UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): March 8, 2007

DOMINO'S PIZZA, INC.
DOMINO'S, INC.
(Exact name of Registrant as specified in charter)

Delaware	**001-32242**	**38-2511577**
Delaware	**333-74797**	**38-3025165**
(State or other jurisdiction of incorporation)	**(Commission File Numbers)**	**(I.R.S. Employer Identification Numbers)**

**30 Frank Lloyd Wright Drive
Ann Arbor, Michigan 48106**
(Address of Principal Executive Offices)

(734) 930-3030
(Registrants' telephone number, including area code)

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

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On March 8, 2007, Domino’s Pizza, Inc. (the “Company”) and its wholly-owned subsidiary, Domino’s, Inc. (“Domino’s”), as borrower, entered into a $1.35 billion Bridge Credit Agreement with Lehman Commercial Paper Inc., as administrative agent and swingline lender, JP Morgan Chase Bank, N.A. as letter of credit issuer, the lenders from time to time party thereto, J.P. Morgan Securities Inc., as syndication agent, and Merrill Lynch Commercial Finance Corp., as documentation agent (the “Credit Agreement”).

Under the terms of the Credit Agreement, Domino’s has the ability to borrow up to $1.35 billion, subject to certain terms and conditions, consisting of (i) up to $1.25 billion in the form of bridge term loans available under a multiple-draw term loan facility and (ii) up to $100 million under a revolving credit facility. The terms of the revolving credit facility include borrowing capacity available for letters of credit and for borrowings on same-day notice, referred to as the swingline loans, to be available in U.S. dollars. The Credit Agreement also gives Domino’s the right to increase the bridge term loan facility by up to $250 million if it obtains lenders willing to provide such incremental credit. The loans issued under any such additional tranches will have terms no more favorable than the terms of the bridge term loan facility, except that the interest rate may be up to 0.5% higher.

Borrowings under the bridge term loan facility will bear interest at a rate per annum equal to, at Domino’s option, either (a) a base rate determined by reference to the higher of (1) the Federal Funds Rate, as published by the Federal Reserve Bank of New York, plus 0.50% and (2) the prime commercial lending rate as set forth on the British Banking Association Telerate Page 5 or (b) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, in each case plus an applicable margin. If Domino’s borrows less than $1.0 billion under the bridge term loan and revolving credit facility, then the applicable margin will be zero for base rate loans and 1.0% for LIBOR borrowings. The applicable margins will increase by 0.25% per annum 90 days after the initial draw, will increase by an additional 0.25% per annum 180 days after the initial draw, will increase by 0.50% per annum 270 days after the initial draw and increase by another 0.25% per annum every 90 days thereafter up to and including the date that is 720 days after the initial draw. If Domino’s borrowings under the bridge term loan and revolving credit facility aggregate to over $1.0 billion then the initial applicable margin will be 0.50% for base rate loans and 1.5% for LIBOR borrowings and the margins will increase by 0.50% per annum 270 days after the initial draw and increase by another 0.25% per annum every 90 days thereafter up to and including the date that is 720 days after the initial draw. Any swingline loans will bear interest at a rate equal to the base rate plus the applicable margin.

Domino’s is required to pay a term loan commitment fee equal to 0.75% per annum on the unused amounts of the commitments under the bridge term loans and a revolving credit commitment fee equal to 0.50% per annum in respect of unused commitments thereunder. Domino’s must also pay customary letter of credit fees and agency fees.

The Credit Agreement has a one-year term, but the bridge term loans may be converted, at the expiration of such one-year term, into senior term loans maturing on the fifth anniversary of the initial draw, subject to certain terms and conditions, including the absence of bankruptcy and the payment of a 1.5% fee on the amount of the bridge term loans converted into senior term loans. If the bridge term loans are converted into senior term loans, then the revolving credit facility will also be extended to the fifth anniversary of the initial draw.

The Credit Agreement requires that Domino’s complies on a quarterly basis with certain financial covenants, including a maximum leverage ratio test and a minimum interest coverage ratio test. In addition, the Credit Agreement includes customary representations and warranties, affirmative covenants, negative covenants and events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults to certain indebtedness, certain events of bankruptcy, certain events under ERISA, material judgments, loss of material lien on collateral and change in control. If any such event of default occurs, the lenders would be entitled to take various actions, including the acceleration of amounts due under the Credit Agreement and all actions permitted to be taken by a secured creditor.

On March 8, 2007, Domino’s borrowed $500 million under the bridge term loan facility of the Credit Agreement, which it used to repay all outstanding borrowings under the Credit Agreement, dated as of July 29, 2002, and amended and restated as of June 25, 2003, as amended, among Domino’s, as borrower, TISM, Inc., as guarantor, the lenders listed therein, as lenders, JPMorgan Chase Bank, as administrative agent, Citicorp North America, Inc., as syndication agent, and Bank One, NA, as documentation agent (the “2003 Credit Facility”), as well as to pay related fees and expenses. Upon repayment of all such outstanding borrowings, the 2003 Credit Facility was terminated.

On March 9, 2007, Domino’s borrowed $280 million under the bridge term loan facility of the Credit Agreement, which it used to purchase $273.6 million in aggregate principal amount of its 8 1/4% Senior Subordinated Notes due 2011 (the “2011 Notes”), representing all of the 2011 Notes that were validly tendered and not withdrawn pursuant to the Offer to Purchase and Consent Solicitation Statement dated February 7, 2007 (the “Notes Offer”), as well as to pay related fees and expenses.

Item 1.02 Termination of a Material Definitive Agreement

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 1.02.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 8.01 Other Events

<u>2011 Notes Tender Offer</u>

As announced in a press release dated March 9, 2007, which is attached hereto as Exhibit 99.1, Domino's purchased pursuant to the Notes Offer approximately $273.6 million in aggregate principal amount of the 2011 Notes, representing all of the 2011 Notes that were validly tendered in the tender offer, for an aggregate purchase price of approximately $291.1 million.

<u>Equity Tender Offer</u>

As announced in a press release dated March 12, 2007, which is attached hereto as Exhibit 99.2, the Company announced the final results of its modified "Dutch auction" tender offer, which expired at 5:00 p.m., New York City time, on March 9, 2007. The Company has accepted for purchase an aggregate of 2,242 shares of its common stock at a purchase price of $30.00 per share. Payment for shares accepted for purchase will be made promptly by American Stock Transfer and Trust Company, the depositary for the tender offer.

Item 9.01. Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press Release dated March 9, 2007
99.2	Press Release dated March 12, 2007

SIGNATURES

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

DOMINO'S PIZZA, INC.
DOMINO'S, INC.

/s/ L. David Mounts

Name: L. David Mounts
Title: Executive Vice President,
Chief Financial Officer

Date: March 12, 2007

Exhibit 99.1

Contact: Lynn Liddle, Executive Vice President
Communications and Investor Relations
(734) 930-3008

FOR IMMEDIATE RELEASE

Domino's Pizza Announces Acceptance of $273.6 Million of Notes in Bond Tender Offer for Domino's, Inc. 8 1/4% Senior Subordinated Notes Due 2011

ANN ARBOR, Michigan – March 9, 2007: Domino's Pizza, Inc. (NYSE:DPZ), the recognized world leader in pizza delivery, today announced that the bond tender offer for all of Domino's, Inc.'s outstanding 8 1/4% Senior Subordinated Notes due 2011 (the "Notes") expired today at 12:01 a.m., Eastern time, and that Domino's, Inc. has accepted for payment and will purchase all Notes validly tendered in the tender offer and not validly withdrawn prior to expiration.

Domino's Pizza's separate equity tender offer will expire today at 5:00 p.m., Eastern time.

According to The Bank of New York, the depositary for the bond tender offer, approximately $273.6 million in aggregate principal amount of the Notes (or 99.9%) were validly tendered and not withdrawn. The holders who tendered their Notes prior to 5:00 p.m., Eastern time, on February 23, 2007 (the consent payment deadline) will receive $1,048.50 per $1,000 principal amount of the Notes, plus accrued interest on the tendered Notes up to, but not including, the date of payment of the Notes, which is expected to be today. Holders who tendered their Notes after the consent payment deadline will receive $1,028.50 per $1,000 principal amount of the Notes, plus accrued interest on the tendered Notes up to, but not including, the date of payment of the Notes.

The aggregate cost to purchase the Notes tendered in the tender offer, including accrued and unpaid interest, will be approximately $291.1 million. Following the purchase of the Notes accepted in the tender offer, approximately $300,000 in aggregate principal amount of the Notes will remain outstanding, which Domino's, Inc. intends to redeem on July 1, 2007, the first date on which it may redeem the Notes.

J.P. Morgan Securities Inc., Lehman Brothers Inc. and Merrill Lynch & Co. acted as dealer managers and solicitation agents, Global Bondholder Services Corporation acted as the information agent and The Bank of New York acted as the depositary for the tender offer and the related consent solicitation. Persons with questions regarding the tender offer and consent solicitation should contact J.P. Morgan Securities Inc., Attention: Liability Management Group at (866) 834-4666 (toll-free) or (212) 834-4077 (collect).

About Domino's Pizza®

Founded in 1960, Domino's Pizza is the recognized world leader in pizza delivery. Domino's is listed on the NYSE under the symbol "DPZ." Through its primarily franchised system, Domino's operates a network of 8,366 franchised and Company-owned stores in the United States and more than 50 countries. The Domino's Pizza® brand, named a Megabrand by Advertising Age magazine, had approximately $5.1 billion in global retail sales in 2006, comprised of $3.2 billion domestically and nearly $1.9 billion internationally. During the fourth quarter of 2006, the Domino's Pizza® brand had global retail sales of nearly $1.6 billion, comprised of nearly $1.0 billion domestically and approximately $600 million internationally. Domino's Pizza was named "Chain of the Year" by Pizza Today magazine, the leading publication of the pizza industry and is the "Official Pizza of NASCAR®." More information on the Company, in English and Spanish, can be found on the web at www.dominos.com.

FORWARD-LOOKING STATEMENTS:

This press release contains forward-looking statements. These forward-looking statements relating to our anticipated profitability and operating performance reflect management's expectations based upon currently available information and data. However, actual results are subject to future risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. The risks and uncertainties that can cause actual results to differ materially include: uncertainties relating to the outcome of the equity tender offer; our increased level of indebtedness as a result of borrowings under our bridge loan credit agreement; our ability to complete an ABS facility; the uncertainties relating to litigation; consumer preferences, spending patterns and demographic trends; the effectiveness of our advertising, operations and promotional initiatives; our ability to retain key personnel; new product and concept developments by us and other food-industry competitors; the ongoing profitability of our franchisees and the ability of Domino's Pizza and our franchisees to open new restaurants; changes in food prices, particularly cheese, labor, utilities, insurance, employee benefits and other operating costs; the impact that widespread illness or general health concerns may have on our business and the economy of the countries in which we operate; severe weather conditions and natural disasters; changes in our effective tax rate; changes in government legislation and regulations; adequacy of our insurance coverage; costs related to future financings and changes in accounting policies. Further information about factors that could affect our financial and other results is included in our filings with the Securities and Exchange Commission. We do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Exhibit 99.2

Contact: Lynn Liddle, Executive Vice President
Communications and Investor Relations
(734) 930-3008

FOR IMMEDIATE RELEASE

Domino's Pizza, Inc. Announces Acceptance and Final Results of Equity Tender Offer

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ANN ARBOR, Michigan – March 12, 2007: Domino's Pizza, Inc. (NYSE:DPZ), the recognized world leader in pizza delivery, announced today the final results of its modified "Dutch auction" equity tender offer, which expired at 5:00 p.m., Eastern time, on March 9, 2007. In accordance with the terms and subject to the conditions of the offer, Domino's Pizza has accepted for purchase 2,242 shares of its common stock, at a purchase price of $30.00 per share, for a total purchase price of $67,260. All shares purchased in the tender offer will receive the same price. Domino's Pizza is pleased with the results of the tender offer and will continue with its recapitalization plan as previously disclosed.

Payment for shares accepted for purchase will be made promptly by American Stock Transfer and Trust Company, the depositary for the tender offer.

J.P. Morgan Securities Inc., Lehman Brothers Inc. and Merrill Lynch & Co. acted as dealer managers for the tender offer. The information agent for the tender offer was MacKenzie Partners, Inc. The depositary for the offer was American Stock Transfer and Trust Company. Persons with questions regarding the tender offer should contact MacKenzie Partners, Inc. at (800) 322-2885 (toll free) or (212) 929-5500 (collect).

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This press release contains forward-looking statements. These forward-looking statements relating to our anticipated profitability and operating performance reflect management's expectations based upon currently available information and data. However, actual results are subject to future risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. The risks and uncertainties that can cause actual results to differ materially include: our increased level of indebtedness as a result of borrowings under our bridge loan credit agreement; our ability to complete an ABS facility; the uncertainties relating to litigation; consumer preferences, spending patterns and demographic trends; the effectiveness of our advertising, operations and promotional initiatives; our ability to retain key personnel; new product and concept developments by us and other food-industry competitors; the ongoing profitability of our franchisees and the ability of Domino's Pizza and our franchisees to open new restaurants; changes in food prices, particularly cheese, labor, utilities, insurance, employee benefits and other operating costs; the impact that widespread illness or general health concerns may have on our business and the economy of the countries in which we operate; severe weather conditions and natural disasters; changes in our effective tax rate; changes in government legislation and regulations; adequacy of our insurance coverage; costs related to future financings and changes in accounting policies. Further information about factors that could affect our financial and other results is included in our filings with the Securities and Exchange Commission. We do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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