

DOMINOS PIZZA INC
Form 3
August 24, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lawton Michael T | | (Month/Day/Year) | DOMINOS PIZZA INC [DPZ] | |
| (Last) | (First) | (Middle) | 08/20/2010 | |
| DOMINO'S PIZZA,Â 30 | | | | |
| FRANK LLOYD WRIGHT | | | | |
| DRIVE | | | | |
| (Street) | | | | |
| ANN ARBOR,Â MIÂ 48106 | | | | |
| (City) | (State) | (Zip) | | |
| 1. Title of Security | | 2. Amount of Securities Beneficially Owned | 3. Ownership Form: | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4) | | (Instr. 4) | Direct (D) or Indirect (I) | (Instr. 5) |
| Common Stock, \$.01 par value | | 3,240.772 | I | 401(k) Savings Plan |
| Common Stock, \$.01 par value | | 59,306.54 <u>(1)</u> <u>(2)</u> | D | Â |

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Financial Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| | | | | | |
|---------------------------------|---|--|---------------------------|----------------------|--|
| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
| (Instr. 4) | (Month/Day/Year) | | | | |

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------------------------------|---------------------------|-----------------|-------------------------------|----------------------------|------------------------------|--|------------|
| Options to Purchase Common Stock | 06/25/2003 | 01/01/2012 | Common Stock, \$.01 par value | 8,000 | \$ 5.25 | D | Â |
| Options to Purchase Common Stock | 05/04/2007 | 07/01/2013 | Common Stock, \$.01 par value | 10,000 | \$ 8.66 | D | Â |
| Options to Purchase Common Stock | 07/13/2009 | 07/13/2014 | Common Stock, \$.01 par value | 3,200 | \$ 2.75 | D | Â |
| Options to Purchase Common Stock | 02/18/2010 | 02/18/2015 | Common Stock, \$.01 par value | 30,000 | \$ 3.61 | D | Â |
| Options to Purchase Common Stock | 07/29/2010 | 07/29/2015 | Common Stock, \$.01 par value | 45,000 | \$ 11.52 | D | Â |
| Options to Purchase Common Stock | 07/26/2011 ⁽³⁾ | 07/26/2016 | Common Stock, \$.01 par value | 48,000 | \$ 8.96 | D | Â |
| Options to Purchase Common Stock | 07/16/2013 ⁽⁴⁾ | 07/16/2018 | Common Stock, \$.01 par value | 100,000 | \$ 10.88 | D | Â |
| Options to Purchase Common Stock | 06/01/2009 | 07/13/2014 | Common Stock, \$.01 par value | 4,320 | \$ 10.06 | D | Â |
| Options to Purchase Common Stock | 06/01/2009 | 02/18/2015 | Common Stock, \$.01 par value | 18,000 | \$ 10.06 | D | Â |
| Options to Purchase Common Stock | 06/01/2009 | 07/29/2015 | Common Stock, \$.01 par value | 22,500 | \$ 12.51 | D | Â |

| | | | Common Stock, \$.01 par value | | | | |
|-------------------------------------|---------------------------|------------|--|----------|---|---|--|
| Options to Purchase Common Stock | 06/01/2009 | 07/26/2016 | 9,000 | \$ 11.23 | D | Â | |
| Options to Purchase Common Stock | 06/01/2009 ⁽⁵⁾ | 07/18/2017 | 76,500 | \$ 10.06 | D | Â | |
| Options to Purchase Common Stock | 07/16/2012 ⁽⁶⁾ | 07/16/2019 | 30,000 | \$ 7.97 | D | Â | |
| Options to Purchase Common Stock | 07/20/2013 ⁽⁷⁾ | 07/20/2020 | 25,000 | \$ 12.32 | D | Â | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawton Michael T DOMINO'S PIZZA 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ Michael T.
Lawton

08/23/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 23,334 shares of Common Stock representing two-thirds of an original grant of performance-based restricted stock that shall vest one-half on each of July 16, 2011 and July 16, 2012 if applicable performance conditions are achieved.
 - (2) Includes 25,000 shares of common stock that represent a grant of performance-based restricted stock that shall vest one-third on each of July 20, 2011, July 20, 2012 and July 20, 2013 if applicable performance conditions are achieved.
 - (3) The options to purchase common stock vest ratably over a five-year period, thus an equal portion vested on on each of July 26, 2008, July 26, 2009 and July 26, 2010 and an equal portion is scheduled to vest on July 26, 2011.
 - (4) The options to purchase common stock vest 20% each year anniversary of the option to purchase grant date. Thus 20% vested on each of July 16, 2009 and July 16, 2010, and 20% shall vest on each of July 16, 2011, July 16, 2012 and July 16, 2013.
- These options to purchase common stock were vested 20% on the date of grant and the remaining unvested options provide for vesting in
- (5) four equal annual installments, equal installments on each of July 18, 2009 and July 18, 2010 and equal installments scheduled on each of July 18, 2011 and July 18, 2012.

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- (6) The options to purchase common stock vest one-third each year on the anniversary date of the option to purchase grant date. Thus one-third vested on July 16, 2010, and one-third shall vest on each of July 16, 2011 and July 16, 2012.
- (7) The options to purchase common stock vest one-third each year on the anniversary date of the option to purchase grant date. Thus one-third shall vest on each of July 20, 2011, July 20, 2012 and July 20, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.