

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BALSON ANDREW</u>  (Last) (First) (Middle) <u>C/O BAIN CAPITAL INVESTORS, LLC</u> <u>111 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02199</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOMINOS PIZZA INC [ DPZ ]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2010</u>	
		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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par value \$0.01	11/22/2010		s		18,572	D	\$14.6367	151,964	I	See Footnotes <sup>(1)(2)</sup> (3)(4)(5)
Common Stock, Par value \$0.01								17,243	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
BALSON ANDREW  
 (Last) (First) (Middle)  
C/O BAIN CAPITAL INVESTORS, LLC  
111 HUNTINGTON AVENUE  
 (Street)  
BOSTON MA 02199  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BAIN CAPITAL PARTNERS V L P  
 (Last) (First) (Middle)  
LEGAL AFFAIRS MANAGER BAIN CAPITAL, LLC  
111 HUNTINGTON AVENUE  
 (Street)  
BOSTON MA 02199  
 (City) (State) (Zip)

**Explanation of Responses:**

1. Mr. Andrew Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"). Because BCI is the sole general partner of Bain Capital Partners VI, L.P. ("BCP VI"), which is the sole general partner of Bain Capital Fund VI, L.P. ("Fund VI"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund VI. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of November 22, 2010 Fund VI held 148,000 shares of Common Stock.

2. Because BCI is the managing partner of each of BCIP Associates II ("BCIP II") and BCIP Associates II-B ("BCIP II-B"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP II and BCIP II-B. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On November 9, 2010, BCIP II and BCIP II-B distributed 112,934 and 17,835 shares of Common Stock, respectively, rather than the 111,443 and 17,659 as previously reported on Mr. Balson's Form 4 filed on November 12, 2010, to one or more members or partners. Following such distributions, BCIP II and BCIP II-B held 1,491 and 176 shares of Common Stock, respectively. On November 22, 2010 BCIP II and BCIP II-B sold 1,491 and 176 shares of Common Stock, respectively. Following such sales, BCIP II and BCIP II-B held zero shares of Common Stock.

3. Because BCI is also the managing partner of BCIP Trust Associates II ("BCIPT II"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On November 22, 2010, BCIPT II sold 11,592 shares of Common Stock. Following such sale, BCIPT II held zero shares of Common Stock.

4. Because BCI is also the managing partner of BCIP Trust Associates II-B ("BCIPT II-B"), Mr. Balson may be deemed to share voting dispositive power with respect to the shares of Common Stock held by BCIPT II-B. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On November 22, 2010, BCIPT II-B sold 5,313 shares of Common Stock. Following such sale, BCIPT II held zero shares of Common Stock.

5. BCI is the attorney-in-fact for PEP Investments PTY Ltd. ("PEP") and as a result, Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by PEP. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. As of November 22, 2010 PEP held 3,964 shares of Common Stock.

**Remarks:**

Form 2 of 2.

[/s/ Andrew Balson](#)

[11/23/2010](#)

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

**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.**