

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) July 31, 2019

Domino's Pizza, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-32242
(Commission File Number)

38-2511577
(I.R.S. Employer Identification No.)

30 Frank Lloyd Wright Drive
Ann Arbor, Michigan
(Address of Principal Executive Offices)

48105
(Zip Code)

Registrant's telephone number, including area code (734) 930-3030

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

| Title of Each Class | Trading Symbol | Name of Each Exchange on Which Registered |
|--|----------------|---|
| Domino's Pizza, Inc. Common Stock, \$0.01 par value | DPZ | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

The document attached hereto as Exhibit 99.1 is a copy of a report provided by Domino's Pizza, Inc. (the "Company") to holders of the Series 2015-1 4.474% Fixed Rate Senior Secured Notes, Class A-2-II, holders of the Series 2017-1 Floating Rate Senior Secured Notes, Class A-2-I, holders of the Series 2017-1 3.082% Fixed Rate Senior Secured Notes, Class A-2-II, holders of the Series 2017-1 4.118% Fixed Rate Senior Secured Notes, Class A-2-III, holders of the Series 2018-1 4.116% Fixed Rate Senior Secured Notes, Class A-2-I, holders of the Series 2018-1 4.328% Fixed Rate Senior Secured Notes, Class A-2-II, and holders of the Series 2017-1 Variable Funding Senior Secured Notes, Class A-1, of Domino's Pizza Master Issuer LLC, a subsidiary of the Company. The information in this Form 8-K and the Exhibit attached hereto are being furnished pursuant to Item 7.01 of Form 8-K and therefore shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | <u>Domino's Pizza Master Issuer LLC Quarterly Noteholders' Statement for the second quarter of 2019.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 31, 2019

DOMINO'S PIZZA, INC.
(Registrant)

/s/ Jeffrey D. Lawrence

Jeffrey D. Lawrence
Executive Vice President, Chief Financial Officer

Domino's Pizza Master Issuer LLC
Domino's SPV Canadian Holding Company Inc.
Domino's Pizza Distribution LLC
Domino's IP Holder LLC

Quarterly Noteholders' Statement

Quarterly Collection Period Starting: March 25, 2019
Quarterly Collection Period Ending: June 16, 2019
Quarterly Payment Date: July 25, 2019

Debt Service Coverage Ratios and Senior ABS Leverage

| | <u>Holdco Leverage</u> | <u>Senior ABS Leverage</u> | <u>Quarterly DSCR</u> |
|---------------------|----------------------------|--------------------------------|---------------------------|
| Current Period | 5.12 x | 5.56 x | 3.80 x |
| One Period Prior | 5.29 x | 5.70 x | 3.87 x |
| Two Periods Prior | 5.48 x | 5.82 x | 3.50 x |
| Three Periods Prior | 5.49 x | 5.96 x | 3.46 x |

System Performance

Domestic

| | <u>Franchise</u> | <u>Company- Owned</u> | <u>Total Domestic</u> |
|--|------------------|---------------------------|-----------------------|
| Open Stores at end of prior Quarterly Collection Period | 5,511 | 392 | 5,903 |
| Store Openings during Quarterly Collection Period | 44 | 1 | 45 |
| Store Transfers during Quarterly Collection Period | 59 | (59) | — |
| Permanent Store Closures during Quarterly Collection Period | (2) | (1) | (3) |
| Net Change in Open Stores during Quarterly Collection Period | 101 | (59) | 42 |
| Open Stores at end of Quarterly Collection Period | 5,612 | 333 | 5,945 |

International

| | <u>Franchise</u> | <u>Company- Owned</u> | <u>Total International</u> |
|--|------------------|---------------------------|--------------------------------|
| Open Stores at end of prior Quarterly Collection Period | 10,211 | — | 10,211 |
| Store Openings during Quarterly Collection Period | 171 | — | 171 |
| Permanent Store Closures during Quarterly Collection Period | (13) | — | (13) |
| Net Change in Open Stores during Quarterly Collection Period | 158 | — | 158 |
| Open Stores at end of Quarterly Collection Period | 10,369 | — | 10,369 |

Same-Store Sales Growth for Quarterly Collection Period

| | <u>Franchise</u> | <u>Company- Owned</u> | <u>International</u> |
|--|------------------|---------------------------|----------------------|
| | 3.1% | 2.1% | 2.4% |

Potential Events

| | <u>Material Concern</u> |
|---|-----------------------------|
| i. Potential Rapid Amortization Event | No |
| ii. Potential Manager Termination Event | No |

Cash Trapping

| | <u>Commenced</u> | <u>Commencement Date</u> |
|--|------------------|------------------------------|
| i. a. Partial Cash Trapping Period | No | N/A |
| b. Full Cash Trapping Period | No | N/A |
| ii. Cash Trapping Percentage during Quarterly Collection Period | | N/A |
| iii. Cash Trapping Percentage following current Quarterly Payment Date | | N/A |
| iv. Cash Trapping Percentage during prior Quarterly Collection Period | | N/A |
| v. Partial Cash Trapping Release Event | | N/A |
| vi. Full Cash Trapping Release Event | | N/A |

Occurrence Dates

| | <u>Commenced</u> | <u>Commencement Date</u> |
|-------------------------------|------------------|------------------------------|
| i. Rapid Amortization Event | No | N/A |
| ii. Default | No | N/A |
| iii. Event of Default | No | N/A |
| iv. Manager Termination Event | No | N/A |

Non-Amortization Test

| | <u>Commenced</u> | <u>Commencement Date</u> |
|----------------------------|------------------|------------------------------|
| i. Non-Amortization Period | No | N/A |

Extension Periods

| | <u>Commenced</u> | <u>Commencement Date</u> |
|---|------------------|------------------------------|
| i. Series 2017-1 Class A-1 first renewal period | No | N/A |

ii. Series 2017-1 Class A-1 second renewal period

No N/A

Domino's Pizza Master Issuer LLC
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Domino's IP Holder LLC

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Quarterly Payment Date: July 25, 2019

Allocation of Funds

1. Outstanding Notes and Reserve Account Balances as of Prior Quarterly Payment Date:

| | | |
|-----|---|-------------------|
| i. | Outstanding Principal Balances | |
| a. | Series 2017-1 Class A-1 Notes (Advance) | \$ — |
| a. | Series 2017-1 Class A-1 Notes (Swingline) | \$ — |
| a. | Series 2017-1 Class A-1 Notes (L/C) | \$ 48,120,369.00 |
| b. | Series 2015-1 Class A-2-I Notes | \$ — |
| b. | Series 2015-1 Class A-2-II Notes | \$ 776,000,000.00 |
| b. | Series 2017-1 Class A-2-I Notes | \$ 294,750,000.00 |
| b. | Series 2017-1 Class A-2-II Notes | \$ 589,500,000.00 |
| b. | Series 2017-1 Class A-2-III Notes | \$ 982,500,000.00 |
| b. | Series 2018-1 Class A-2-I Notes | \$ 420,750,000.00 |
| b. | Series 2018-1 Class A-2-II Notes | \$ 396,000,000.00 |
| c. | Senior Subordinated Notes | \$ — |
| d. | Subordinated Notes | \$ — |
| ii. | Reserve Account Balances | |
| a. | Available Senior Notes Interest Reserve Account Amount (1) | \$ 36,860,575.41 |
| b. | Available Senior Subordinated Notes Interest Reserve Account Amount | \$ — |
| c. | Available Cash Trap Reserve Account Amount (1) | \$ — |

2. Retained Collections for Current Quarterly Payment Date:

| | | |
|--------|--|--------------------------|
| i. | Franchisee Payments | |
| a. | Domestic Continuing Franchise Fees | \$ 167,305,560.05 |
| b. | International Continuing Franchise Fees | \$ 48,059,474.43 |
| c. | Initial Franchise Fees | \$ — |
| d. | Other Franchise Fees | \$ — |
| e. | PULSE Maintenance Fees | \$ (2,207.04) |
| f. | PULSE License Fees | \$ 973,962.92 |
| g. | Technology Fees | 15,990,759.88 |
| h. | Franchisee Insurance Proceeds | \$ — |
| i. | Other Franchisee Payments | \$ — |
| ii. | Company-Owned Stores License Fees | \$ 5,614,819.56 |
| iii. | Third-Party License Fees | \$ — |
| iv. | Product Purchase Payments | \$ 514,048,125.54 |
| v. | Co-Issuers Insurance Proceeds | \$ — |
| vi. | Asset Disposition Proceeds | \$ — |
| vii. | Excluded Amounts | \$ 1,588,839.70 |
| viii. | Other Collections | \$ 252,783.00 |
| ix. | Investment Income | \$ 567,657.69 |
| x. | HoldCo L/C Agreement Fee Income | \$ 28,070.16 |
| Less: | | |
| xiii. | Excluded Amounts | \$ 90,561,352.59 |
| a. | Advertising Fees | \$ 88,972,512.89 |
| b. | Company-Owned Store Advertising Fees | \$ — |
| c. | Third-Party Matching Expenses | \$ 1,588,839.70 |
| xiv. | Product Purchase Payments | \$ 514,048,125.54 |
| xiv. | Bank Account Expenses | \$ 7,771.21 |
| Plus: | | |
| xvi. | Aggregate Weekly Distributor Profit Amount | \$ 37,801,846.24 |
| xvii. | Retained Collections Contributions | \$ — |
| xviii. | Total Retained Collections | \$ 187,612,442.79 |

1. Amounts calculated as of the close of business on the last Business Day of the preceding Quarterly Collection Period.

Domino's Pizza Master Issuer LLC
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Domino's Pizza Distribution LLC
Domino's IP Holder LLC

Quarterly Noteholders' Statement

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Quarterly Payment Date: July 25, 2019

3. Adjusted Net Cash Flow for Current Quarterly Payment Date:

| | | |
|-------|--|-------------------------|
| i. | Retained Collections for Quarterly Collection Period | \$187,612,442.79 |
| | Less: | |
| ii. | Servicing Fees, Liquidation Fees and Workout Fees | \$ 175,381.02 |
| iii. | Securitization Entities Operating Expenses paid during Quarterly Collection Period | \$ 66,262.50 |
| iv. | Weekly Manager Fee Amounts paid during Quarterly Collection Period | \$ 16,408,533.00 |
| v. | PULSE Maintenance Fees | \$ (2,207.04) |
| vi. | Technology Fees | \$ 15,990,759.88 |
| vii. | Administrative Expenses | \$ 18,750.00 |
| viii. | Investment Income | \$ 567,657.69 |
| vix. | Retained Collections Contributions, if applicable, received during Quarterly Collection Period | \$ — |
| viii. | Net Cash Flow for Quarterly Collection Period | \$154,387,305.74 |
| ix. | Net Cash Flow for Quarterly Collection Period / Number of Days in Quarterly Collection Period | \$ 1,837,944.12 |
| x. | Multiplied by 91 if 52 week fiscal year or 92.75 if 53 week fiscal year | 91 |
| xi. | Adjusted Net Cash Flow for Quarterly Collection Period | \$167,252,914.55 |

4. Debt Service / Payments to Noteholders for Current Quarterly Payment Date:

| | | |
|------|--|-------------------------|
| i. | Required Interest on Senior and Senior Subordinated Notes | |
| | Series 2017-1 Class A-1 Quarterly Interest | \$ 182,456.40 |
| | Series 2015-1 Class A-2-I Quarterly Interest | \$ — |
| | Series 2015-1 Class A-2-II Quarterly Interest | \$ 8,679,560.00 |
| | Series 2017-1 Class A-2-I Quarterly Interest | \$ 2,853,775.64 |
| | Series 2017-1 Class A-2-II Quarterly Interest | \$ 4,542,097.50 |
| | Series 2017-1 Class A-2-III Quarterly Interest | \$ 10,114,837.50 |
| | Series 2018-1 Class A-2-I Quarterly Interest | \$ 4,329,517.50 |
| | Series 2018-1 Class A-2-II Quarterly Interest | \$ 4,284,720.00 |
| ii. | Required Principal on Senior and Senior Subordinated Notes | |
| | Series 2015-1 Class A-2-I Quarterly Scheduled Principal | \$ — |
| | Series 2015-1 Class A-2-II Quarterly Scheduled Principal | \$ 2,000,000.00 |
| | Series 2017-1 Class A-2-I Quarterly Scheduled Principal | \$ 750,000.00 |
| | Series 2017-1 Class A-2-II Quarterly Scheduled Principal | \$ 1,500,000.00 |
| | Series 2017-1 Class A-2-III Quarterly Scheduled Principal | \$ 2,500,000.00 |
| | Series 2018-1 Class A-2-I Quarterly Scheduled Principal | \$ 1,062,500.00 |
| | Series 2018-1 Class A-2-II Quarterly Scheduled Principal | \$ 1,000,000.00 |
| iii. | Other | |
| | Series 2017-1 Class A-1 Quarterly Commitment Fees | \$ 240,542.63 |
| iv. | Total Debt Service | \$ 44,040,007.17 |
| v. | Other Payments to Noteholders Relating to Notes | |
| | Series 2017-1 Class A-1 Quarterly Contingent Additional Interest | \$ — |
| | Series 2015-1 Class A-2-I Quarterly Contingent Additional Interest | \$ — |
| | Series 2015-1 Class A-2-II Quarterly Contingent Additional Interest | \$ — |
| | Series 2017-1 Class A-2-I Quarterly Contingent Additional Interest | \$ — |
| | Series 2017-1 Class A-2-II Quarterly Contingent Additional Interest | \$ — |
| | Series 2017-1 Class A-2-III Quarterly Contingent Additional Interest | \$ — |
| | Series 2018-1 Class A-2-I Quarterly Contingent Additional Interest | \$ — |
| | Series 2018-1 Class A-2-II Quarterly Contingent Additional Interest | \$ — |

5. Aggregate Weekly Allocations to Distribution Accounts for Current Quarterly Payment Date:

| | | |
|-------|--|-------------------------|
| i. | All available deposits in Series 2017-1 Class A-1 Distribution Account | \$ 441,749.03 |
| iii. | All available deposits in Series 2015-1 Class A-2-I Distribution Account | \$ — |
| iv. | All available deposits in Series 2015-1 Class A-2-II Distribution Account | \$ 10,679,560.00 |
| v. | All available deposits in Series 2017-1 Class A-2-I Distribution Account | \$ 3,603,775.64 |
| vi. | All available deposits in Series 2017-1 Class A-2-II Distribution Account | \$ 6,042,097.50 |
| vii. | All available deposits in Series 2017-1 Class A-2-III Distribution Account | \$ 12,614,837.50 |
| viii. | All available deposits in Series 2018-1 Class A-2-I Distribution Account | \$ 5,392,017.50 |
| ix. | All available deposits in Series 2018-1 Class A-2-II Distribution Account | \$ 5,284,720.00 |
| v. | Total on Deposit in Distribution Accounts | \$ 44,058,757.17 |

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Quarterly Noteholders' Statement

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Quarterly Payment Date: July 25, 2019

6. Distributions for Current Quarterly Payment Date:

| | | |
|---|---|-------------------------|
| <u>Series 2017-1 Class A-1 Distribution Account</u> | | |
| i. | Payment of interest and fees related to Series 2017-1 Class A-1 Notes | \$ 441,749.03 |
| ii. | Indemnification & Real Estate Disposition Proceeds Payments to reduce commitments under Series 2017-1 Class A-1 Notes | \$ — |
| iii. | Principal payments to Series 2017-1 Class A-1 Notes | \$ — |
| iv. | Payment of Series 2017-1 Class A-1 Notes Breakage Amounts | \$ — |
| <u>Series 2015-1 Class A-2-I Distribution Account</u> | | |
| i. | Payment of interest related to Series 2015-1 Class A-2-I Notes | \$ — |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2015-1 Class A-2-I Notes | \$ — |
| iii. | Principal payment to Series 2015-1 Class A-2-I Notes | \$ — |
| iv. | Make-Whole Premium related to Series 2015-1 Class A-2-I Notes | \$ — |
| <u>Series 2015-1 Class A-2-II Distribution Account</u> | | |
| i. | Payment of interest related to Series 2015-1 Class A-2-II Notes | \$ 8,679,560.00 |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2015-1 Class A-2-II Notes | \$ — |
| iii. | Principal payment to Series 2015-1 Class A-2-II Notes | \$ 2,000,000.00 |
| iv. | Make-Whole Premium related to Series 2015-1 Class A-2-II Notes | \$ — |
| <u>Series 2017-1 Class A-2-I Distribution Account</u> | | |
| i. | Payment of interest related to Series 2017-1 Class A-2-I Notes | \$ 2,853,775.64 |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2017-1 Class A-2-I Notes | \$ — |
| iii. | Principal payment to Series 2017-1 Class A-2-I Notes | \$ 750,000.00 |
| iv. | Make-Whole Premium related to Series 2017-1 Class A-2-I Notes | \$ — |
| <u>Series 2017-1 Class A-2-II Distribution Account</u> | | |
| i. | Payment of interest related to Series 2017-1 Class A-2-II Notes | \$ 4,542,097.50 |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2017-1 Class A-2-II Notes | \$ — |
| iii. | Principal payment to Series 2017-1 Class A-2-II Notes | \$ 1,500,000.00 |
| iv. | Make-Whole Premium related to Series 2017-1 Class A-2-II Notes | \$ — |
| <u>Series 2017-1 Class A-2-III Distribution Account</u> | | |
| i. | Payment of interest related to Series 2017-1 Class A-2-III Notes | \$ 10,114,837.50 |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2017-1 Class A-2-III Notes | \$ — |
| iii. | Principal payment to Series 2017-1 Class A-2-III Notes | \$ 2,500,000.00 |
| iv. | Make-Whole Premium related to Series 2017-1 Class A-2-III Notes | \$ — |
| <u>Series 2018-1 Class A-2-I Distribution Account</u> | | |
| i. | Payment of interest related to Series 2018-1 Class A-2-I Notes | \$ 4,329,517.50 |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2018-1 Class A-2-I Notes | \$ — |
| iii. | Principal payment to Series 2018-1 Class A-2-I Notes | \$ 1,062,500.00 |
| iv. | Make-Whole Premium related to Series 2018-1 Class A-2-I Notes | \$ — |
| <u>Series 2018-1 Class A-2-II Distribution Account</u> | | |
| i. | Payment of interest related to Series 2018-1 Class A-2-II Notes | \$ 4,284,720.00 |
| ii. | Indemnification & Real Estate Disposition Proceeds payments to Series 2018-1 Class A-2-II Notes | \$ — |
| iii. | Principal payment to Series 2018-1 Class A-2-II Notes | \$ 1,000,000.00 |
| iv. | Make-Whole Premium related to Series 2018-1 Class A-2-II Notes | \$ — |
| | Total Allocations from Distribution Accounts | \$ 44,058,757.17 |
| 7. Senior Notes Interest Reserve Account Deposits, Draws and Releases as of Current Quarterly Payment Date: | | |
| i. | Deposits into Senior Notes Interest Reserve Account during Quarterly Collection Period | \$ 0.00 |
| ii. | Less draws on / releases from Available Senior Notes Interest Reserve Account Amount | \$ 311,108.07 |
| iii. | Total Increase (Reduction) of Available Senior Notes Interest Reserve Account Amount | \$ (311,108.07) |
| 8. Senior Subordinated Notes Interest Reserve Account Deposits, Draws and Releases as of Current Quarterly Payment Date: | | |
| i. | Deposits into Senior Subordinated Notes Interest Reserve Account during Quarterly Collection Period | \$ — |
| ii. | Less draws on Available Senior Subordinated Notes Interest Reserve Account Amount | \$ — |
| iii. | Total Increase (Reduction) of Available Senior Subordinated Notes Interest Reserve Account Amount | \$ — |

Domino's Pizza Master Issuer LLC
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Quarterly Noteholders' Statement

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Quarterly Payment Date: July 25, 2019

9. Cash Trap Reserve Account Deposits, Draws and Releases as of Current Quarterly Payment Date:

| | | | |
|------|---|-----------|----------|
| i. | Deposits into Cash Trap Reserve Account during Quarterly Collection Period | \$ | — |
| ii. | Less draws on Available Cash Trap Reserve Account Amount | \$ | — |
| iii. | Less Cash Trapping Release Amount | \$ | — |
| iv. | Total Increase (Reduction) of Available Cash Trap Reserve Account Amount | \$ | — |

10. Real Estate Disposition Proceeds

| | | | |
|-----|---|----|---|
| i. | Aggregate Real Estate Disposition Proceeds as of Prior Quarterly Payment Date | \$ | — |
| ii. | Aggregate Real Estate Disposition Proceeds as of Current Quarterly Payment Date | \$ | — |

11. Outstanding Balances as of Current Quarterly Payment Date (after giving effect to payments to be made on such date):

| | | | |
|-------|--|----|----------------|
| i. | Series 2017-1 Class A-1 Notes (Advance) | \$ | — |
| i. | Series 2017-1 Class A-1 Notes (Swingline) | \$ | — |
| i. | Series 2017-1 Class A-1 Notes (L/C) | \$ | 48,120,369.00 |
| ii. | Series 2015-1 Class A-2-I Notes | \$ | — |
| iii. | Series 2015-1 Class A-2-II Notes | \$ | 774,000,000.00 |
| iv. | Series 2017-1 Class A-2-I Notes | \$ | 294,000,000.00 |
| v. | Series 2017-1 Class A-2-II Notes | \$ | 588,000,000.00 |
| vi. | Series 2017-1 Class A-2-III Notes | \$ | 980,000,000.00 |
| vii. | Series 2018-1 Class A-2-I Notes | \$ | 419,687,500.00 |
| viii. | Series 2018-1 Class A-2-II Notes | \$ | 395,000,000.00 |
| ix. | Senior Subordinated Notes | \$ | — |
| x. | Subordinated Notes | \$ | — |
| xi. | Reserve account balances: | | |
| a. | Available Senior Notes Interest Reserve Account Amount | \$ | 36,549,467.34 |
| b. | Available Senior Subordinate Notes Interest Reserve Account Amount | \$ | — |
| c. | Available Cash Trap Reserve Account Amount | \$ | — |

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Quarterly Noteholders' Statement

this July 22, 2019

Domino's Pizza LLC as Manager on behalf of the Master Issuer and certain subsidiaries thereto,

by: /s/ Kristy Chipman
Kristy Chipman - Vice President and Treasurer