

DOMINOS PIZZA INC
Form S-8
September 17, 2009

As filed with the Securities and Exchange Commission on September 17, 2009

REGISTRATION NO. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

Domino s Pizza, Inc.

(Exact Name of Registrant as Specified in Its Charter)

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)

Domino s Pizza 401(k) Savings Plan

(Full Title of the Plan)

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)

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) 747-6210**

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

Proposed maximum Proposed maximum

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	Amount to be registered	offering price per share (1)	aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	2,000,000 shares	\$8.04	\$16,080,000	\$897.26

- (1) The offering price for the shares of \$8.04 per share has been estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (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.

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 2,000,000 additional shares of common stock to be offered pursuant to the Domino's Pizza 401(k) Savings Plan (the Plan) of Domino's Pizza, Inc. (the Company). A registration statement on Form S-8 (No. 333-121830), filed with the Securities & Exchange Commission on January 4, 2005 to register 1,000,000 shares of common stock offered pursuant to the Plan is currently effective and is hereby incorporated herein by reference. The Registrant has submitted the Plan and intends to submit any amendments thereto to the Internal Revenue Service in a timely manner and intends to make all changes required by the Internal Revenue Service in order to qualify the Plan under Section 401 of the Internal Revenue Code.

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 17th 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.

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

EXHIBIT INDEX

Exhibit	Description
4.1	Domino's Pizza 401(k) Savings Plan.
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).