

ROBBINS CLIFTON S
Form 4
March 06, 2009

FORM 4

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

OMB APPROVAL

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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 *
Blue Harbour Group, LP

(Last) (First) (Middle)
646 STEAMBOAT ROAD
(Street)
GREENWICH, CT 06830
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/04/2009 | | S | 3,300,000 D | \$ 6 3,473,543 | I (1) (2) | See Explanation (1) (2) |

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

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

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| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blue Harbour Group, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830 | | X | | |
| Blue Harbour Strategic Value Partners Master Fund, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830 | | X | | |
| Blue Harbour Institutional Partners Master Fund, LP 646 STEAMBOAT ROAD GREENWICH, CT 06830 | | X | | |
| Blue Harbour GP, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830 | | X | | |
| Blue Harbour Holdings, LLC 646 STEAMBOAT ROAD GREENWICH, CT 06830 | | X | | |
| ROBBINS CLIFTON S 646 STEAMBOAT ROAD GREENWICH, CT 06830 | | X | | |

Signatures

/s/ Clifton S. Robbins Managing Member Blue Harbour Holdings LLC 03/06/2009

__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) Upon completion of the transactions described in this Form 4, Blue Harbour Strategic Value Partners Master Fund, LP (the "Fund") beneficially owned directly 2,700,648 shares and Blue Harbour Institutional Partners Master Fund, L.P. ("BHIP") beneficially owned directly 772,895 shares. This Form 4 is filed by the Fund, BHIP, Blue Harbour Group, LP ("Manager"), Blue Harbour GP, LLC ("Fund GP"), Blue Harbour Holdings, LLC ("Manager GP") and Clifton S. Robbins. Manager provides investment advisory and investment management services to the Fund and BHIP. Fund GP is the general partner of the Fund and BHIP. Manager GP is the general partner of Manager.

(2) (continued from previous footnote) Mr. Robbins directly and indirectly through trusts or other entities controlled by Mr. Robbins is the controlling shareholder of Manager GP and Fund GP. Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

Remarks:

Exhibit 99.1 - Joint Filer Information incorporated herein by reference.

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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