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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Domino's Pizza, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

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

**38-2511577**

(I.R.S. Employer Identification No.)

**48106**

(Zip code)

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**Domino's Pizza 2004 Equity Incentive Plan**

(Full Titles of the Plan)

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**David A. Brandon**

**Chairman and Chief Executive Officer**

**30 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 48106**

(Name and Address of Agent for Service)

**(734) 930-3030**

(Telephone Number, including Area Code of Agent for Service)

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**Copies of all communications, including communications sent to agent for service, should be sent to:**

**Craig E. Marcus, Esq.  
Ropes & Gray LLP  
One International Place  
Boston, Massachusetts 02110  
Telephone: (617) 951-7000  
Telecopy: (617) 951-7050**

**Kenneth B. Rollin Esq.  
Domino's Pizza, Inc.  
Executive Vice President & General Counsel  
30 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 48106  
Telephone: (734) 930-3030  
Telecopy: (734) 327-8877**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, par value \$.01 per share	10,000,000 shares	\$8.04	\$88,933,328.08	\$4,962.48

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) The offering price for shares subject to options on the date hereof is the actual exercise price of such options. Of the 10,000,000 shares to be registered hereunder, 78,000 are subject to options at an exercise price of \$8.33 per share and 592,600 are subject to options at an exercise price of \$7.97 per share and 1,500 are subject to options at an exercise price of \$13.41 per share and 44,400 are subject to options at an exercise price of \$13.16 per share and 326,250 are subject to options at an exercise price of \$12.51 per share and 166,875 are subject to options at an exercise price of \$11.23 per share and 80,625 are subject to options at an exercise price of \$10.65 per share and 3,027,829 are subject to options at an exercise price of \$10.06 per share and 7,250 are restricted performance units with a grant price of \$7.97 per share. The offering price for the remaining 5,674,671 shares not subject to options on the date hereof of \$8.04 per share has been estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) of the Securities Act of 1933 on the basis of the average high and low prices of Domino's Pizza, Inc. Common Stock, par value \$.01 per share, reported on the New York Stock Exchange on September 11, 2009.
- (3) The maximum aggregate offering price consists of \$649,740 payable in respect of 78,000 shares subject to options at an exercise price of \$8.33 per share, \$4,723,022 payable in respect of 592,600 shares subject to options at an exercise price of \$7.97 per share, \$20,115 payable in respect of 1,500 shares subject to options at an exercise price of \$13.41 per share, \$584,304 payable in respect of 44,400 shares subject to options at an exercise price of \$13.16 per share, \$4,081,387.50 payable in respect of 326,250 shares subject to options at an exercise price of \$12.51 per share, \$1,874,006.25 payable in respect of 166,875 shares subject to options at an exercise price of \$11.23 per share, \$858,656.25 payable in respect of 80,625 shares subject to options at an exercise price of \$10.65 per share, \$30,459,959.74 payable in respect of 3,027,829 shares subject to options at an exercise price of \$10.06 per share, plus \$45,624,354.84 payable in respect of 5,674,671 shares not subject to options on the date hereof, plus \$57,782.50 payable in respect of 7,250 restricted performance units not subject to options on the date hereof.

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## EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8 to register 10,000,000 additional shares of common stock to be offered pursuant to the Domino's Pizza 2004 Equity Incentive Plan, as amended (the "Plan"), of Domino's Pizza, Inc. (the "Company"). A registration statement on Form S-8 (No. 333-121923), filed with the Securities & Exchange Commission on January 10, 2005 to register 5,600,000 shares of common stock offered pursuant to the Plan is currently effective and is hereby incorporated herein by reference.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Township of Ann Arbor, State of Michigan, on the 17<sup>th</sup> day of September, 2009.

DOMINO'S PIZZA, INC.

By: /s/ Wendy A. Beck  
Name: Wendy A. Beck  
Title: Executive Vice President

**Power of attorney**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints David A. Brandon and Wendy A. Beck, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes in this registration statement as such person or persons so acting deems appropriate, with the Securities and Exchange Commission as that attorney-in-fact may deem necessary or appropriate.

\* \* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David A. Brandon</u> David A. Brandon	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	September 17, 2009
<u>/s/ Wendy A. Beck</u> Wendy A. Beck	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	September 17, 2009
<u>/s/ Andrew B. Balson</u> Andrew B. Balson	Director	September 17, 2009
<u>/s/ Diana F. Cantor</u> Diana F. Cantor	Director	September 17, 2009
<u>/s/ Vernon "Bud" O. Hamilton</u> Vernon "Bud" O. Hamilton	Director	September 17, 2009
<u>/s/ Mark E. Nunnelly</u> Mark E. Nunnelly	Director	September 17, 2009
<u>/s/ Robert M. Rosenberg</u> Robert M. Rosenberg	Director	September 17, 2009

## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
24	Powers of Attorney (contained under Signatures and Power of Attorney).

September 17, 2009

Ropes & Gray LLP

Domino's Pizza, Inc.  
30 Frank Lloyd Wright Drive  
Ann Arbor, Michigan 48106

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of an aggregate of 10,000,000 shares of Common Stock, \$0.01 par value (the "Shares"), of Domino's Pizza, Inc., a Delaware corporation (the "Company"), issuable under the Domino's Pizza 2004 Equity Incentive Plan, as amended (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary. The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act of 1933.

It is understood that this opinion is to be used only in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Ropes & Gray LLP

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Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2009 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in Domino's Pizza, Inc.'s Annual Report on Form 10-K for the year ended December 28, 2008.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan  
September 16, 2009