
**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): December 2, 2016

DOMINO'S PIZZA, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32242
(Commission
File Number)

38-2511577
(I.R.S. Employer
Identification Number)

30 Frank Lloyd Wright Drive
Ann Arbor, MI
(Address of principal executive offices)

48105
(Zip code)

Registrant's telephone number, including area code: (734) 930-3030

Not Applicable

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))
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Item 7.01 Regulation FD Disclosure.

On December 5, 2016, we issued a press release relating to the Domino's Pizza, Inc. Piece of the Pie Program, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 of Form 8-K and the exhibit attached hereto as Exhibit 99.1 are being furnished pursuant to Item 7.01 of Form 8-K and therefore shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934.

Item 8.01 Other Events.

On December 2, 2016, we filed a prospectus supplement relating to the offering of up to 3,000 shares of our common stock (the "Shares") pursuant to the Domino's Pizza, Inc. Piece of the Pie Program under our registration statement on Form S-3 (Reg. No. 333-214890), dated December 2, 2016 (the "Registration Statement"). Ropes & Gray LLP, counsel to Domino's Pizza, Inc., has issued an opinion to us, dated December 2, 2016, regarding the Shares. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K. Certain information relating to Part II, Item 14 "Other Expenses of Issuance and Distribution" of the Registration Statement is filed as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

Exhibit No.	Description
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1 above)
99.1	Press Release dated December 5, 2016
99.2	Information relating to Part II, Item 14 "Other Expenses of Issuance and Distribution" of the Registration Statement.

SIGNATURE

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

DOMINO'S PIZZA, INC.

By: /s/ Jeffrey D. Lawrence

Name: Jeffrey D. Lawrence

Title: Chief Financial Officer

Date: December 5, 2016



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

December 2, 2016

Domino's Pizza, Inc.
30 Frank Lloyd Wright Drive
Ann Arbor, Michigan 48105

Re: Registration Statement on Form S-3
filed on December 2, 2016
Registration Number 333-214890

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the above-referenced registration statement (the "Registration Statement"), the base prospectus dated December 2, 2016 included in the Registration Statement, and the prospectus supplement dated December 2, 2016 (the "Prospectus Supplement") filed with the Securities and Exchange Commission (the "Commission") by Domino's Pizza, Inc., a Delaware corporation (the "Company"), pursuant to Rule 424 promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The Prospectus Supplement relates to the offering by the Company of up to 3,000 shares (the "Shares") of its common stock, par value \$0.01 per share, pursuant to the Company's Piece of the Pie Program (the "Plan").

For purposes of this opinion letter, we have reviewed and relied upon such documents, records, certificates and other instruments and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such review, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies. In conducting such investigation of fact, we have relied, without independent verification, upon certificates of public officials, officers of the Company and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, if and to the extent issued by the Company pursuant to the Plan described in the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus included therein. In giving this consent we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

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FOR IMMEDIATE RELEASE

Domino's® Piece of the Pie Rewards Program Just Became More Rewarding

Millions of customers enrolled in loyalty program can now have a chance to win free shares of Domino's stock and a portion of store profits

ANN ARBOR, Mich., Dec. 5, 2016 – Domino's Pizza (NYSE: DPZ), the recognized world leader in pizza delivery, knows that its customers love free pizza, which is why Domino's Piece of the Pie Rewards is so popular among its members nationwide. What else do people love? Free money, and now Domino's is giving some away!

Starting today, all Domino's Piece of the Pie Rewards members are eligible for a chance to win 10 free shares of Domino's stock, just for being in the program.

"Prior to today, Domino's Piece of the Pie Rewards members earned points toward free pizza. Now, we're literally giving our customers a piece of the pie, in the form of shares of stock and a share of store profits," said Russell Weiner, president of Domino's USA. "Each month, 25 lucky Piece of the Pie Rewards members will each be randomly selected to win 10 shares of Domino's stock, now through November 2017. Whether they take the shares and start building a stock portfolio or sell them at market price, one thing is for sure – it's all for the love of pizza!"

Piece of the Pie Rewards members will also have the chance to win a share of the profits from real Domino's stores simply by showing their passion for pizza. To enter, members must follow @Dominos and post a photo and caption on Instagram or Twitter using #PieceofthePieContest now through April 16, 2017. Domino's will reward 50 members with a \$10,000 check, and 10 of those winners will receive a "super fan experience" trip to Domino's world headquarters in Ann Arbor, Michigan.

Did Domino's just agree to give away more than a million dollars to its loyalty members? Oh yes, we did!

No purchase necessary. Open to legal residents of the 50 United States & D.C. 18 and older with a pizza profile who have signed up to participate and enrolled in Domino's Piece of the Pie Rewards. Void where prohibited. Sweepstakes ends 11/30/17. Enter contest by 4/16/17. For official rules and complete details, visit www.dominos.com/rewards. Sponsor: Domino's Pizza LLC. Actual stock awarded in book entry shares.

About Domino's Pizza®

Founded in 1960, Domino's Pizza is the recognized world leader in pizza delivery, with a significant business in carryout pizza. It ranks among the world's top public restaurant brands with a global enterprise of more than 13,200 stores in over 80 markets. Domino's had global retail sales of over \$9.9 billion in 2015, with more than \$4.8 billion in the U.S. and nearly \$5.1 billion internationally. In the third quarter of 2016, Domino's had global retail sales of nearly \$2.5 billion, with over \$1.2 billion in the U.S. and nearly \$1.3 billion internationally. Its system is comprised of independent franchise owners who accounted for over 97% of Domino's stores as of the

third quarter of 2016. Emphasis on technology innovation helped Domino's reach an estimated \$4.7 billion annually in global digital sales at the end of 2015, and has produced several innovative ordering platforms including Facebook Messenger, Samsung Smart TV®, Apple Watch, Amazon Echo, Twitter and text message using a pizza emoji. In late 2015, Domino's announced the design and launch of the DXP®, a purpose-built pizza delivery vehicle, as well as Piece of the Pie Rewards™, its first digital customer loyalty program.

Order – [dominos.com](https://www.dominos.com)

AnyWare Ordering – anyware.dominos.com

Company Info – biz.dominos.com

Twitter – twitter.com/dominos

Facebook – facebook.com/dominos

Instagram – instagram.com/dominos

YouTube – youtube.com/dominos

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Information Relating to Part II.**Item 14.—Other Expenses of Issuance and Distribution**

The expenses in connection with the offer and sale of 3,000 shares of common stock of Domino's Pizza, Inc. pursuant to the Piece of the Pie Program and registered pursuant to the Registration Statement on Form S-3 (Registration No. 333-214890) filed on December 2, 2016, other than any brokerage fees or commissions, are set forth in the following table. All amounts are estimated except the Securities and Exchange Commission registration fee.

Securities and Exchange Commission registration fee	\$ 60
Printing and engraving expenses	2,500
Blue sky fees and expenses	1,000
Legal fees and expenses	50,000
Accounting fees and expenses	10,000
Transfer Agent and Registrar fees	1,000
Miscellaneous	440
Total	<u>\$65,000</u>