,517%, during Mr. Doyle's eight-year tenure as CEO.

In January 2018, Mr. Doyle announced his resignation from his position as CEO and Director of the Company effective June 30, 2018.

### Compensation for New Chief Executive Officer

In January 2018, the Company's Board of Directors appointed Mr. Allison to succeed Mr. Doyle as CEO, effective July 1, 2018, and intends to appoint him to replace Mr. Doyle as a Director on or after July 1, 2018. In January 2018, Mr. Allison entered into a new employment agreement with the Company, effective July 1, 2018, under which he will receive (i) a base salary of \$865,000, (ii) an annual incentive bonus target of 200% of his base salary, (iii) an annual equity award, consisting of performance shares and stock options, with a target value equal to 250% of his base salary, and (iv) a special equity award consisting of a restricted stock award with a grant date value of \$4,750,000 that will vest 100% on the fourth anniversary of the grant, generally subject to his continued employment through such date. Mr. Allison's employment agreement grants him an annual allotment of 45 hours of personal use of the Company's corporate aircraft at no charge to him during the term of the agreement. Mr. Allison entered into a time-sharing agreement with the Company requiring him to reimburse the Company for personal use over his allotted hours based upon a statutory formula. Mr. Allison will not be provided with a tax gross-up with respect to personal use of the Company's corporate aircraft. The Compensation Committee determined the terms of Mr. Allison's compensation as CEO with input from WTW and after reviewing his current compensation arrangements and the compensation of chief executive officers at peer group companies with similar backgrounds and experience. The Company's Board of Directors approved his new compensation terms and employment agreement.

### Compensation for New Chief Operating Officer and President of the Americas

In connection with his appointment as Chief Operating Officer and President of the Americas, in January 2018, Mr. Weiner entered into a new employment agreement with the Company, effective July 1, 2018, under which he will receive (i) a base salary of \$725,000, (ii) an annual incentive bonus target of 150% of his base salary, (iii) a 2018 annual equity award, consisting of performance shares and stock options, with a target value equal to 200% of his base salary, and (iv) a special equity award consisting of a restricted stock award with a grant date value of \$3,275,000 that will vest 100% on the fourth anniversary of the grant, generally subject to his continued employment through such date. The Compensation Committee determined the terms of Mr. Weiner's compensation in his new position with input from WTW. The Company's Board of Directors approved his new compensation terms and employment agreement.

### Employment Agreements

Each of our named executive officers is party to a written agreement that governs their employment with the Company and includes both severance provisions as well as restrictive covenants that apply for two years following termination of

## Compensation Discussion and Analysis (continued)



employment. The provisions of the employment agreements relating to termination of employment and severance are described in more detail under "Potential Post-Employment Payments to Named Executive Officers." We believe entering into non-competition and non-solicitation arrangements with our named executive officers is important to protect the Company following the cessation of their employment and we also believe that severance provisions help attract and retain top-performing executive officers.

### Stock Ownership Guidelines

The Compensation Committee reviews the Company's stock ownership guidelines annually. In July 2015, the Compensation Committee amended the guidelines to require stock ownership after five years of employment or service with the Company at the individual's current executive level equal to five times base salary for the CEO, four times base salary for President-level executives, and three times base salary for the other named executive officers. These stock ownership guidelines are designed to align management's and shareholders' interests and to encourage loyalty and long-term focus of executives. All of our named executive officers and directors who have completed their respective accumulation period under the guidelines are in compliance with such guidelines.

### Clawback Policy

The Compensation Committee has adopted a clawback policy which provides that in the event of an accounting restatement due to material non-compliance with financial reporting requirements under the U.S. federal securities laws, the Compensation Committee has the right to use reasonable efforts to recover from any of our current or former executive officers who are subject to Section 16 of the Exchange Act and who received incentive-based compensation (including annual cash incentives, performance-based compensation and time-based equity and equity-based awards) during the three-year period preceding the announcement by the Company of its financial statement restatement. Such recovery shall be equal to the amount of excess compensation awarded or paid to such executive officer as a result of the misstatement. This policy applies to cash bonus opportunities and performance-based compensation awards made on or after December 29, 2014. This clawback policy is intended to be interpreted in a manner consistent with any applicable rules or regulations adopted by the SEC or the NYSE as contemplated by the Dodd-Frank Act and any other applicable law and shall otherwise be interpreted by the Compensation Committee.

### Tax and Accounting Considerations

Section 162(m) generally limits the tax deductibility of annual compensation paid by a publicly-held company to \$1,000,000 per employee per year for certain executive officers. However, for 2017 and prior years, this limitation generally did not apply to performance-based compensation under a plan that was approved by the shareholders of a company that also meets certain other technical requirements. This performance-based compensation exception was repealed for taxable years beginning after December 31, 2017 and certain other changes were made to Section 162(m) and, as a result, compensation paid to certain current or former executive officers in excess of \$1,000,000 per year will generally not be deductible unless it qualifies for transition relief applicable to certain legally binding contracts that were in effect as of November 2, 2017. The Compensation Committee has utilized performance-based compensation programs that were intended to meet the requirements for performance-based compensation under Section 162(m) in the past; however, the Compensation Committee also realizes that in order to attract and retain individuals with superior talent, it must have the flexibility to pay, and it has paid, compensation that is not deductible under Section 162(m). The Compensation Committee views the tax deductibility of executive compensation as one factor to be considered in the context of an overall compensation philosophy, but not the only factor. The Compensation Committee will continue to monitor the effect of tax reform of its executive compensation program.

### Risk Assessment Disclosure

In February 2017, the Compensation Committee, in consultation with WTW and senior human resource executives of the Company, reviewed the risk assessment for risks associated with the Company's compensation practices and policies for employees for the 2017 fiscal year. Based upon the assessment performed, the Committee believes that, through the counterbalance of risk-taking incentives and risk-mitigating features guided by relevant market practices and Company goals, the Company's compensation practices and policies do not encourage unnecessary or excessive risk taking and are not reasonably likely to have a material adverse effect on financial results of the Company.

## Executive Compensation Tables



## Summary Compensation Table for 2017

The following table summarizes compensation awarded or paid to, or earned by, each of the named executive officers for each of the Company's last three completed fiscal years (or the named executive officer's period of employment with the Company, if less). All information set forth in this table reflects compensation earned by these individuals for services with Domino's.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(3)	Total (\$)
J. Patrick Doyle President, Chief Executive Officer	2017	1,025,000	—	1,859,962	2,152,876	2,498,745	—	403,144	7,939,727
	2016	1,015,192	—	1,888,923	2,101,620	3,292,300	—	338,268	8,636,303
	2015	965,385	—	2,894,463	2,047,526	2,669,550	—	400,489	8,977,413
Richard E. Allison, Jr. President, Domino's International	2017	610,000	—	428,582	375,443	743,529	—	46,932	2,204,486
	2016	580,000	—	472,286	350,238	931,480	—	68,572	2,402,576
	2015	550,000	—	567,657	325,010	752,950	—	54,266	2,249,883
Russell J. Weiner President, Domino's U.S.A.	2017	610,000	—	428,582	375,443	743,529	—	70,384	2,227,938
	2016	580,000	—	481,839	350,238	931,480	—	51,532	2,395,089
	2015	550,000	—	746,294	325,010	752,950	—	66,893	2,441,147
Jeffrey D. Lawrence Executive Vice President, Chief Financial Officer	2017	460,000	—	345,944	250,466	560,694	—	40,213	1,657,317
	2016	420,000	—	311,274	237,581	674,520	—	36,001	1,679,376
	2015	278,844	—	323,862	307,077	333,283	—	23,584	1,266,650
Kevin S. Morris Executive Vice President, General Counsel(4)	2017	416,596	130,000(5)	199,389	393,072	264,382	—	135,313	1,538,751
	2016	—	—	—	—	—	—	—	—
	2015	—	—	—	—	—	—	—	—

- (1) The dollar amounts listed do not necessarily reflect the dollar amounts of compensation actually realized or that may be realized by our executive officers. The amounts listed reflect the fair value of awards of performance shares granted pursuant to our EIP, determined in accordance with ASC 718 based upon the probable outcome of the applicable performance conditions (which is assumed that the performance conditions were satisfied in full) and disregarding the effect of forfeitures. The stock awards for 2017 represent the first two tranches of the performance share awards granted in 2017, the third tranche of the performance share awards granted in 2016 and the fourth tranche of the performance share awards granted in 2015 (or the number of shares in each award that have been valued for accounting purposes as of December 31, 2017, the end of the 2017 fiscal year). The fourth tranche of the performance share awards granted in 2016 and the third tranche of the performance share awards granted in 2017 will be valued when the performance condition is established in December 2018, and the fourth tranche of the performance share awards awarded in 2017 will be valued when the performance condition is established in December 2019. The stock awards for 2016 represent the first two tranches of the performance share awards granted in 2016, the third tranche of the performance share awards granted in 2015, and the fourth tranche of the performance share awards in 2014 (or the number of shares in each award that have been valued for accounting purposes as of January 1, 2017, the end of the 2016 fiscal year). The stock awards for 2015 represent the first two tranches of the performance share awards granted in 2015 and the third tranche of the performance share awards granted in 2014 (or the number of shares in each award that were valued for accounting purposes as of January 3, 2016, the end of 2015 fiscal year). The assumptions used in the calculation of these amounts are included in footnote 9 to the Company's consolidated financial statements for the fiscal year ended December 31, 2017 included in the Company's Annual Report on Form 10-K filed with the SEC on February 20, 2018.
- (2) The dollar amounts listed do not necessarily reflect the dollar amounts of compensation actually realized or that may be realized by our named executive officers. The amounts listed reflect the grant date fair value of stock option awards granted pursuant to our EIP, determined in accordance with ASC 718, disregarding the effect of forfeitures. Assumptions used in the calculation of these amounts are included in footnote 9 to the Company's consolidated financial statements for the fiscal year ended December 31, 2017 included in the Company's Annual Report on Form 10-K filed with the SEC on February 20, 2018.
- (3) The 2017 amounts listed for all named executive officers are further elaborated upon in the All Other Compensation table below.
- (4) Mr. Morris' employment with the Company began on January 3, 2017.
- (5) Represents a one-time signing bonus paid to Mr. Morris at the onset of his employment with the Company.



## Executive Compensation Tables (continued)



The following table below shows amounts under All Other Compensation for 2017:

Name	Year	Perquisites and Other Personal Benefits (\$)(1)	Insurance Premiums / Medical Reimbursements (\$)(2)	Company Contributions to Retirement, 401(k) and Health Savings Plans (\$)(3)	Tax Reimbursements (\$)(4)	Dividends (\$)(5)	Total (\$)
J. Patrick Doyle(6)	2017	213,468	4,512	10,800	73,729	100,635	403,144
Richard E. Allison, Jr.	2017	5,872	3,284	10,800	6,607	20,369	46,932
Russell J. Weiner	2017	11,255	6,390	10,800	14,080	27,859	70,384
Jeffrey D. Lawrence	2017	6,678	4,760	10,800	8,644	9,331	40,213
Kevin S. Morris	2017	90,444	3,642	6,488	34,739	—	135,313

- (1) Mr. Doyle's amount represents \$195,355 for personal usage of the corporate aircraft, \$14,414 for spousal travel, \$3,570 in team member awards and \$129 in personal pizza purchases. Mr. Allison's amount represents \$513 for personal usage of the corporate aircraft, \$1,215 in team member awards, and \$4,144 in personal pizza purchases. Mr. Weiner's amount represents \$7,139 for spousal travel, \$2,443 in team member awards and \$1,673 in personal pizza purchases. Mr. Lawrence's amount represents \$3,810 in team member awards and \$2,868 in personal pizza purchases. Mr. Morris' amount represents \$1,933 in team member awards, \$5,084 for spousal travel, \$82,616 in relocation expenses, and \$811 in personal pizza purchases. The amount reported for personal usage of the corporate aircraft is based on the incremental cost method. The incremental cost is based on the variable operating costs to the Company for operating the airplane, including, but not limited to fuel costs, parking, landing fees, travel fees, catering and other miscellaneous direct costs. The total annual variable costs are divided by the annual number of flight hours flown by the airplane to calculate an average variable cost per flight hour. This average variable flight cost per flight hour is then multiplied by the flight hours of personal use to calculate the incremental cost for the executive. For tax purposes, income is imputed to the executive for personal travel based on a multiple of the Standard Industry Fare Level (SIFL) rates.
- (2) Mr. Doyle's amount represents company-paid premiums of \$1,821 for umbrella liability insurance and company-paid premiums of \$2,691 for group term life insurance. Mr. Allison's amount represents company-paid premiums of \$1,821 for umbrella liability insurance and company-paid premiums of \$1,463 for group term life insurance. Mr. Weiner's amount represents company-paid premiums of \$1,821 for umbrella liability insurance, company-paid premiums of \$954 for group term life insurance and company-paid medical expenses in the amount of \$3,615. Mr. Lawrence's amount represents company-paid premiums of \$1,821 for umbrella liability insurance, company-paid premiums of \$444 for group term life insurance and company-paid medical expenses in the amount of \$2,495. Mr. Morris' amount represents company-paid premiums of \$1,821 for umbrella liability insurance and company-paid premiums of \$1,821 for group term life insurance.
- (3) Represents the amount of the Company match made to the Domino's Pizza 401(k) Savings Plan for each named executive officer.
- (4) Mr. Doyle's amount represents a tax gross-up on umbrella liability insurance premium payments in the amount of \$1,564, a tax gross-up on personal airplane usage and spousal travel in the amount of \$68,988 and a tax gross-up on certain other perquisites in the amount of \$3,177. Mr. Allison's amount represents a tax gross-up on umbrella liability insurance premium payments in the amount of \$1,564, a tax gross-up on personal airplane usage of \$441, and a tax gross-up on certain other perquisites in the amount of \$4,602. Mr. Weiner's amount represents a tax gross-up on umbrella liability insurance premium payments in the amount of \$1,564, a tax gross-up on spousal travel in the amount of \$6,130, a tax gross-up on company-paid medical expenses in the amount of \$3,104 and a tax gross-up on certain other perquisites in the amount of \$3,282. Mr. Lawrence's amount represents a tax gross-up on umbrella liability insurance premium payments in the amount of \$1,550, a tax gross-up on company-paid medical expenses in the amount of \$2,143, and a tax gross-up on certain other perquisites in the amount of \$4,951. Mr. Morris' amount represents a tax gross-up on umbrella liability insurance premium payments in the amount of \$841, a tax gross-up on spousal travel in the amount of \$2,349, taxable reimbursements from his relocation in the amount of \$30,326, and a tax gross-up on certain other perquisites in the amount of \$1,223.
- (5) Represents dividends paid by the Company on a quarterly basis on stock awards, including dividends accrued on unvested performance shares that were paid during 2017 at the vesting of such performance shares.
- (6) Mr. Doyle reimbursed the Company \$41,273 in accordance with his Time-Sharing Agreement for usage of the corporate aircraft in excess of the allotted hours provided to him in his Employment Agreement.

## Executive Compensation Tables (continued)



## Grants of Plan-Based Awards

The following table sets forth information concerning non-equity incentive plan awards and individual awards of stock options and performance shares granted during the fiscal year ended December 31, 2017 to each of the named executive officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying Options (#)(5)	Exercise of Base Price of Option Awards (\$/Sh)(6)	Grant Date Fair Value of Stock and Option Awards (\$)(7)
		Threshold (\$)(4)	Target (\$)(2)	Maximum (\$)(3)	Threshold (#)	Target (#)(4)	Maximum (#)			
J. Patrick Doyle		0	2,050,000	5,000,000	—	—	—	—	—	—
	2/15/2017	—	—	—	—	—	—	45,200	185.94	2,152,876
	2/15/2017	—	—	—	—	1,930(8)	—	—	—	358,864
	12/12/2017	—	—	—	—	7,944(9)	—	—	—	1,501,098
Richard E. Allison, Jr.		0	610,000	1,525,000	—	—	—	—	—	—
	7/19/2017	—	—	—	—	—	—	7,330	212.52	375,443
	7/19/2017	—	—	—	—	442(10)	—	—	—	93,934
	12/12/2017	—	—	—	—	1,771(11)	—	—	—	334,648
Russell J. Weiner		0	610,000	1,525,000	—	—	—	—	—	—
	7/19/2017	—	—	—	—	—	—	7,330	212.52	375,443
	7/19/2017	—	—	—	—	442(10)	—	—	—	93,934
	12/12/2017	—	—	—	—	1,771(11)	—	—	—	334,648
Jeffrey D. Lawrence		0	460,000	1,150,000	—	—	—	—	—	—
	7/19/2017	—	—	—	—	—	—	4,890	212.52	250,466
	7/19/2017	—	—	—	—	295(12)	—	—	—	62,693
	12/12/2017	—	—	—	—	1,499(13)	—	—	—	283,251
Kevin S. Morris		0	217,500	543,750	—	—	—	—	—	—
	1/3/2017	—	—	—	—	—	—	4,330	158.36	175,387
	7/19/2017	—	—	—	—	—	—	4,250	212.52	217,685
	1/3/2017	—	—	—	—	277(14)	—	—	—	43,866
	7/19/2017	—	—	—	—	257(15)	—	—	—	54,618
	12/12/2017	—	—	—	—	534(16)	—	—	—	100,905

(1) Represents the amount to which such executive would be entitled if the Company had achieved 90% of its annual performance target under the AIP, as described above under "Compensation Discussion & Analysis—Annual Performance Incentives."

(2) Represents the amount to which such executive would be entitled if the Company had achieved 100% of its annual performance incentive target under the AIP.

(3) Represents the annual maximum amount that such executive would be entitled to receive under the AIP, which is calculated as the lesser of (i) 250% of the executive's annual performance incentive target, or (ii) \$5,000,000.

(4) Represents the first two tranches of the performance share awards granted in 2017, the third tranche of the performance share awards granted in 2016 and the fourth tranche of the performance share awards granted in 2015 (number of shares in each award that have been valued for accounting purposes for fiscal 2017). Each vesting tranche of performance share awards contains a performance condition established annually by the Compensation Committee. In order for each tranche to vest, such performance condition must be achieved and the named executive officer must be an employee of the Company on such vesting date, except as described under "Compensation Discussion & Analysis—Long-term Incentive Compensation" above. Any remaining shares from these performance share awards that are not included in this table will be valued when the performance condition is established for such performance shares.

(5) All option awards granted in 2017 vest one-fourth per year over four years beginning on the first anniversary of the grant date and have a ten-year term, provided the named executive officer remains a current employee, except as described under "Compensation Discussion & Analysis—Long-term Incentive Compensation" above.

(6) Reflects the closing price of Domino's Pizza, Inc. common stock on the NYSE on the date of grant.

(7) Represents the total ASC 718 grant date fair value of the option awards, determined in accordance with ASC 718, disregarding the effect of forfeitures. Also, represents the total ASC 718 grant date fair value of the stock awards, determined based upon the probable outcome of the applicable performance conditions (which assume that the performance conditions were satisfied in full) and disregarding the effect of forfeitures.

(8) Represents one-fourth of the maximum shares awarded under this performance share award and the maximum number of shares awarded under this performance share award is 7,720.

(9) Represents the sum of: (i) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 7,720, (ii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 10,460, and (iii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 13,590.

## Executive Compensation Tables (continued)



- (10) Represents one-fourth of the maximum shares awarded under this performance share award and the maximum number of shares awarded under this performance share award is 1,770.
- (11) Represents the sum of: (i) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 1,770, (ii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 2,560, and (iii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 2,750.
- (12) Represents one-fourth of the maximum shares awarded under this performance share award and the maximum number of shares awarded under this performance share award is 1,180.
- (13) Represents the sum of: (i) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 1,180, (ii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 1,740, and (iii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 3,070.
- (14) Represents one-fourth of the maximum shares awarded under this performance share award and the maximum number of shares awarded under this performance share award is 1,110.
- (15) Represents one-fourth of the maximum shares awarded under this performance share award and the maximum number of shares awarded under this performance share award is 1,030.
- (16) Represents the sum of: (i) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 1,110 and (ii) one-fourth of the maximum shares awarded under a performance share award and the maximum number of shares awarded under this performance share award is 1,030.

## Executive Compensation Tables (continued)



### Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information on outstanding option and stock awards for named executive officers as of December 31, 2017:

Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(5)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(6)
J. Patrick Doyle	60,000	0	7.97	7/16/2019(1)	—	—	—	—
	166,666	0	12.43	2/25/2020(1)	—	—	—	—
	83,334	0	9.43	2/25/2020(1)(2)	—	—	—	—
	62,333	0	16.49	2/23/2021(1)	—	—	—	—
	124,667	0	13.49	2/23/2021(1)(2)	—	—	—	—
	78,590	0	30.48	2/23/2022(1)	—	—	—	—
	31,740	0	30.48	2/23/2022(1)	—	—	—	—
	91,140	0	45.47	2/13/2023(3)	—	—	—	—
	140,480	0	46.83	2/27/2023(3)(4)	—	—	—	—
	58,222	19,408	70.81	2/12/2024(3)	—	—	—	—
	35,455	35,455	100.45	2/11/2025(3)	—	—	—	—
	18,347	55,043	117.61	2/23/2026(3)	—	—	—	—
	2,550	7,650	117.61	2/23/2026(3)	—	—	—	—
	0	45,200	185.94	2/15/2027(3)	—	—	—	—
	—	—	—	—	—	—	—	—
—	—	—	—	—	—	3,920	740,723	
—	—	—	—	—	—	6,796	1,284,172	
—	—	—	—	—	—	7,845	1,482,391	
—	—	—	—	—	—	7,720	1,458,771	
Richard E. Allison, Jr.	33,333	0	17.53	3/14/2021(1)	—	—	—	—
	11,667	0	14.53	3/14/2021(1)(2)	—	—	—	—
	1,666	0	25.78	7/20/2021(1)	—	—	—	—
	3,334	0	22.78	7/20/2021(1)(2)	—	—	—	—
	9,690	0	32.69	7/20/2022(1)	—	—	—	—
	19,670	0	46.83	2/27/2023(3)(4)	—	—	—	—
	14,480	0	63.05	7/17/2023(3)	—	—	—	—
	11,332	3,778	73.04	7/16/2024(3)	—	—	—	—
	5,890	5,890	118.54	7/15/2025(3)	—	—	—	—
	2,712	8,138	136.89	7/20/2026(3)	—	—	—	—
	0	7,330	212.52	7/19/2027(3)	—	—	—	—
	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	1,089	205,777
—	—	—	—	—	—	1,376	260,009	
—	—	—	—	—	—	1,920	362,803	
—	—	—	—	—	—	1,770	334,459	
Russell J. Weiner	16,666	0	12.32	7/20/2020(1)	—	—	—	—
	8,334	0	9.32	7/20/2020(1)(2)	—	—	—	—
	5,000	0	25.78	7/20/2021(1)	—	—	—	—
	10,000	0	22.78	7/20/2021(1)(2)	—	—	—	—

## Executive Compensation Tables (continued)



Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(5)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(6)
	9,690	0	32.69	7/20/2022(1)	—	—	—	—
	37,020	0	46.83	2/27/2023(3)(4)	—	—	—	—
	17,110	0	63.05	7/17/2023(3)	—	—	—	—
	11,970	3,990	73.04	7/16/2024(3)	—	—	—	—
	5,890	5,890	118.54	7/15/2025(3)	—	—	—	—
	2,712	8,138	136.89	7/20/2026(3)	—	—	—	—
	0	7,330	212.52	7/19/2027(3)	—	—	—	—
	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	1,149	217,115
	—	—	—	—	—	—	1,376	260,009
	—	—	—	—	—	—	1,920	362,803
	—	—	—	—	—	—	1,770	334,459
Jeffrey D. Lawrence	4,000	0	7.97	7/16/2019(1)	—	—	—	—
	1,470	0	63.05	7/17/2023(3)	—	—	—	—
	1,972	658	73.04	7/16/2024(3)	—	—	—	—
	1,030	1,030	118.54	7/15/2025(3)	—	—	—	—
	4,535	4,535	118.54	7/15/2025(3)	—	—	—	—
	1,840	5,520	136.89	7/20/2026(3)	—	—	—	—
	0	4,890	212.52	7/19/2027(3)	—	—	—	—
	—	—	—	—	—	—	—	—
	—	—	—	—	—	—	379	71,616
	—	—	—	—	—	—	480	90,701
	—	—	—	—	—	—	1,056	199,542
	—	—	—	—	—	—	1,305	246,593
	—	—	—	—	—	—	1,180	222,973
Kevin S. Morris	0	4,330	158.36	1/3/2027(3)	—	—	—	—
	0	4,250	212.52	7/19/2027(3)	—	—	—	—
	—	—	—	—	—	—	1,110	209,746
	—	—	—	—	—	—	1,030	194,629

(1) Option awards granted ten years prior to the option expiration date that vested in equal annual installments over three years beginning on the first anniversary of the grant date.

(2) Certain option awards have the same expiration date but different option exercise prices due to reductions in certain option exercise prices in connection with a prior Company recapitalization.

(3) Option awards granted ten years prior to the option expiration date that vest in equal annual installments over four years beginning on the first anniversary of the grant date. Vesting is accelerated upon certain employment terminations and covered transactions, as described under "Compensation Discussion & Analysis—Long-term Incentive Compensation" above.

(4) Represents one-time option award intended to compensate the named executive officer for dividends paid with respect to common stock of Domino's Pizza, Inc., for which option awards were not eligible.

(5) Awards of performance shares vest equally over four years in separate vesting tranches. Each vesting tranche contains a performance condition established annually by the Compensation Committee. In order for each tranche to vest such performance condition must be achieved and the named executive officer must be an employee of the Company on such vesting date, except as described under "Compensation Discussion & Analysis—Long-term Incentive Compensation" above.

(6) Value based on the closing price of Domino's Pizza, Inc. common stock on the NYSE on December 29, 2017, the last business day of fiscal 2017.

## Executive Compensation Tables (continued)



### Option Exercises and Stock Vested

The following table provides information relating to options exercised and stock vested for named executive officers during 2017:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(2)</sup>
J. Patrick Doyle	—	—	25,841	4,874,668
Richard E. Allison, Jr.	15,000	2,595,503	5,063	1,041,920
Russell J. Weiner	—	—	6,688	1,356,561
Jeffrey D. Lawrence	17,000	2,968,053	2,554	530,924
Kevin S. Morris	—	—	—	—

(1) Equals the closing price of Domino's Pizza, Inc. common stock on the NYSE on exercise date minus the option exercise price multiplied by the number of shares acquired on exercise.

(2) Equals the closing price of Domino's Pizza, Inc. common stock on the NYSE on vesting date multiplied by the number of shares vesting, and any accrued cash dividends paid on such vesting date in respect of such shares.

### Non-Qualified Deferred Compensation

A select group of management or highly compensated employees as defined by the Employee Retirement Income and Security Act of 1974, as amended, as well as the Company's Directors, are eligible to participate in the Domino's Pizza Deferred Compensation Plan, or the DCP. The purpose of the DCP is to provide supplemental retirement income and to permit eligible employees to defer receipt of compensation pursuant to the terms of the plan.

Participants are able to defer a portion of eligible compensation (including base salary and the annual performance incentive). Participants elect a specific date or event (such as termination of employment) for payment of deferred compensation and the form of the payment, either lump sum or installments. Participants are able to notionally invest their deferrals in mutual funds selected by them from a lineup of options. The options available under the DCP for the fiscal year ended December 31, 2017 were as follows:

- Boston Trust Small Cap Fund
- Credit Suisse Commodity Return Strategy Fund
- Dreyfus Mid Cap Index Fund
- Fidelity 500 Index Institutional Fund
- Fidelity Diversified International Fund
- Fidelity Government Money Market Fund
- Fidelity Puritan Fund
- Harding Loevner Institutional Emerging Markets Portfolio
- Invesco Comstock Fund
- MainStay Large Cap Growth Fund
- PIMCO All Asset Fund
- PIMCO Total Return Fund
- Vanguard Inflation-Protected Securities Fund
- Vanguard REIT Index Fund
- Vanguard Total Bond Market Index Fund
- Vanguard Total International Stock Index Fund

There are no named executive officers who currently participate in or have balances under the Domino's Pizza Deferred Compensation Plan.

## Executive Compensation Tables (continued)



### Potential Post-Employment Payments to Named Executive Officers

Each named executive officer is a party to an employment agreement providing for payments and benefits in connection with certain terminations of the named executive officer's employment. Under Mr. Doyle's employment agreement, effective as of March 1, 2015, upon involuntary termination of employment by the Company without cause (as defined in the agreement), or if Mr. Doyle terminates his employment voluntarily for good reason (generally defined to include material diminution of his responsibilities, duties or authority, a relocation of his office by more than 50 miles, or the failure of the Company to pay Mr. Doyle base salary and benefits) prior to the end of the term of the agreement, Mr. Doyle would receive an amount equal to two times his then-annual base salary. Such amount would be paid in equal installments, subject to a six-month delay to the extent required by Section 409A of the Internal Revenue Code of 1986, as amended. The Company has also agreed to provide Mr. Doyle and his spouse continued medical coverage for the remainder of their respective lives upon the termination of Mr. Doyle's employment with the Company.

Under the currently-effective employment agreements of Messrs. Allison, Weiner, Lawrence and Morris, upon an involuntary termination of employment by the Company without cause (as defined in the applicable agreement), or if the named executive officer terminates his employment voluntarily for good reason (generally defined as described above for Mr. Doyle), the named executive officer would receive an amount equal to one times his then-annual base salary. Such amount would be paid as follows: a payment equal to six times the named executive officer's base monthly salary made six months after termination of employment and monthly payments equal to the executive's base monthly salary for the next six months. Under Messrs. Allison and Weiner's newly-signed employment agreements that become effective July 1, 2018, each named executive officer would be entitled to an amount equal to two times his then-annual base salary (instead of the one times described herein).

In the event of a termination of employment by the Company without cause or a voluntary termination of employment for good reason, each named executive officer would also be entitled to receive any earned but unpaid annual performance incentive for the fiscal year preceding his termination of employment and a prorated annual performance incentive under the AIP for the year of such termination. In addition, during the severance period, each named executive officer would be entitled to Company-paid medical insurance coverage premiums.

In the event of a termination of employment by reason of a named executive officer's death or disability, or voluntarily by the named executive officer due to retirement, the named executive officer would be entitled to receive any earned but unpaid annual performance incentive for the fiscal year preceding his termination of employment and a prorated annual performance incentive under the AIP for the year of such termination. Mr. Doyle and, under his newly-signed agreement, Mr. Allison would be entitled to these benefits on a voluntary termination of employment without good reason.

Following a termination of employment for any reason, equity awards and other benefits are governed by the terms of those programs.

Each of the employment agreements for the named executive officers contains a two-year non-competition and non-solicitation provision.

The terms of the employment agreements for the named executive officers were established through arms-length negotiations between the Company and each executive. The base salary amounts, other severance amounts and severance periods are established by the Compensation Committee and the Company's management in order to attract, motivate and retain talented individuals to help the Company achieve its business goals and objectives.

## Executive Compensation Tables (continued)



The following table sets forth aggregate estimated payment obligations to each of the named executive officers assuming a termination of employment or change in control, as applicable, occurred on December 31, 2017 under the employment agreements then in effect. As of December 31, 2017, no named executives were retirement-eligible. Mr. Doyle is scheduled to become retirement-eligible on June 4, 2018.

Name	Benefit	Termination Without Cause or by Employee for Good Reason (\$)(1)	Voluntary Termination (\$)	Death (\$)(2)	Disability (\$)(3)	Change in Control (\$)(4)
J. Patrick Doyle	Severance Pay	2,050,000	—	—	1,537,500	—
	Healthcare	36,669	—	—	27,502	—
	Equity Award Acceleration	—	—	15,006,885	—	15,006,885
	Total	2,086,669	—	15,006,885	1,565,002	15,006,885
Richard E. Allison, Jr.	Severance Pay	610,000	—	—	915,000	—
	Healthcare	18,594	—	—	27,890	—
	Equity Award Acceleration	—	—	2,439,514	—	2,439,514
	Total	628,594	—	2,439,514	942,890	2,439,514
Russell J. Weiner	Severance Pay	610,000	—	—	915,000	—
	Healthcare	18,594	—	—	27,890	—
	Equity Award Acceleration	—	—	2,475,427	—	2,475,427
	Total	628,594	—	2,475,427	942,890	2,475,427
Jeffrey D. Lawrence	Severance Pay	460,000	—	—	690,000	—
	Healthcare	18,594	—	—	27,890	—
	Equity Award Acceleration	—	—	1,587,013	—	1,587,013
	Total	478,594	—	1,587,013	717,890	1,587,013
Kevin S. Morris	Severance Pay	435,000	—	—	652,500	—
	Healthcare	16,790	—	—	25,185	—
	Equity Award Acceleration	—	—	536,872	—	536,872
	Total	451,790	—	536,872	677,685	536,872

(1) Represents the named executive officer's annual base salary, multiplied by two in the case of Mr. Doyle, and multiplied by one for all other named executive officers and the cost of Company-paid insurance coverage premiums for all named executive officers during their severance period.

(2) Represents the cumulative value of all equity awards that would vest in the event of the named executive officer's death, calculated as the total of: (i) the difference between the closing price of Domino's Pizza, Inc. common stock on the last business day of fiscal 2017 and the exercise price multiplied by the number of options that would vest as a result of the named executive officer's death, and (ii) the closing price of Domino's Pizza, Inc. common stock on the last business day of fiscal 2017 multiplied by the number of performance shares that would vest in such event.

(3) Represents 18 months of the named executive officer's base salary (unreduced by disability income benefits) and the cost of 18 months of Company-paid medical insurance coverage premiums.

(4) Represents the cumulative value of the equity awards that would vest in the event of a corporate transaction, as described in more detail under "Compensation Discussion & Analysis—Long-term Incentive Compensation," calculated as the total of: (i) the difference between the closing price of Domino's Pizza, Inc. common stock on the last business day of fiscal 2017 and the exercise price multiplied by the number of options that would vest as a result of such corporate transaction, and (ii) the closing price of Domino's Pizza, Inc. common stock on the last business day of fiscal 2017 multiplied by the number of performance shares that would vest in such event.



## Executive Compensation Tables (continued)



### CEO Pay Ratio

As a result of the recently-adopted rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act, beginning with our 2018 Proxy Statement, the SEC requires annual disclosure of the ratio of the median annual total compensation of all of our employees to the annual total compensation of our CEO (Mr. Doyle).

To identify the median employee, we used the 2017 total cash compensation (which includes annual base salaries or base wage rates plus annual bonuses, if any, as reported on each employee's W-2, Box 1) for all individuals who were employed by us on December 1, 2017, excluding our CEO. We included all employees, whether employed on a full-time, part-time, seasonal or temporary basis. We did not make any assumptions, adjustments, or estimates with respect to total cash compensation. We did, however, annualize the compensation used for employees who were not employed by us for all of 2017 by taking an employee's compensation for the number of bi-weekly pay periods for which they were employed and annualizing such amount for the full year of 26 pay periods. We believe the use of total cash compensation for all employees is a consistently applied compensation measure because we do not widely distribute annual equity awards to employees. As of December 1, 2017, we had 13,652 full-time, part-time, seasonal and temporary employees. Less than 1.5% of our employees received annual equity awards.

Based on total cash compensation, our median employee was identified as a part-time delivery driver who worked an average of 25 hours per week and was employed by the Company for 23 of 26 pay periods. After identifying the median employee, we calculated annual total compensation for such employee using the same methodology we use for our named executive officers as set forth in the 2017 Summary Compensation Table for 2017 earlier in this Proxy Statement.

Mr. Doyle's annual total compensation for the 2017 fiscal year was \$7,939,727, as reflected in the Summary Compensation Table for 2017 above. Our median employee's annual total compensation for 2017 was \$17,226. As a result, we estimate that Mr. Doyle's annual total compensation was approximately 461 times that of our median employee.

This pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. Because the SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported above.

## Proposal Three: Advisory Vote to Approve Named Executive Officer Compensation



At our 2017 annual meeting of shareholders, the Company provided shareholders with the opportunity to cast an advisory vote regarding the compensation of our named executive officers as disclosed in our 2017 Proxy Statement. This non-binding advisory vote is commonly referred to as “say-on-pay.” At our 2017 annual meeting, our shareholders approved the proposal with over 90% of the shares voted in favor of the say-on-pay proposal.

At the 2017 annual meeting of shareholders, the Company also held an advisory vote on the frequency of future say-on-pay votes. Our shareholders voted in favor of an annual say-on-pay vote and the Company has elected to follow such recommendation. Accordingly, this year we are again asking our shareholders to vote **FOR** the approval of the compensation we pay to our named executive officers as disclosed in this Proxy Statement. In accordance with Rule 14a-21(b) of the Exchange Act, shareholders will be asked to vote again on how frequently we should hold future say-on-pay votes at the Company’s 2023 annual meeting of shareholders.

The objectives, philosophy and programs, along with the compensation paid to our named executive officers and the rationale for such compensation, are set forth in the Compensation Discussion and Analysis and the related tables and narrative disclosures in this Proxy Statement.

The Board of Directors, as required pursuant to Section 14A of the Exchange Act, is asking shareholders to cast a non-binding, advisory vote **FOR** the following resolution:

**“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and any related material contained in this proxy statement, is hereby APPROVED.”**

As we described in the Compensation Discussion and Analysis, our executive compensation program embodies a pay-for-performance philosophy that supports the Company’s business strategy and aligns the interests of our executives with our shareholders. In approving the 2017 compensation decisions for our named executive officers, the Compensation Committee considered the financial performance of the Company in 2016. In fiscal 2016, the Company’s financial results significantly exceeded its 2016 business plan and goals. The Company’s named executive officers contributed greatly to these achievements and, therefore, the compensation of our named executive officers was increased.

In addition, the Company has reviewed its compensation programs and engaged in discussions with our key shareholders to solicit feedback regarding our executive compensation programs. As a result of these conversations, the Company has approved the elimination of tax gross-ups on personal usage of the corporate aircraft by the Company’s executives.

For these reasons, the Board is asking shareholders to again support this say-on-pay proposal. Although the vote we are asking you to cast is non-binding, the Compensation Committee and the Board value the views of our shareholders and will continue to consider the outcome of the vote when determining future compensation arrangements for our named executive officers.

**Our Board of Directors Unanimously Recommends a Vote FOR this Proposal**



## Compensation of Directors



For fiscal 2017, each independent Director was paid a \$70,000 annual retainer, plus reimbursement of certain business expenses. In addition, the Chairperson of the Audit Committee was paid an annual retainer of \$25,000 and non-Chair members were paid an annual retainer of \$12,500, the Chairperson of the Compensation Committee was paid an annual retainer of \$20,000 and non-Chair members were paid an annual retainer of \$10,000, and the Chairperson of the Nominating and Corporate Governance Committee was paid an annual retainer of \$15,000 and non-Chair members were paid an annual retainer of \$10,000. Mr. Doyle did not receive any additional compensation for his Board service.

For 2017, independent Directors also received an annual equity award of restricted stock under the EIP with an approximate value of \$110,000 on the grant date, which resulted in an annual grant of 600 shares of restricted stock of Domino's Pizza, Inc. The restricted stock granted to Directors has a one-year vesting period (subject to acceleration in the case of resignation, retirement, or certain corporate transactions, as described under "Compensation Discussion & Analysis—Long-term Incentive Compensation" above). Directors are eligible for the qualified retirement provision in the Company's equity awards. For Directors, the specified service and age requirements are five years of continuous service and 55 years of age. As of December 31, 2017, Messrs. Federico and Goldman and Ms. Cantor had satisfied these qualified retirement requirements.

### 2017 Independent Director Compensation Summary

Annual Retainer	Amount
Board of Directors	\$70,000
Audit Committee	
Chairperson	\$25,000
Member	\$12,500
Compensation Committee	
Chairperson	\$20,000
Member	\$10,000
Nominating & Corporate Governance Committee	
Chairperson	\$15,000
Member	\$10,000
<b>Annual Equity Award</b>	<b>Value</b>
Target grant date fair value	\$110,000
Award vests on first anniversary of the grant date	

**Changes for 2018.** Beginning in the 2018 fiscal year, the annual retainer for independent Directors increased to \$75,000. Additionally, the target grant date fair value of the annual equity awards for independent Directors was increased from \$110,000 to \$123,000. These changes were made in conjunction with a review of a WTW study on director compensation in order to keep the compensation of our Directors near the market median based on a two-year projection of such market median given the Company's biennial review of Director compensation.

For 2017, Mr. Brandon, Chairman of the Board of Directors, received an annual cash retainer of \$200,000, paid in equal monthly installments, as compensation for his service as non-executive Chairman of the Board of Directors. In addition, Mr. Brandon was eligible to receive an equity award with an approximate value of \$150,000 on the grant date. For 2017, such equity award was granted in the form of 810 shares of restricted stock with a one-year vesting period in accordance with the terms of the Company's Restricted Stock Agreement for Directors. As discussed above, Directors are also eligible for the qualified retirement provisions in the EIP. Mr. Brandon has satisfied these qualified retirement requirements.

### 2017 Non-Executive Chairman Compensation Summary

Annual Retainer	Amount
Board of Directors	\$200,000
<b>Annual Equity Award</b>	<b>Value</b>
Target grant date fair value	\$150,000
Award vests on first anniversary of the grant date	

## Compensation of Directors (continued)



**Changes for 2018.** Beginning in the 2018 fiscal year, Mr. Brandon's equity award value was increased to approximately \$175,000. This increase made both his equity award and total compensation (annual retainer and equity awards) more consistent with the 75<sup>th</sup> percentile as compared to our peer group based on a two-year projection of such market median given the Company's biennial review of non-executive Director compensation. There is no change to Mr. Brandon's annual retainer amount for 2018.

### Director Compensation Table for 2017

The following table provides information concerning compensation for the Company's Directors during 2017:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(2)</sup>	All Other Compensation (\$)	Total (\$)
David A. Brandon <sup>(3)</sup>	200,000	150,611	—	—	167,229	—	501,173
C. Andrew Ballard	82,500	111,564	—	—	—	—	194,064
Andrew B. Balson	90,000	111,564	—	—	28,977	—	230,541
Diana F. Cantor	105,000	111,564	—	—	—	—	216,564
Richard L. Federico	83,125	111,564	—	—	—	—	194,689
James A. Goldman	97,500	111,564	—	—	92,906	—	301,970
Gregory A. Trojan <sup>(4)</sup>	69,375	111,564	—	—	11,903	—	192,842

- (1) Amounts in the "Stock Awards" column reflect the grant date fair value of grants of restricted stock pursuant to our EIP determined in accordance with ASC 718, disregarding the effect of forfeitures. Assumptions used in the calculation of these amounts are included in footnote 9 to the Company's audited financial statements for the fiscal year ended December 31, 2017 included in the Company's Annual Report on Form 10-K filed with the SEC on February 20, 2018.
- (2) The amounts listed represent the earnings on Messrs. Brandon, Balson, Goldman, and Trojan's Non-Qualified Deferred Compensation account balances. This is further detailed in the Non-Qualified Deferred Compensation of Directors table below. No other Directors participated in, nor have balances under, the Non-Qualified Deferred Compensation Plan.
- (3) Reflects annual retainer payments for 2017. Eleven of the twelve monthly retainer payments were made during 2017 and a final payment in the amount of \$16,667, to complete Mr. Brandon's total \$200,000 annual retainer for 2017, was paid on January 5, 2018.
- (4) Reflects compensation paid to Mr. Trojan for his service as a Director prior to his resignation in November 2017. In connection with his resignation, Mr. Trojan's restricted stock award vested in full.

### Non-Qualified Deferred Compensation of Directors

The following table provides information on the DCP for Directors as of December 31, 2017:

Name	Director Contributions in Last Fiscal Year (\$) <sup>(1)</sup>	Registrant Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (\$) <sup>(2)</sup>	Aggregate Withdrawals / Distributions (\$)	Aggregate Balance at Last Fiscal Year-End (\$) <sup>(3)</sup>
David A. Brandon	183,333	—	167,229	—	1,245,001
C. Andrew Ballard	—	—	—	—	—
Andrew B. Balson	90,000	—	28,977	—	217,856
Diana F. Cantor	—	—	—	—	—
Richard L. Federico	—	—	—	—	—
James A. Goldman	97,500	—	92,906	—	531,693
Gregory A. Trojan	—	—	11,903	—	98,317

- (1) Entire amounts contributed by participants are included as "Fees Earned or Paid in Cash" in the Director Compensation Table above.
- (2) Reflects dividends, interest and market-based earnings on amounts deferred by plan participants.
- (3) Represents the participant's account balance as of December 31, 2017, which includes compensation reported in fiscal years 2013-2016 as follows: Mr. Brandon \$894,439, Mr. Balson \$98,879, Mr. Goldman \$341,287 and Mr. Trojan \$86,414.

## Compensation of Directors (continued)



### Outstanding Equity Awards of Directors

The following table shows the number of shares underlying outstanding option awards and restricted stock awards for the Company's non-employee Directors as of December 31, 2017:

Name	Outstanding Option Awards (#)	Outstanding Stock Awards (#)
David A. Brandon	—	810
C. Andrew Ballard	—	600
Andrew B. Balson	35,000	600
Diana F. Cantor	6,000	600
Richard L. Federico	—	600
James A. Goldman	—	600

## Equity Compensation Plan Information



The following table sets forth, as of December 31, 2017, the end of the Company's last fiscal year, (a) the number of securities that could be issued upon exercise of outstanding options under the Company's equity compensation plans, (b) the weighted-average exercise price of outstanding options under such plans and (c) the number of securities remaining available for future issuance under such plans, excluding securities that could be issued upon exercise of outstanding options.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in First Column)(1)
Equity compensation plans approved by shareholders	2,247,157(2)	\$ 55.94	3,008,093
Equity compensation plans not approved by shareholders	—	—	—
<b>Total</b>	<b>2,247,157</b>	<b>\$ 55.94</b>	<b>3,008,093</b>

(1) Includes 172,041 shares that may be issued under the Domino's Pizza, Inc. Employee Stock Payroll Deduction Plan.

(2) Consists of 2,238,114 options and 9,043 restricted stock units currently awarded under the EIP.

### Domino's Pizza, Inc. 2004 Equity Incentive Plan

The Domino's Pizza, Inc. 2004 Equity Incentive Plan was adopted by the Board on June 1, 2004 and was approved by the Company's shareholders. An Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan (the EIP) was approved by shareholders at the 2008 annual meeting of shareholders, and a further amendment to the EIP was approved by shareholders at the 2009 annual meeting of shareholders.

The outstanding options issued under the EIP prior to July 2009 generally vested ratably over a five-year period, the outstanding options issued under the EIP beginning in July 2009 through February 2013 generally vested ratably over a three-year period and outstanding options issued under the EIP beginning in February 2013 generally vest ratably over a four-year period. As of December 31, 2017, there were 2,238,114 options outstanding at a weighted average exercise price equal to \$55.94 per share, of which 1,827,568 were exercisable at a weighted average exercise price equal to \$36.61 per share, 4,410 shares of restricted stock and 190,194 performance shares currently issued and outstanding under the EIP. As of December 31, 2017, there were a total of 2,845,095 authorized but unissued shares under the EIP.

Under the EIP, there were a total of 2,432,718 options, performance shares and shares of restricted stock currently issued and outstanding and a total of 1,827,568 of such options were fully vested.

The Board may make grants to employees, directors, consultants and other service providers. The number of shares reserved for issuance under the EIP includes: (1) 15,600,000 shares of common stock, plus (2) any shares returned to the EIP as a result of termination of options that were granted under the EIP (by reason of forfeiture) and any shares held back in satisfaction of total exercise cost from shares that would otherwise have been delivered pursuant to an award.

The maximum number of shares of stock for which options may be granted to any person in any calendar year or that may be delivered to any person in any calendar year is 1,000,000. Incentive stock options may be granted only to employees. The exercise price of all incentive stock options granted under the EIP must be at least equal to the fair market value of the common stock on the date of grant. The exercise price of non-statutory stock options granted under the EIP is determined by the Plan administrator, but with respect to non-statutory stock options intended to qualify as "performance-based compensation" within the meaning of Section 162(m), the exercise price must be at least equal to the fair market value of Domino's Pizza, Inc. common stock on the date of grant. With respect to any participant who owns stock representing more than 10% of the total combined voting power of all classes of the Company's outstanding capital stock, the exercise price of any incentive stock option grant must be at least equal to 110% of the fair market value on the grant date, and the term of such incentive stock option must not exceed five years. The term of all other incentive stock options granted under the EIP may not exceed ten years.

## Certain Transactions Involving Management or 5% or Greater Shareholders



### Review and Approval of Related Person Transactions

The Company reviews relationships and transactions in which the Company and its Directors and executive officers or their immediate family members are participants to determine whether such related persons have a direct or indirect material interest. The Company's legal staff is primarily responsible for the development and implementation of processes and controls to obtain information from the Directors and executive officers with respect to related person transactions and for then determining, based on the facts and circumstances, whether a related person has a direct or indirect material interest in the transaction. The Company does not currently have a specific written policy on the review, approval or ratification of transactions required to be reported under Section 404(a) of Regulation S-K, but the Company has enacted a Code of Business Conduct and Ethics for Directors, Officers and Employees as well as Corporate Governance Principles, both of which contain provisions relating to possible conflicts of interest of employees, Directors and officers of the Company. The Company's Board of Directors is to review, approve or ratify any potential related person transaction and consider the nature of the related person's interest in the transaction, the material terms of the transaction, the relative importance of the transaction to the related person, the relative importance of the transaction to the Company, whether the transaction would impair the judgment of a Director or officer of the Company and any other matters deemed important. As required under SEC rules, transactions with any related person that are determined to be directly or indirectly material are disclosed in this Proxy Statement.

### Time Sharing Agreement with J. Patrick Doyle for Use of Corporate Aircraft

In accordance with the terms of the Time Sharing Agreement between Domino's Pizza LLC and J. Patrick Doyle, the Company's President and CEO and a member of the Company's Board of Directors, dated as of February 23, 2015, Mr. Doyle is entitled to 45 hours per year of personal use of the Company aircraft without charge and he is required to pay the Company for any personal use in excess of the 45 hours at a reimbursement rate set by the Federal Aviation Regulations. For 2017, Mr. Doyle's personal use of the Company aircraft totaled 57.9 hours and, therefore, he reimbursed the Company \$41,273 for an additional 12.9 hours of personal use.

### Time Sharing Agreement with Richard E. Allison, Jr. for Use of Corporate Aircraft

Domino's Pizza LLC and Richard E. Allison, Jr. entered into a Time Sharing Agreement dated January 8, 2018 and effective July 1, 2018 whereby after Mr. Allison becomes the Company's Chief Executive Officer, he shall be entitled to 45 hours per year of personal use of the Company aircraft without charge and he shall be required to pay the Company for any personal use in excess of the 45 hours at a reimbursement rate set by the Federal Aviation Regulations.

### Supply Agreement

The Company has a supply agreement with Griffith Foods International, Inc., f/k/a Griffith Laboratories U.S.A., ("Griffith") for the provision of certain ingredients that are used in the production of certain dough products. The supply agreement is negotiated at arms-length on an annual basis and the overall relationship between the Company and Griffith is over 20 years old. The sister-in-law of Gregory A. Trojan, one of the members of the Company's Board of Directors during 2017, is an executive at Griffith. In 2017, the Company purchased \$1,578,459 in products from Griffith, less than 2% of the consolidated gross revenues of Griffith.

## Proposal Four: Shareholder Proposal Regarding Deforestation



The New York State Common Retirement Fund (the “Fund”) has advised the Company that it intends to present the following shareholder proposal at the Annual Meeting. In accordance with applicable proxy regulations, the proposed resolution and supporting statement, for which the Board of Directors and the Company accept no responsibility, are set forth below. The address and share ownership of the proponent will be furnished to any shareholder upon request. Approval of this proposal would require the affirmative vote of a majority of the votes properly cast in person or by proxy at the Annual Meeting. If you abstain, your shares will not be counted as having been voted on the matter. The Board of Directors recommends a vote **AGAINST** this proposal.

### Shareholder Proposal

Domino's utilizes beef, soy, palm oil, and pulp/paper in its products and supply chain. These are the leading drivers of deforestation globally.

Deforestation has attracted significant attention from civil society, business and government. It accounts for over 10% of global greenhouse gas emissions and contributes to biodiversity loss, soil erosion, disrupted rainfall patterns and community land conflicts. Moreover, the production of commodity drivers of deforestation, such as palm oil and cattle, is often associated with forced labor. Commercial agriculture accounted for over 70% of tropical deforestation between 2000 and 2012, half of which was illegal. Conserving forests by increasing agricultural productivity and use of already cleared land will stabilize soils and climate, regulate regional water flows, and provide habitat for pollinators and natural predators of agricultural pests.

The Consumer Goods Forum has pledged to help its member companies achieve zero net deforestation by 2020, which includes developing “specific time bound and cost effective action plans for the different challenges in sourcing commodities like palm oil, soya, beef, paper and board.”

Peer companies are working to sustainably source commodity drivers of deforestation. For example, McDonald's, Colgate-Palmolive, Danone, Unilever and Nestlé committed to eliminate deforestation in their global supply chains. These companies also respond to CDP Forests questionnaire, a reporting framework supported by investors with over US\$22 trillion in assets.

By contrast, Dominos has not made any public statements on deforestation. The company scores a 1/5 on the Forest 500 scorecard and 0/100 on the Union of Concerned Scientists palm oil scorecard, behind McDonalds, Yum Brands, and Restaurant Brands International.

Because Dominos lacks a commitment to a deforestation-free supply chain, the company may be exposed to significant business risks including supply chain reliability, reputation damage, and failure to meet shifting consumer and market expectations. According to Technomic, a leading food industry consultancy, “consumers are increasingly demanding that businesses become more responsible and transparent. In many cases, they are rewarding those they perceive to be good environmental stewards and corporate citizens.”

**Resolved:** Shareholders request Dominos develop a comprehensive, cross-commodity policy and implementation plan to eliminate deforestation and related human rights issues from its supply chain.

### Supporting Statement:

Proponents believe a meaningful response could include:

- A commitment to buy exclusively from suppliers independently verified as not engaged in 1) deforestation (including peatlands, high conservation value, or high carbon stock forests), or 2) human and labor rights abuses;
- Evidence of proactive implementation efforts, such as a time-bound plan, verification processes, non-compliance protocols and regular reporting; and
- A commitment to work towards strengthening third-party verification programs and multi-stakeholder initiatives to achieve compliance with the company's policy.



## Proposal Four: Shareholder Proposal Regarding Deforestation (continued)



### Board of Directors' Statement in Opposition to Shareholder Proposal

The Board recommends shareholders vote **AGAINST** the shareholder resolution. Much of the information requested by the shareholder is publicly available on the Investors page of [biz.dominos.com](http://biz.dominos.com) under the heading "social commitment" and will continue to be found there going forward. We would direct all shareholders to check there for company information and policy updates.

On the topic of our supply chain system related to the purchase of beef, soy, palm oil and cardboard, which the proxy proposal describes as leading drivers of deforestation, we can provide the following information. We believe this should alleviate concerns shareholders may have regarding our purchasing practices and negate the need for reporting beyond what is already publicly available.

Please note that the statements below apply only to the U.S.-based supply chain system, which primarily supplies stores in the U.S. and Canada. International master franchisees, which are independent businesses operating their own supply chain businesses, may have different purchasing policies that are at the discretion of their company management.

#### Palm Oil

Domino's sources 100% certified sustainable mass balance palm oil product. Domino's does not purchase raw palm oil, but a product made with palm oil for our pan pizza dough. Pan pizza dough does not comprise the majority of the dough used in our stores or produced at our supply chain centers. Additionally, palm oil is not found in the vast majority of products we produce and sell.

We are proud to say that Domino's is a member of the Roundtable for Sustainable Palm Oil ("RSPO"). Through our supplier, AAK USA, Domino's is committed to sourcing 100% certified sustainable mass balance palm oil. Additionally, we are committed to sourcing palm oil that is produced without deforestation of High Conservation Value areas, High Carbon Stock forests or the destruction of peatland. Domino's achieved its goal of 100% traceability back to the mill for all palm oil beginning in September 2015. Domino's requires that AAK be a member in good standing of the RSPO.

#### Cardboard

The vast majority of the products Domino's sells leaves the store in one kind of packaging—cardboard boxes. Domino's now has two primary cardboard suppliers; one is our primary packaging producer that supplies the majority of our stores with a box that is roughly 40% recycled content and one is a box producer currently providing stores in select states with boxes made from 70% recycled content. The policies below reflect the standards set forth by our primary packaging supplier.

Our primary box supplier maintains certified fiber sourcing, controlled wood and chain-of-custody certifications using third party audits. Their policies do not allow the purchasing of fiber from illegal logging, the trade in illegal wood or forest products. Their policies state they will not purchase from anyone in violation of traditional or human rights in forestry operations. They do not purchase from operations that would have an adverse impact to regions of high conservation value. They have further policies and procedures in place to promote and utilize sustainable forestry and extensively participate in outreach and education with landowners on scientifically-supported sustainability practices.

They hold certifications with the Sustainable Forestry Initiative®, the Forest Stewardship Council®, Programme for the Endorsement of Forest Certification®, Brazilian Forest Certification Program and the American Tree Farm System Group.

#### Beef and Soy

Annually, Domino's purchases:

- Less than 1/10th of 1% of all beef purchased in the U.S. (0.08%) and
- Less than 1% (0.14%) of all soy produced in the U.S.

## Proposal Four: Shareholder Proposal Regarding Deforestation (continued)



We are proud to say that 100% of the beef and soy we purchase is from the United States. The vast majority of the animals and plants involved in food production for Domino's are raised on small and mid-sized family farms across America. Domino's has stated publicly for many years that it supports America's family farms. We believe their generations of experience in raising animals and crops to feed the country's population make them best able to determine how to be good stewards of their farmland, using science-based policies, standards and procedures. U.S.-sourced beef and soy are unlikely to trigger the deforestation and human rights concerns of the internationally-sourced products cited as a concern in the proxy resolution.

Given Domino's track record of success, combined with our regularly-convened consumer panels, there is no indication consumers are avoiding our brand because of a lack of a clearly elucidated deforestation policy. We continue to research and act upon issues related to sustainability, food safety and other topics and are pleased with our progress. Therefore, we reiterate our recommendation against the shareholder resolution.

**Our Board of Directors Unanimously Recommends a Vote AGAINST this Proposal**



## Other Matters



### Attending the Annual Meeting

The Annual Meeting will be held on Tuesday, April 24, 2018 at 10:00 a.m. EDT at the Domino's World Resource Center, 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105.

### Shareholder Proposals and Director Nominations for Inclusion in Next Year's Proxy Statement Pursuant to Rule 14a-8

In order to be considered for inclusion in the proxy statement distributed to shareholders prior to the annual meeting of shareholders in 2019, a shareholder proposal pursuant to Rule 14a-8 under the Exchange Act must be received by the Corporate Secretary of Domino's Pizza, Inc. no later than November 15, 2018 and must comply with the requirements of Rule 14a-8. Written requests for inclusion should be addressed to: Domino's Pizza, Inc., 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105 Attention: Corporate Secretary. It is suggested that you mail your proposal by certified mail, return receipt requested.

### Shareholder Proposals and Director Nominations other than Pursuant to Rule 14a-8

If a shareholder wishes to present a proposal or to nominate one or more directors at our 2019 annual meeting of shareholders and the proposal is not intended to be included in our proxy statement relating to that meeting, the shareholder must give advance written notice in accordance with the Company's By-laws. Under the By-Laws, any shareholder of record of Domino's Pizza, Inc. entitled to vote for the election of directors may nominate candidates for election to the Board or present other business at an annual meeting if a written notice is received by the Corporate Secretary of Domino's Pizza, Inc. at the Company's principal executive offices not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting. Such written notice must set forth the following information: (i) as to each person whom the shareholder proposes to nominate for election as a Director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected), (ii) as to any other business to be brought before the meeting, (a) a brief description of the business, (b) the reasons for conducting such business and (c) any material interest in such business of such shareholder and the beneficial owner, if any, on whose behalf the proposal is made, and (iii) as to the shareholder and the beneficial owner, if any, on whose behalf the nomination or proposal is made, (a) the name and address of such shareholder and such beneficial owner and (b) the number of shares of common stock that are held of record by such shareholder and owned beneficially by such beneficial owner.

Accordingly, the deadline for receipt of timely notice of director nominations or other shareholder proposals for submission to the Domino's annual meeting of shareholders without inclusion in the Company's 2019 Proxy Statement is February 23, 2019. Unless such notice is received by Domino's at its corporate headquarters, Attention: Corporate Secretary, on or before the foregoing date, proxies with respect to such meeting will confer discretionary voting authority with respect to any such matter.

### Interested Persons and Shareholder Communications to the Board of Directors

Shareholders and interested persons may communicate with the Board or one or more Directors by sending a letter addressed to the Board or to any one or more Directors in care of Corporate Secretary, Domino's Pizza, Inc., 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105, in an envelope clearly marked "shareholder communication." The Corporate Secretary's office will forward such correspondence unopened to either Ms. Cantor or to another independent Director as the Board may specify from time to time, unless the envelope specifies that it should be delivered to another Director.

### "Householding" of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for shareholders and cost savings for companies. The Company and some brokers

## Other Matters (continued)



household proxy materials, delivering a single proxy statement to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker or the Company that they will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, or if you are receiving multiple copies of the proxy statement and wish to receive only one, please notify your broker if your shares are held in a brokerage account or the Company if you hold registered shares. You can notify the Company by sending a written request to Domino's Pizza, Inc., Investor Relations, 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105, or calling Investor Relations at (734) 930-3563.

## General Information

Our 2017 Annual Report was mailed or made available to our shareholders with this Proxy Statement and is posted on our corporate website at [biz.dominos.com](http://biz.dominos.com) in the "Investors" section. **A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the SEC, will be sent to any shareholder, without charge, upon written request addressed to Investor Relations, Domino's Pizza, Inc., 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105.**

Management knows of no other business which may be properly brought before the Annual Meeting. However, if any other matters shall properly come before such meeting, it is the intention of the persons named in the enclosed form of Proxy to vote such Proxy in accordance with their best judgment on such matters.

**It is important that Proxies be returned promptly. Therefore, whether or not you expect to attend the Annual Meeting in person, you are urged to fill in, sign and return the Proxy in the enclosed stamped, self-addressed envelope, or to vote electronically as described on page 4 of this Proxy Statement.**

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Adam Gacek".

**Adam J. Gacek**  
Corporate Secretary

March 15, 2018

## Annex A



### Domino's Pizza, Inc. Officers and Directors

#### Executive Officers

**J. Patrick Doyle**

President, Chief Executive Officer and Director

**Richard E. Allison, Jr.**

President, Domino's International

**Troy A. Ellis**

Executive Vice President, Supply Chain Services

**Stanley J. Gage**

Executive Vice President, Team USA

**Scott R. Hinshaw**

Executive Vice President, Franchise Operations and Development

**Jeffrey D. Lawrence**

Executive Vice President, Chief Financial Officer

**Timothy P. McIntyre**

Executive Vice President, Communication, Investor Relations and  
Legislative Affairs

**Kevin S. Morris**

Executive Vice President, General Counsel

**J. Kevin Vasconi**

Executive Vice President, Chief Information Officer

**Russell J. Weiner**

President, Domino's USA

**Judith L. Werthauer**

Executive Vice President, Chief People Officer

#### Board of Directors

**David A. Brandon**

Chairman of the Board

**J. Patrick Doyle**

President, Chief Executive Officer and Director

**C. Andrew Ballard**

Director

**Andrew B. Balson**

Director

**Diana F. Cantor**

Director

**Richard L. Federico**

Director

**James A. Goldman**

Director



**DOMINO'S PIZZA, INC.**  
**ATTN: CORPORATE SECRETARY**  
**30 FRANK LLOYD WRIGHT DRIVE**  
**ANN ARBOR, MI 48105**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on 04/23/2018 for shares held directly and by 11:59 P.M. ET on 04/19/2018 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on 04/23/2018 for shares held directly and by 11:59 P.M. ET on 04/19/2018 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**The Board of Directors recommends you vote FOR the following:**

	<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

**1. Election of Directors**

**Nominees**

- |                        |                      |                     |                    |                     |
|------------------------|----------------------|---------------------|--------------------|---------------------|
| 01 David A. Brandon    | 02 C. Andrew Ballard | 03 Andrew B. Balson | 04 Diana F. Cantor | 05 J. Patrick Doyle |
| 06 Richard L. Federico | 07 James A. Goldman  |                     |                    |                     |

**The Board of Directors recommends you vote FOR proposals 2 and 3.**

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| <b>2</b> Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accountants for the Company for the 2018 fiscal year. | <b>For</b>               | <b>Against</b>           | <b>Abstain</b>           |
|   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3</b> Advisory vote to approve the compensation of the named executive officers of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**The Board of Directors recommends you vote AGAINST the following proposal:**

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| <b>4</b> Shareholder proposal to adopt deforestation and related human rights issues policy and implementation plan. | <b>For</b>               | <b>Against</b>           | <b>Abstain</b>           |
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

For address change/comments, mark here.  
 (see reverse for instructions)

<b>Yes</b>	<b>No</b>	<input type="checkbox"/>
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Please indicate if you plan to attend this meeting

<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

0000362650.1 R11.0.1.17

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement, Annual Report is/are available at [www.proxyvote.com](http://www.proxyvote.com).

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**DOMINO'S PIZZA, INC.**  
**Annual Meeting of Shareholders**  
**April 24, 2018 10:00 AM EDT**  
**This proxy is solicited by the Board of Directors**

The undersigned hereby constitutes and appoints J. Patrick Doyle, Jeffrey D. Lawrence and Adam J. Gacek, and each of them, their true and lawful agents and proxies with full power of substitution in each, to represent the undersigned at the Annual Meeting of Shareholders of Domino's Pizza, Inc. to be held at 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48105, on Tuesday, April 24, 2018, and at any adjournments thereof, on all matters coming before said meeting.

You are encouraged to specify your choices by marking the appropriate boxes, SEE REVERSE SIDE, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors' recommendations. The proxies cannot vote these shares unless you either sign and return this card or vote electronically.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations (FOR each of the nominees listed in Proposal One, FOR Proposal Two, FOR Proposal Three and AGAINST Proposal Four). In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournment thereof.**

**Address Change/Comments:**


(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**