

DOMINOS PIZZA INC
Form SC 13G/A
February 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Domino s Pizza, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

25754A 20 1

(CUSIP Number)

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December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Fund VI, L.P.

EIN No.: 04-3405560

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

6,758,040 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

6,758,040 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,758,040 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.91%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital VI Coinvestment Fund, L.P.

EIN No.: 04-3405561

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

7,692,444 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

7,692,444 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,692,444 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.41%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates II

EIN No.: 04-3404818

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

641,717 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

641,717 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

641,717 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.04%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Trust Associates II

EIN No.: 04-3400371

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

74,337 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

74,337 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

74,337 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.12%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates II-B

EIN No.: 04-3404819

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

101,346 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

101,346 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,346 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.16%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Trust Associates II-B

EIN No.: 04-3400372

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

31,191 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

31,191 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,191 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BCIP Associates II-C

EIN No.: 04-3424217

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

184,016 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

184,016 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

184,016 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.30%

12. TYPE OF REPORTING PERSON*

PN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PEP Investments PTY Ltd.

EIN No.: 98-0400506

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New South Wales, Australia

5. SOLE VOTING POWER

NUMBER OF

SHARES

22,523 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

22,523 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,523 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

12. TYPE OF REPORTING PERSON*

OO

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brookside Capital Partners Fund, L.P.

EIN No.: 04-3313066

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES

1,484,424 Shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

0

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

1,484,424 Shares

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,484,424 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.40%

12. TYPE OF REPORTING PERSON*

PN

Item 1(a). **Name of Issuer**

The name of the issuer to which this filing on Schedule 13G/A relates is Domino's Pizza, Inc. (the Company).

Item 1(b). **Address of Issuer's Principal Executive Offices**

The principal executive offices of the Company are located at 30 Frank Lloyd Wright Drive, Ann Arbor, Michigan 48106.

Item 2(a). **Name of Person Filing**

This statement is being filed on behalf of Bain Capital Fund VI, L.P., a Delaware limited partnership (BCF VI), Bain Capital VI Coinvestment Fund, L.P., a Delaware limited partnership (BC VI Coinvest), BCIP Associates II, a Delaware general partnership (BCIP II), BCIP Trust Associates II, a Delaware general partnership (BCIP Trust II), BCIP Associates II-B, a Delaware general partnership (BCIP II-B), BCIP Trust Associates II-B, a Delaware general partnership (BCIP Trust II-B), BCIP Associates II-C, a Delaware general partnership (BCIP II-C), PEP Investments PTY Ltd., a New South Wales limited company (PEP), and Brookside Capital Partners Fund, L.P., a Delaware limited partnership (Brookside).

Bain Capital Partners VI, L.P., a Delaware limited partnership (BCP VI), is the sole general partner of BCF VI and BC VI Coinvest. Bain Capital Investors, LLC, a Delaware limited liability company (BCI), is the sole general partner of BCP VI. BCI is the managing partner of BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B and BCIP II-C and, by power of attorney, has the right to vote and dispose of securities owned by PEP. Brookside Capital Investors, L.P., a Delaware limited partnership (BCI LP) is the sole general partner of Brookside. Brookside Capital Management, LLC, a Delaware limited liability company (BCM) is the sole general partner of BCI LP. Mr. Domenic J. Ferrante is the sole managing member of BCM. BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside have entered into a Joint Filing Agreement, dated February 11, 2005, pursuant to which BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

Item 2(b). **Address of Principal Business Office or, if none, Residence**

The principal business address of each of BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside is c/o Bain Capital Investors, LLC 111 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c). **Citizenship**

Each of BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, and Brookside is organized under the laws of the State of Delaware. PEP is a New South Wales, Australia limited company. Messr. Domenic J. Ferrante is a citizen of the United States of America.

Item 2(d). **Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock, par value \$0.01 per share (Common Stock).

Item 2(e). **CUSIP Number**

The CUSIP number of the Company's Common Stock is 25754A 20 1.

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:** Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

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- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- .. **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. **Ownership**

Item 4(a). **Amount beneficially owned**

As of the close of business on December 31, 2007, BCF VI owned 6,758,040 shares of Common Stock of the Company. BCP VI is the sole general partner of BCF VI. BCI is the sole general partner of BCP VI.

As of the close of business on December 31, 2007, BC VI Coinvest owned 7,692,444 shares of Common Stock of the Company. BCP VI is the sole general partner of BC VI Coinvest. BCI is the sole general partner of BCP VI.

As of the close of business on December 31, 2007, BCIP II owned 641,717 shares of Common Stock of the Company. BCI is the managing partner of BCIP II.

As of the close of business on December 31, 2007, BCIP Trust II owned 74,337 shares of Common Stock of the Company. BCI is the managing partner of BCIP Trust II.

As of the close of business on December 31, 2006, BCIP II-B owned 101,346 shares of Common Stock of the Company. BCI is the managing partner of BCIP II-B.

As of the close of business on December 31, 2007, BCIP Trust II-B owned 31,191 shares of Common Stock of the Company. BCI is the managing partner of BCIP Trust II-B.

As of the close of business on December 31, 2007, BCIP II-C owned 184,016 shares of Common Stock of the Company. BCI is the managing partner of BCIP II-C.

As of the close of business on December 31, 2007, PEP owned 22,523 shares of Common Stock of the Company. BCI is attorney-in-fact for PEP.

As of the close of business on December 31, 2007, Brookside owned 1,484,424 shares of Common Stock of the Company. BCI LP is the sole general partner of Brookside, and BCM is the sole general partner of BCI LP. Mr. Domenic J. Ferrante is the sole managing member of BCM.

No person other than the respective owner referred to herein of the shares of Common Stock of the Company is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale

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of such shares of Common Stock of the Company.

Item 4(b). **Percent of Class**

As of the close of business on December 31, 2007, BCF VI owned 10.91% of the Common Stock outstanding of the Company, BC VI Coinvest owned 12.41% of the Common Stock outstanding of the Company, BCIP II owned 1.04% of the Common Stock outstanding of the Company, BCIP Trust II owned 0.12% of the Common Stock outstanding of the Company, BCIP II-B owned 0.16% of the Common Stock outstanding of the Company, BCIP Trust II-B owned 0.05% of the Common Stock outstanding of the Company, BCIP II-C owned 0.30% of the Common Stock outstanding of the Company, PEP owned 0.04% of the Common Stock outstanding of the Company, and Brookside owned 2.40% of the Common Stock outstanding of the Company. Together, as of the close of business on December 31, 2007, BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside owned 27.42% of the Common Stock outstanding of the Company. The aggregate percentage of Common Stock reported owned by BCF VI, BC VI Coinvest, BCIP II, BCIP Trust II, BCIP II-B, BCIP Trust II-B, BCIP II-C, PEP, and Brookside is based upon 61,967,121 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of October 7, 2007, based on representations made in the Company's quarterly report for the quarterly period ending September 9, 2007 on Form 10-Q filed with the Securities and Exchange Commission on October 16, 2007.

Item 4(c). **Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:

BCF VI	6,758,040
BC VI Coinvest	7,692,444
BCIP II	641,717
BCIP Trust II	74,337
BCIP II-B	101,346
BCIP Trust II-B	31,191
BCIP II-C	184,016
PEP	22,523
Brookside	1,484,424

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

BCF VI	6,758,040
BC VI Coinvest	7,692,444
BCIP II	641,717
BCIP Trust II	74,337
BCIP II-B	101,346
BCIP Trust II-B	31,191
BCIP II-C	184,016
PEP	22,523
Brookside	1,484,424

(iv) shared power to dispose or to direct the disposition of:

0

Item 5. **Ownership of Five Percent or Less of a Class**

Not Applicable.

Item 6. **Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

Item 7. **Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:**

Not Applicable.

Item 8. **Identification and Classification of Members of the Group**

Not Applicable.

Item 9. **Notice of Dissolution of Group**

Not Applicable.

Item 10. **Certification**

Not Applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2008

BAIN CAPITAL FUND VI, L.P.
BAIN CAPITAL VI COINVESTMENT FUND, L.P.
By: Bain Capital Partners VI, L.P., its general partner
By: Bain Capital Investors, LLC, its general partner

BCIP ASSOCIATES II
BCIP TRUST ASSOCIATES II
BCIP ASSOCIATES II-B
BCIP TRUST ASSOCIATES II-B
BCIP ASSOCIATES II-C
By: Bain Capital Investors, LLC, its managing partner

PEP INVESTMENTS PTY LTD.
By: Bain Capital Investors, LLC, its attorney-in-fact

By: /s/ Michael Goss
Name: Michael Goss
Title: Managing Director

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ Domenic J. Ferrante
Name: Domenic J. Ferrante
Title: Managing Director