

DOMINOS PIZZA INC
Form SC TO-I/A
April 28, 2009

As filed with the Securities and Exchange Commission on April 28, 2009.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2 to

SCHEDULE TO

(Rule 13e-4)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

Domino s Pizza, Inc.

(Name of Subject Company (issuer))

Domino s Pizza, Inc.

(Name of Filing Person (offeror))

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Options to Purchase Common Stock,

Par Value \$0.01 Per Share

(Title of Class of Securities)

256754A201

(CUSIP Number of Common Stock Underlying Class of Securities)

David A. Brandon

Chief Executive Officer

Domino s Pizza, Inc.

30 Frank Lloyd Wright Drive

Ann Arbor, Michigan 48106

Telephone: (734) 930-3030

(Name, Address and Telephone Number of Person Authorized to Receive Notices

and Communications on Behalf of the Person(s) Filing Statement)

Copy to:

**Jane D. Goldstein, Esq.
Craig E. Marcus, Esq.
Ropes & Gray LLP
One International Place**

**Boston, Massachusetts 02110
Telephone: (617) 951-7000
Telecopy: (617) 951-7050**

**Kenneth B. Rollin
Executive Vice President & General Counsel
Domino s Pizza, Inc.**

**30 Frank Lloyd Wright Drive
Ann Arbor, Michigan 48106
Telephone: (734) 930-3030
Telecopy: (734) 747-6210**

CALCULATION OF FILING FEE

**Transaction Valuation
\$8,512,300***

**Amount of Filing Fee
\$475.00****

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* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all options to purchase the Issuer's common stock that are eligible for exchange will be tendered for new options and cancelled pursuant to this offer. The options eligible for exchange have a value of \$8,512,300 calculated using the Black-Scholes option pricing method based on a price per share of common stock of \$6.45, the price of the Issuer's common stock as reported on The New York Stock Exchange on March 20, 2009.

** Calculated pursuant to Rule 0-11 of the Securities Exchange Act of 1934.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$475.00

Filing Party: Domino's Pizza, Inc.

Form or Registration No.: 005-80414

Date Filed: March 24, 2009

.. Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

.. Check the appropriate boxes to designate any transactions to which this statement relates:

.. third party tender offer subject to Rule 14d-1

x issuer tender offer subject to Rule 13e-4

.. going-private transaction subject to Rule 13e-3

.. Amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..

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This Amendment No. 2 (this Amendment No. 2) amends and supplements the Tender Offer Statement on Schedule TO (Schedule TO) filed with the Securities and Exchange Commission on March 24, 2009, as amended on April 10, 2009, relating to an offer by Domino's Pizza, Inc. (the Company) to its employees to exchange certain outstanding options to purchase shares of the Company's common stock granted under the Company's 2004 Equity Incentive Plan.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated, and unaffected items and exhibits are not included herein.

Item 12. Exhibits.

- (a)(1)(i)* Offering Memorandum relating to our Offer to Exchange Certain Outstanding Options to Purchase Common Stock for Replacement Options to Purchase Common Stock, dated March 24, 2009, as amended April 10, 2009.
- (a)(1)(ii)* Communication to Eligible Optionholders Announcing the Opening of the Exchange Program, to be delivered via e-mail on or around March 24, 2009.
- (a)(1)(iii)* Presentation to Eligible Optionholders, to be shown at a live meeting on or around March 24, 2009.
- (a)(1)(iv)* Stock Option Exchange Program Overview, to be given or made available online to Eligible Optionholders on or around March 24, 2009.
- (a)(1)(v)* Form of Domino's Pizza, Inc. Stock Option Exchange Program Election/Withdrawal Form.
- (a)(1)(vi)* Form of Communication to Tendering Domino's Pizza, Inc. Optionholders Confirming Receipt of Domino's Pizza Inc. Stock Option Election Form.
- (a)(1)(vii) Domino's Pizza, Inc. Annual Report on Form 10-K for the period ended December 28, 2008, filed with the Securities and Exchange Commission on February 24, 2009 is hereby incorporated by reference.
- (a)(1)(viii) Domino's Pizza, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on January 9, 2009 is hereby incorporated by reference.
- (a)(1)(ix)* Communication to Eligible Optionholders regarding the amended Offer, dated April 10, 2009.
- (a)(1)(x) Communication to Eligible Optionholders residing in the Netherlands, dated April 28, 2009.
- (a)(2) Not applicable
- (a)(3) Not applicable
- (a)(4) Not applicable
- (a)(5)(i) Definitive Proxy Statement on Schedule 14A for Domino's Pizza, Inc.'s 2009 Annual Meeting of Stockholders filed on March 23, 2009 is hereby incorporated by reference.
- (b) Not applicable.
- (c) Not applicable.
- (d)(1) Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan, filed as Exhibit 10.1 to the Domino's Pizza, Inc. quarterly report on Form 10-Q for the fiscal quarter ended June 18, 2006, is hereby incorporated by reference.
- (g) Not applicable
- (h) Not applicable

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DOMINO S PIZZA, INC.

By: /s/ David A. Brandon
David A. Brandon
Chief Executive Officer

April 28, 2009

INDEX TO EXHIBITS

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