

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>BALSON ANDREW</u> (Last) (First) (Middle) <u>C/O BAIN CAPITAL, LLC</u> <u>600 MONTGOMERY STREET 33RD FLOOR</u> (Street) <u>SAN FRANCISCO CA 94111</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/13/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>DOMINOS PIZZA INC [DPZ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.01 par value	29,116,195	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

- Andrew B. Balson is a member of Bain Capital Investors, LLC ("BCI"). BCI is the managing general partner of each of BCIP Associates II-B ("BCIP II-B") and BCIP Trust Associates II-B ("BCIP Trust II-B"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 177,415 shares owned by BCIP II-B and the 54,373 shares owned by BCIP Trust II-B.
- BCI is the sole general partner of Bain Capital Partners VI, L.P. ("Partners VI") and Partners VI is the sole general partner of Bain Capital Fund VI, L.P. ("Fund VI") and Bain Capital VI Coinvestment Fund, L.P. ("Coinvest VI"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 11,818,847 shares held by Fund VI and the 13,452,988 shares held by Coinvest VI.
- BCI is attorney-in-fact for PEP Investments PTY Ltd. ("PEP"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 39,390 shares owned by PEP.
- Mr. Balson is a member of Brookside Capital Management, LLC ("Brookside Management"). Brookside Management is the sole general partner of Brookside Capital Investors, L.P. ("Brookside Investors") and Brookside Investors is the sole general partner of Brookside Capital Partners Fund, L.P. ("Brookside Fund"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 2,596,046 shares owned by Brookside Fund.
- Mr. Balson is a member of Sankaty Investors, LLC ("Sankaty Investors"). Sankaty Investors is the sole managing member of Sankaty High Yield Asset Investors, LLC ("Sankaty High Yield Investors") and Sankaty High Yield Investors is the sole general partner of Sankaty High Yield Asset Partners, L.P. ("Sankaty Partners"). By virtue of this relationship, Mr. Balson may be deemed to share voting and dispositive power with respect to the 977,136 shares owned by Sankaty Partners.
- Mr. Balson disclaims beneficial ownership of the securities held by each of the entities referred to in the foregoing footnotes except to the extent of his pecuniary interest therein.

/s/ Andrew B. Balson 07/13/2004

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.