SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 16, 2002

OR

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from: ___________ to ___________

Commission file number: 333-74797

Domino's, Inc.
(Exact name of registrant as specified in its charter)

Delaware	38-3025165
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

30 Frank Lloyd Wright Drive
Ann Arbor, Michigan 48106
(Address of principal executive offices)

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

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [_]

The number of shares outstanding of the registrant's common stock as of July 22, 2002 was 10 shares.

Domino's, Inc.

INDEX

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

Domino's, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

(In thousands) Assets	June 16, 2002 (Unaudited)	December 30, 2001 (Note)
Current assets:		
Cash and cash equivalents	$ 8,127	$ 34,842
Accounts receivable	53,396	54,225
Notes receivable	4,394	4,024
Inventories	19,341	22,088
Prepaid expenses and other	9,425	4,892
Deferred income taxes	11,302	11,302
Total current assets	105,985	131,373
Property, plant and equipment:		
Land and buildings	16,055	15,983
Leasehold and other improvements	55,272	50,684
Equipment	133,063	114,904
Construction in progress	4,719	5,837
	209,109	187,408
Accumulated depreciation and amortization	102,180	99,763
Property, plant and equipment, net	106,929	87,645
Other assets:		
Deferred financing costs	21,644	24,594
Goodwill	27,267	12,673
Capitalized software	27,089	34,408
Deferred income taxes	63,915	66,270
Other	22,604	25,330
Total other assets	162,519	163,275
Total assets	$ 375,433	$ 382,293
Liabilities and stockholder's deficit		
Current liabilities:		
Current portion of long-term debt	$ 40,694	$ 43,157
Accounts payable	35,286	30,125
Insurance reserves	8,222	7,365
Other accrued liabilities	76,950	73,487
Total current liabilities	161,152	154,134
Long-term liabilities:		
Long-term debt, less current portion	581,940	611,532
Insurance reserves	9,999	6,334
Other accrued liabilities	30,997	35,167
Total long-term liabilities	622,936	653,033
Stockholder's deficit:		
Common stock	-	-
Additional paid-in capital	120,723	120,202
Retained deficit	(525,889)	(542,540)
Accumulated other comprehensive loss	(3,489)	(2,536)
Total stockholder's deficit	(408,655)	(424,874)
Total liabilities and stockholder's deficit	$ 375,433	$ 382,293

Note: The balance sheet at December 30, 2001 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

See accompanying notes.

Domino's, Inc. and Subsidiaries
Condensed Consolidated Statements of Income
(Unaudited)

(In thousands)	Fiscal Quarter Ended June 16, 2002	Fiscal Quarter Ended June 17, 2001	Two Fiscal Quarters Ended June 16, 2002	Two Fiscal Quarters Ended June 17, 2001
Revenues:				
Domestic corporate stores	$ 88,482	$ 81,926	$ 178,388	$ 172,769
Domestic franchise	32,037	30,044	66,596	60,669
Domestic distribution	154,721	156,229	320,466	306,832
International	18,822	15,553	36,668	31,113
Total revenues	294,062	283,752	602,118	571,383
Operating expenses:				
Cost of sales	215,790	211,965	441,128	424,211
General and administrative	47,473	41,978	91,644	88,521
Total operating expenses	263,263	253,943	532,772	512,732
Income from operations	30,799	29,809	69,346	58,651
Interest income	50	420	268	1,015
Interest expense	(13,694)	(15,689)	(27,213)	(32,280)
Income before provision for income taxes	17,155	14,540	42,401	27,386
Provision for income taxes	6,346	5,664	15,687	10,701
Net income	$ 10,809	$ 8,876	$ 26,714	$ 16,685

See accompanying notes.

Domino's, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Two Fiscal Quarters Ended June 16, 2002	June 17, 2001
Cash flows from operating activities:		
Net cash provided by operating activities	$ 61,961	$ 42,767
Cash flows from investing activities:		
Capital expenditures	(24,696)	(17,438)
Acquisitions of franchise operations	(21,850)	(145)
Other	(618)	4,476
Net cash used in investing activities	(47,164)	(13,107)
Cash flows from financing activities:		
Capital contribution	521	-
Repayments of debt	(32,087)	(11,760)
Distributions to Parent	(10,063)	-
Net cash used in financing activities	(41,629)	(11,760)
Effect of exchange rate changes on cash and cash equivalents	117	(39)
Increase (decrease) in cash and cash equivalents	(26,715)	17,861
Cash and cash equivalents, at beginning of period	34,842	25,136
Cash and cash equivalents, at end of period	$ 8,127	$ 42,997

See accompanying notes.

Domino's, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited; tabular amounts in thousands)

June 16, 2002

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring items, considered necessary for a fair presentation have been included. Operating results for the fiscal quarter and two fiscal quarters ended June 16, 2002 are not necessarily indicative of the results that may be expected for the year ending December 29, 2002. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended December 30, 2001 included in our Form 10-K.

2. Accounting Pronouncement

On December 31, 2001, the Company adopted Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets". During the second quarter of 2002, the Company performed the required impairment test on its existing goodwill and determined there was no impairment. Amortization of goodwill was approximately $474,000 and $956,000 for the second quarter and first two quarters of 2001, respectively.

3. Comprehensive Income

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 16, 2002	June 17, 2001	June 16, 2002	June 17, 2001
Net income	$ 10,809	$ 8,876	$ 26,714	$ 16,685
Cumulative effect of change in accounting principle, net of tax	-	-	-	1,692
Unrealized loss on derivative instruments, net of tax	(2,543)	(414)	(2,898)	(2,090)
Reclassification adjustment for (gains) losses included in net income, net of tax	726	32	1,465	(303)
Currency translation adjustment	522	(42)	480	(229)
Comprehensive income	$ 9,514	$ 8,452	$ 25,761	$ 15,755

4. Segment Information

The following table summarizes revenues and earnings before interest, taxes, depreciation and amortization (EBITDA) for each of the Company's reportable segments. During the first quarter of 2002, the Company purchased 83 stores from our franchisee in Arizona. This acquisition resulted in an approximately $22.4 million increase in Domestic Store assets.

Fiscal Quarter Ended June 16, 2002 and June 17, 2001

	Domestic Stores	Domestic Distribution	International	Intersegment Revenues	Other	Total
Revenues -						
2002	$120,519	$179,391	$18,822	$(24,670)	$ -	$294,062
2001	111,970	179,667	15,553	(23,438)	-	283,752
EBITDA -						
2002	$ 34,598	$ 11,392	$ 5,200	$ -	$ (9,543)	$ 41,647
2001	31,252	10,086	4,011	-	(8,769)	36,580

	Two Fiscal Quarters Ended June 16, 2002 and June 17, 2001					
	Domestic Stores	Domestic Distribution	International	Intersegment Revenues	Other	Total
Revenues -						
2002	$244,984	$369,065	$ 36,668	$(48,599)	$ -	$602,118
2001	233,438	355,151	31,113	(48,319)	-	571,383
EBITDA -						
2002	$ 74,684	$ 23,229	$ 9,986	$ -	$(20,511)	$ 87,388
2001	63,936	19,574	7,904	-	(18,083)	73,331

The following table reconciles total EBITDA to consolidated income before provision for income taxes.

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 16, 2002	June 17, 2001	June 16, 2002	June 17, 2001
Total EBITDA	$ 41,647	$ 36,580	$ 87,388	$ 73,331
Depreciation and amortization	(6,671)	(7,029)	(13,823)	(13,995)
Interest expense	(13,694)	(15,689)	(27,213)	(32,280)
Interest income	50	420	268	1,015
Loss on debt extinguishment	(704)	-	(916)	-
Gain (loss) on sale/disposal of assets	(3,473)	258	(3,303)	(685)
Income before provision for income taxes	$ 17,155	$ 14,540	$ 42,401	$ 27,386

5. Debt Retirements

The Company retired approximately $7.8 million and $10.3 million of outstanding senior subordinated notes during the second quarter and first two quarters of 2002, respectively. The Company recognized losses of approximately $704,000 and $916,000 for the second quarter and first two quarters of 2002, respectively, reflecting the differences between the carrying value of the notes and the open market purchase price.

6. Senior Credit Facility

On July 29, 2002, the Company entered into a senior credit facility with a consortium of banks (the "2002 Senior Credit Facility"). The 2002 Senior Credit Facility consists of a $365 million term loan expiring in June 2008 and a $100 million revolving credit facility expiring in June 2007. The Company's previously existing senior credit facility was paid in full and cancelled upon consummation of the 2002 Senior Credit Facility. The new agreement requires amortization of the term loans of $3.65 million per year during the first five years of the agreement with equal quarterly payments totaling $346.75 million in the final year of the agreement. The 2002 Senior Credit Facility contains customary financial and non-financial covenants and is guaranteed by TISM, Inc., our parent company, and each of our domestic subsidiaries. The 2002 Senior Credit Facility is secured by a first priority lien on substantially all of the assets of the Company. Borrowings under the 2002 Senior Credit Facility bear interest at LIBOR plus an applicable margin not to exceed 250 basis points.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The 2002 and 2001 second quarters referenced herein represent the twelve-week periods ended June 16, 2002 and June 17, 2001, respectively. The 2002 and 2001 first two quarters referenced herein represent the twenty-four week periods ended June 16, 2002 and June 17, 2001, respectively.

Store Growth Activity

The following is a summary of the Company's store growth activity for the second quarter and first two quarters of 2002.

	Second Quarter of 2002				
	Beginning of Period	Opened	Closed	Transfers	End of Period
Domestic Corporate Stores	598	1	(3)	(13)	583
Domestic Franchise	4,212	19	(21)	13	4,223
Domestic Stores	4,810	20	(24)	-	4,806
International	2,266	49	(25)	-	2,290
Total	7,076	69	(49)	-	7,096

	First Two Quarters of 2002				
	Beginning of Period	Opened	Closed	Transfers	End of Period
Domestic Corporate Stores	519	2	(8)	70	583
Domestic Franchise	4,294	38	(39)	(70)	4,223
Domestic Stores	4,813	40	(47)	-	4,806
International	2,259	76	(45)	-	2,290
Total	7,072	116	(92)	-	7,096

Revenues

General. Revenues include retail sales of food by Company-owned stores, royalties and fees from domestic and international franchise stores, and sales of food, equipment and supplies by our distribution centers to domestic and international franchise stores.

Total revenues increased 3.6% to $294.1 million in the second quarter of 2002, from $283.8 million for the comparable period in 2001, and increased 5.4% to $602.1 million for the first two quarters of 2002, from $571.4 million for the comparable period in 2001.

This increase in total revenues in the second quarter of 2002 is due primarily to an increase in domestic franchise revenues, resulting from an increase in same store sales, an increase in domestic corporate store revenues, resulting from an increase in same store sales and the acquisition of 83 stores from our Arizona franchisee during the first quarter of 2002, and, to a lesser extent, an increase in international revenues. This increase was offset in part by a decrease in domestic distribution revenues due primarily to a market decrease in overall food basket prices, including lower cheese prices. This decrease in domestic distribution revenues was offset in part by an increase in distribution volumes primarily resulting from increases in domestic franchise same store sales.

This increase in total revenues for the first two quarters of 2002 is due primarily to an increase in domestic distribution volumes, resulting from an increase in domestic franchise same store sales, an increase in domestic corporate store revenues, resulting from an increase in same store sales, and, to a lesser extent, an increase in international revenues.

Domestic Stores

Domestic Corporate Stores. Revenues from domestic corporate store operations increased 8.0% to $88.5 million in the second quarter of 2002, from $81.9 million for the comparable period in 2001, and increased 3.3% to $178.4 million for the first two quarters of 2002, from $172.8 million for the comparable period in 2001.

This increase in revenues in the second quarter of 2002 is due primarily to an increase in same store sales and an increase in the average number of domestic Company-owned stores open during 2002 due in part to the Arizona acquisition completed in February of 2002, offset in part by store divestitures in 2001. Same store sales for domestic Company-owned stores increased 1.5% for the second quarter of 2002, compared to the same period in 2001.

This increase in revenues for the first two quarters of 2002 is due primarily to an increase in same store sales offset in part by a decrease in the average number of domestic Company-owned stores open during 2002. Same store sales for domestic Company-owned stores increased 3.3% for the first two quarters of 2002, compared to the same period in 2001.

Domestic Franchise. Revenues from domestic franchise operations increased 6.6% to $32.0 million in the second quarter of 2002, from $30.0 million for the comparable period in 2001, and increased 9.8% to $66.6 million for the first two quarters of 2002, from $60.7 million for the comparable period in 2001.

This increase in revenues for the second quarter of 2002 is due primarily to an increase in same store sales offset in part by a decrease in the average number of domestic franchise stores open during 2002 due in part to the Arizona acquisition. Same store sales for domestic franchise stores increased 4.7% in the second quarter of 2002, compared to the same period in 2001.

This increase in revenues for the first two quarters of 2002 is due primarily to an increase in same store sales and an increase in the average number of domestic franchise stores open during 2002. Same store sales for domestic franchise stores increased 6.4% for the first two quarters of 2002, compared to the same period in 2001.

Domestic Distribution

Revenues from domestic distribution operations decreased 1.0% to $154.7 million in the second quarter of 2002, from $156.2 million for the comparable period in 2001, and increased 4.4% to $320.5 million for the first two quarters of 2002, from $306.8 million for the comparable period in 2001.

This decrease in revenues in the second quarter of 2002 is due primarily to a market decrease in overall food basket prices, including lower cheese prices. This decrease in revenues was offset in part by an increase in distribution volumes primarily resulting from increases in domestic franchise same store sales in 2002. The average cheese block price decreased to approximately $1.22 per pound in the second quarter of 2002, from approximately $1.44 per pound for the comparable period in 2001.

This increase in revenues for the first two quarters of 2002 is due primarily to an increase in volumes resulting from increases in domestic franchise same store sales and store counts in 2002. This increase in revenues was offset in part by a market decrease in overall food basket prices, including lower cheese prices. The average cheese block price decreased to approximately $1.24 per pound for the first two quarters of 2002, from approximately $1.30 per pound for the comparable period in 2001.

International

Revenues from international operations increased 21.0% to $18.8 million in the second quarter of 2002, from $15.6 million for the comparable period in 2001, and increased 17.9% to $36.7 million in the first two quarters of 2002, from $31.1 million for the comparable period in 2001.

These increases in revenues are due primarily to increases resulting from the acquisition of the Netherlands franchise operations in the fourth quarter of 2001, as well as increases in same store sales and in the average number of international stores open during 2002. On a constant dollar basis, same store sales increased 4.7% and 4.1% for the second quarter and first two quarters of 2002, respectively, compared to the same periods in 2001. On a historical dollar basis, same store sales increased 3.9% and 2.2% for the second quarter and first two quarters of 2002, respectively, compared to the same periods in 2001, reflecting a relatively strong U.S. Dollar.

Operating Expenses

Cost of sales increased 1.8% to $215.8 million in the second quarter of 2002, from $212.0 million for the comparable period in 2001, and increased 4.0% to $441.1 million for the first two quarters of 2002, from $424.2 million for the comparable period in 2001. Gross profit increased 9.0% to $78.3 million in the second quarter of 2002, from $71.8 million for the comparable period in 2001, and increased 9.4% to $161.0 million for the first two quarters of 2002, from $147.2 million for the comparable period in 2001. As a percentage of total revenues, gross profit increased 1.3% to 26.6% in the second quarter of 2002, from 25.3% for the comparable period in 2001, and increased 0.9% to 26.7% for the first two quarters of 2002, from 25.8% for the comparable period in 2001.

These increases in gross profit are due primarily to increases in domestic store revenues, primarily due to increases in domestic Company-owned and franchise same store sales and increases in distribution volumes. Additionally, these gross profit improvements were positively impacted by a decrease in food basket costs, including lower cheese costs. These increases in gross profit were offset in part by Company-wide increases in insurance costs.

General and administrative expenses increased 13.1% to $47.5 million in the second quarter of 2002, from $42.0 million for the comparable period in 2001, and increased 3.5% to $91.6 million for the first two quarters of 2002, from $88.5 million for the comparable period in 2001. As a percentage of total revenues, general and administrative expenses increased 1.3% to 16.1% in the second quarter of 2002, from 14.8% for the comparable period in 2001, and decreased 0.3% to 15.2% for the first two quarters of 2002, from 15.5% for the comparable period in 2001.

These increases in total general and administrative expenses are due primarily to the write-off of approximately $5.3 million of certain capitalized software costs during the second quarter of 2002 offset in part by the favorable impact of no longer amortizing goodwill and the absence of certain covenant not-to-compete amortization expenses related to an asset that was fully amortized by the end of 2001. Goodwill amortization expense for the first two quarters of 2001 was approximately $1.0 million and covenant not-to-compete amortization expense related to this asset was approximately $2.6 million. Total revenues continued to outpace the growth of total general and administrative expenses for the first two quarters of 2002, reflecting management's commitment to continuous process improvements throughout the Company.

Interest Expense

Interest expense decreased 12.7% to $13.7 million in the second quarter of 2002, from $15.7 million for the comparable period in 2001, and decreased 15.7% to $27.2 million for the first two quarters of 2002, from $32.3 million for the comparable period in 2001. These decreases are due primarily to decreases in related variable interest rates on our senior credit facility and reduced debt levels.

Provision for Income Taxes

Provision for income taxes increased $682,000 to $6.3 million in the second quarter of 2002, from $5.7 million for the comparable period in 2001, and increased $5.0 million to $15.7 million for the first two quarters of 2002, from $10.7 million for the comparable period in 2001. These increases are due primarily to increases in pre-tax income.

Liquidity and Capital Resources

We had negative working capital of $55.2 million and cash and cash equivalents of $8.1 million at June 16, 2002. The increase in negative working capital at June 16, 2002 compared to December 30, 2001 is due in part to the approximately $21.9 million purchase of 83 domestic franchise stores in Arizona during the first quarter of 2002 in addition to a related distribution to parent of approximately $9.1 million. Historically, we have operated with minimal positive working capital or negative working capital primarily because our receivable collection periods and inventory turn rates are faster than the normal payment terms on our current liabilities. In addition, our sales are not typically seasonal, which further limits our working capital requirements. Our primary sources of liquidity are cash flows from operations and availability of borrowings under our revolving credit facility. We expect to fund planned capital expenditures and debt repayments from these sources.

As of June 16, 2002, we had $622.6 million of long-term debt, of which $40.7 million was classified as a current liability. There were no borrowings under our $100 million revolving credit facility. Letters of credit issued under the revolving credit facility were $17.4 million. Borrowings under the revolving credit facility are available to fund our working capital requirements, capital expenditures and other general corporate purposes.

Cash provided by operating activities was $62.0 million and $42.8 million in the first two quarters of 2002 and 2001, respectively. The $19.2 million increase is due primarily to a $10.0 million increase in net income and a $6.4 million net change in operating assets and liabilities.

Cash used in investing activities was $47.2 million and $13.1 million in the first two quarters of 2002 and 2001, respectively. The $34.1 million increase is due primarily to a $21.7 million increase in acquisitions of franchise operations and a $7.3 million increase in capital expenditures. The increase in acquisitions of franchise operations is due primarily to the Company's purchase of 83 domestic franchise stores in Arizona during the first quarter of 2002.

Cash used in financing activities was $41.6 million and $11.8 million in the first two quarters of 2002 and 2001, respectively. The $29.8 million increase is due primarily to a $10.1 million increase in distributions to parent and a $20.3 million increase in repayments of long-term debt. This increase in repayments of long-term debt is due primarily to the retirement of $10.3 million of outstanding senior subordinated notes and an increase in periodic amortization and cash sweep payments made under our senior credit facility in 2002, compared to 2001.

On July 29, 2002, the Company entered into a senior credit facility with a consortium of banks (the "2002 Senior Credit Facility"). The 2002 Senior Credit Facility consists of a $365 million term loan expiring in June 2008 and a $100 million revolving credit facility expiring in June 2007. The Company's previously existing senior credit facility was paid in full and cancelled upon consummation of the 2002 Senior Credit Facility. The new agreement requires amortization of the term loans of $3.65 million per year during the first five years of the agreement with equal quarterly payments totaling $346.75 million in the final year of the agreement.

Based upon the current level of operations and anticipated growth, we believe that the cash generated from operations and amounts available under the revolving credit facility will be adequate to meet our anticipated debt service requirements, capital expenditures and working capital needs for the next several years. There can be no assurance, however, that our business will generate sufficient cash flows from operations or that future borrowings will be available under the senior credit facilities or otherwise to enable us to service our indebtedness, including the senior credit facilities and the Senior Subordinated Notes, to redeem or refinance TISM's, our Parent company, Cumulative Preferred Stock or to make anticipated capital expenditures. Our future operating performance and our ability to service or refinance the Senior Subordinated Notes and to service, extend or refinance the senior credit facilities will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control.

Forward-Looking Statements

Certain statements contained in this filing relating to capital spending levels and the adequacy of our capital resources are forward-looking. Also, statements that contain words such as "believes," "expects," "anticipates," "intends," "estimates" or similar expressions are forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Among these risks and uncertainties are competitive factors, increases in our operating costs, ability to retain our key personnel, our substantial leverage, ability to implement our growth and cost-saving strategies, industry trends and general economic conditions, adequacy of insurance coverage and other factors, all of which are described in the Form 10-K for the year ended December 30, 2001 and our other filings with the Securities and Exchange Commission. We do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

The Company is exposed to market risks primarily from interest rate changes on our variable rate debt. Management actively monitors this exposure. The Company does not engage in speculative transactions nor does it hold or issue financial instruments for trading purposes.

Interest Rate Derivatives

The Company may enter into interest rate swaps, collars or similar instruments with the objective of reducing volatility relating to our borrowing costs.

During 2001, we entered into an interest rate collar and three interest rate swap agreements to effectively convert the variable Eurodollar component of the effective interest rate on a portion of the Company's debt to various fixed rates over various terms. These agreements are summarized as follows:

Derivative	Total Notional Amount	Term	Rate
Interest Rate Collar	$75.0 million	June 2001 - June 2003	3.86% - Floor 6.00% - Ceiling
Interest Rate Swap	$75.0 million	June 2001 - June 2004	4.90%
Interest Rate Swap	$37.5 million	September 2001 - September 2003	3.645%
Interest Rate Swap	$37.5 million	September 2001 - September 2004	3.69%

Interest Rate Risk

The Company's variable interest expense is sensitive to changes in the general level of interest rates. As of June 16, 2002, a portion of the Company's debt is borrowed at Eurodollar rates plus a blended margin rate of approximately 3.1%. At June 16, 2002, the weighted average interest rate on our $148.6 million of variable interest debt was approximately 5.1%.

The Company had total interest expense of approximately $27.2 million in the first two quarters of 2002. The estimated increase in interest expense from a hypothetical 200 basis point adverse change in applicable variable interest rates would be approximately $1.5 million.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds

None.

Item 3. Defaults Under Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

a. Exhibits

None.

b. Current Reports on Form 8-K

There were no reports filed on Form 8-K during the quarter ended June 16, 2002.

SIGNATURES

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

DOMINO'S, INC.
(Registrant)

Date: July 30, 2002

/s/ Harry J. Silverman

Chief Financial Officer