

DOMINOS PIZZA INC
Form 4
October 20, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCOUT CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

640 FIFTH AVENUE, 22ND
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOMINOS PIZZA INC [DPZ]

3. Date of Earliest Transaction
(Month/Day/Year)
10/18/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	10/18/2011		S	60,000	D	\$ 28.4202	5,830,000	I	See Notes <u>(1) (2) (3)</u> <u>(4) (5)</u>
Common Stock	10/18/2011		S	20,000	D	\$ 28.47	5,810,000	I	See Notes <u>(1) (2) (3)</u> <u>(4) (5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Total Return Swap	\$ 28.9435	10/18/2011		J/K	1	(7) 11/16/2012	Common Stock	105,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOUT CAPITAL MANAGEMENT LLC 640 FIFTH AVENUE 22ND FLOOR NEW YORK, NY 10019		X		
Scout Capital LLC 640 FIFTH AVENUE 22ND FLOOR NEW YORK, NY 10019		X		

Signatures

Scout Capital Management, L.L.C., By: Adam Weiss, Managing Member	10/20/2011
**Signature of Reporting Person	Date
Scout Capital, L.L.C., By: Adam Weiss, Managing Member	10/20/2011
**Signature of Reporting Person	Date
By: Adam Weiss	10/20/2011
**Signature of Reporting Person	Date
By: James Crichton	10/20/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Persons became a 10% owner as a result of the Issuer's buyback program.

(2) In addition to Scout Capital Management, L.L.C., a Delaware limited liability company ("Scout Capital Management"), this Form 4 is being filed jointly by Scout Capital, L.L.C., a Delaware limited liability company ("Scout Capital"), Adam Weiss, a citizen of the United States of America and James Crichton, a citizen of the United States of America (collectively, the "Reporting Persons"), each may be deemed to have a pecuniary interest in the securities owned by it. The address of the business office of Scout Capital Management and Mr Crichton is 640 Fifth Avenue, 22nd Floor, New York, NY 10019. The address of the business office of Mr. Weiss is 160 Forest Avenue, Palo Alto, CA 94301.

(3) Scout Capital Management serves as the investment manager to Scout Capital Partners II, L.P., a Delaware limited partnership, Scout Capital Long Term, L.P., a Delaware limited partnership, Scout Capital Master Fund, Ltd., a Cayman Islands exempted company, and Scout Capital Long Term Master, Ltd., a Cayman Islands exempted company (collectively, the "Funds"), with respect to the shares of Common Stock directly owned by the Funds.

(4) The Reporting Persons may be deemed to be the beneficial owner of the securities set forth above for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.

(5) The Reporting Persons disclaim any beneficial ownership of any of the securities set forth above, except to the extent of any pecuniary interest therein.

(6) The total return swaps set forth on Table II do not give any of the Funds or the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the issuer and do not require the counterparty thereto to acquire, hold, vote or dispose of any securities of the issuer.

(7) Under the terms of the cash-settled total return swaps (i) If the Final Price is less than the reference price referred to in column 2 of the table above, the Funds will be obligated to pay to the counterparty the difference multiplied by the number of shares of Common Stock subject to the swap on settlement date, and (ii) If the Final Price is greater than the reference price referred to in column 2 of the table above, the Counterparty will be obligated to pay to the Funds the difference multiplied by the number of shares of Common Stock subject to the swap on settlement date. In either case, the Funds will be obligated to pay interest to the counterparty on a monthly basis at the rates set forth in the applicable contracts. Any dividends notionally paid on the number of shares subject to the swap during the term of the swap will be paid to the Funds. All balances will be cash settled.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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