SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 15, 2008

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 001-32242

Domino's Pizza, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**38-2511577**
(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 ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act). (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 15, 2008, Domino's Pizza, Inc. had 57,039,541 shares of common stock, par value $0.01 per share, outstanding.

Domino's Pizza, Inc.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Domino's Pizza, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)

(In thousands)	June 15, 2008	December 30, 2007 (Note)
Assets		
Current assets:		
Cash and cash equivalents	$ 37,042	$ 11,344
Restricted cash	72,659	80,951
Accounts receivable	72,111	68,446
Inventories	22,243	24,931
Notes receivable	462	440
Prepaid expenses and other	4,605	11,098
Advertising fund assets, restricted	27,023	20,683
Deferred income taxes	7,467	8,989
Total current assets	243,612	226,882
Property, plant and equipment:		
Land and buildings	22,063	21,899
Leasehold and other improvements	83,490	86,909
Equipment	168,844	176,667
Construction in progress	1,289	2,361
	275,686	287,836
Accumulated depreciation and amortization	(162,221)	(164,946)
Property, plant and equipment, net	113,465	122,890
Other assets:		
Deferred financing costs	29,712	33,139
Goodwill	18,405	20,772
Capitalized software, net	4,990	10,130
Other assets	13,065	13,541
Deferred income taxes	42,506	45,810
Total other assets	108,678	123,392
Total assets	$ 465,755	$ 473,164
Liabilities and stockholders' deficit		
Current liabilities:		
Current portion of long-term debt	$ 324	$ 15,312
Accounts payable	58,878	60,411
Accrued income taxes	7,101	1,583
Insurance reserves	10,014	9,134
Advertising fund liabilities	27,023	20,683
Other accrued liabilities	62,111	68,385
Total current liabilities	165,451	175,508
Long-term liabilities:		
Long-term debt, less current portion	1,704,638	1,704,771
Insurance reserves	20,620	20,459
Other accrued liabilities	13,301	22,565
Total long-term liabilities	1,738,559	1,747,795
Stockholders' deficit:		
Common stock	578	597
Retained deficit	(1,433,462)	(1,444,938)
Accumulated other comprehensive loss	(5,371)	(5,798)
Total stockholders' deficit	(1,438,255)	(1,450,139)
Total liabilities and stockholders' deficit	$ 465,755	$ 473,164

Note: The balance sheet at December 30, 2007 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.

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

(In thousands, except per share data)	Fiscal Quarter Ended June 15, 2008	Fiscal Quarter Ended June 17, 2007	Two Fiscal Quarters Ended June 15, 2008	Two Fiscal Quarters Ended June 17, 2007
Revenues:				
Domestic Company-owned stores	$ 85,009	$ 92,821	$ 178,057	$ 188,361
Domestic franchise	35,804	37,130	72,190	74,647
Domestic supply chain	179,569	182,517	355,758	362,402
International	33,965	27,821	67,355	54,200
Total revenues	334,347	340,289	673,360	679,610
Cost of sales:				
Domestic Company-owned stores	69,578	72,304	145,088	147,947
Domestic supply chain	161,682	164,170	322,308	325,587
International	15,328	11,948	30,169	23,139
Total cost of sales	246,588	248,422	497,565	496,673
Operating margin	87,759	91,867	175,795	182,937
General and administrative	34,207	48,568	72,893	88,906
Income from operations	53,552	43,299	102,902	94,031
Interest income	649	3,720	1,540	4,270
Interest expense	(25,577)	(44,776)	(52,286)	(69,220)
Other	—	—	—	(13,294)
Income before provision (benefit) for income taxes	28,624	2,243	52,156	15,787
Provision (benefit) for income taxes	9,894	(74)	19,307	5,073
Net income	$ 18,730	$ 2,317	$ 32,849	$ 10,714
Earnings per share:				
Common stock – basic	$ 0.32	$ 0.04	$ 0.56	$ 0.17
Common stock – diluted	0.32	0.04	0.55	0.17
Dividends declared per share	$ —	$ 13.50	$ —	$ 13.50

See accompanying notes.

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

(In thousands)	Two Fiscal Quarters Ended June 15, 2008	Two Fiscal Quarters Ended June 17, 2007
Cash flows from operating activities:		
Net income	$ 32,849	$ 10,714
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,907	14,583
(Gains) losses on sale/disposal of assets	(10,979)	340
Amortization of deferred financing costs, debt discount and other	3,534	33,099
Provision (benefit) for deferred income taxes	4,457	(1,422)
Non-cash compensation expense	3,807	4,587
Other	2,379	868
Changes in operating assets and liabilities	(6,339)	(38,550)
Net cash provided by operating activities	43,615	24,219
Cash flows from investing activities:		
Capital expenditures	(6,995)	(8,728)
Proceeds from sale of assets	20,555	891
Change in restricted cash	8,292	(82,852)
Other	494	(118)
Net cash provided by (used in) investing activities	22,346	(90,807)
Cash flows from financing activities:		
Proceeds from issuance of common stock	2,311	3,515
Purchase of common stock	(28,271)	(67)
Proceeds from issuance of long-term debt	3,000	2,509,938
Repayments of long-term debt and capital lease obligation	(18,127)	(1,541,993)
Cash paid for financing costs	(102)	(57,959)
Common stock dividends and equivalents	—	(896,971)
Proceeds from exercise of stock options	609	1,536
Tax benefit from stock options	150	20,774
Net cash (used in) provided by financing activities	(40,430)	38,773
Effect of exchange rate changes on cash and cash equivalents	167	41
Change in cash and cash equivalents	25,698	(27,774)
Cash and cash equivalents, at beginning of period	11,344	38,222
Cash and cash equivalents, at end of period	$ 37,042	$ 10,448

See accompanying notes.

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

June 15, 2008

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. For further information, refer to the consolidated financial statements and footnotes for the fiscal year ended December 30, 2007 included in our annual report on Form 10-K.

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 15, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending December 28, 2008.

2. Comprehensive Income

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 15, 2008	June 17, 2007	June 15, 2008	June 17, 2007
Net income	$ 18,730	$ 2,317	$ 32,849	$ 10,714
Unrealized gains (losses) on derivative instruments, net of tax	—	786	—	(8,381)
Reclassification adjustment for (gains) losses included in net income, net of tax	299	215	602	(521)
Currency translation adjustment	12	221	(175)	218
Comprehensive income	$ 19,041	$ 3,539	$ 33,276	$ 2,030

3. Segment Information

The following table summarizes revenues, income from operations and earnings before interest, taxes, depreciation, amortization and other, which is the measure by which management allocates resources to its segments and which we refer to as Segment Income, for each of our reportable segments.

	Fiscal Quarters Ended June 15, 2008 and June 17, 2007					
	Domestic Stores	Domestic Supply Chain	International	Intersegment Revenues	Other	Total
Revenues –						
2008	$120,813	$ 202,905	$ 33,965	$ (23,336)	$ —	$334,347
2007	129,951	207,193	27,821	(24,676)	—	340,289
Income from operations –						
2008	$ 35,436	$ 12,302	$ 15,443	N/A	$ (9,629)	$ 53,552
2007	29,551	12,933	12,892	N/A	(12,077)	43,299
Segment Income –						
2008	$ 30,959	$ 14,105	$ 15,539	N/A	$ (5,283)	$ 55,320
2007	37,225	14,914	13,011	N/A	(5,554)	59,596

	Two Fiscal Quarters Ended June 15, 2008 and June 17, 2007					
	Domestic Stores	Domestic Supply Chain	International	Intersegment Revenues	Other	Total
Revenues –						
2008	$250,247	$ 403,557	$ 67,355	$ (47,799)	$ —	$ 673,360
2007	263,008	411,906	54,200	(49,504)	—	679,610
Income from operations –						
2008	$ 70,079	$ 22,547	$ 30,773	N/A	$ (20,497)	$ 102,902
2007	63,652	26,300	25,319	N/A	(21,240)	94,031
Segment Income –						
2008	$ 63,833	$ 26,178	$ 30,987	N/A	$ (9,916)	$ 111,082
2007	74,791	30,291	25,577	N/A	(10,518)	120,141

The following table reconciles Total Segment Income to consolidated income before provision (benefit) for income taxes.

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 15, 2008	June 17, 2007	June 15, 2008	June 17, 2007
Total Segment Income	$ 55,320	$ 59,596	$ 111,082	$ 120,141
Depreciation and amortization	(6,836)	(7,334)	(13,907)	(14,583)
Gains (losses) on sale/disposal of assets	6,811	258	10,979	(340)
Non-cash compensation expense	(1,743)	(3,076)	(3,807)	(4,587)
Separation and related expenses	—	—	(1,445)	—
Reserve for California legal matters	—	(5,000)	—	(5,000)
2007 recapitalization-related expenses	—	(1,145)	—	(1,600)
Income from operations	53,552	43,299	102,902	94,031
Interest income	649	3,720	1,540	4,270
Interest expense	(25,577)	(44,776)	(52,286)	(69,220)
Other	—	—	—	(13,294)
Income before provision (benefit) for income taxes	$ 28,624	$ 2,243	$ 52,156	$ 15,787

4. Earnings Per Share

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 15, 2008	June 17, 2007	June 15, 2008	June 17, 2007
Net income available to common stockholders – basic and diluted	$ 18,730	$ 2,317	$ 32,849	$ 10,714
Basic weighted average number of shares	58,083,234	62,709,994	58,743,458	62,639,704
Earnings per share – basic	$ 0.32	$ 0.04	$ 0.56	$ 0.17
Diluted weighted average number of shares	58,789,987	64,717,208	59,443,922	64,798,109
Earnings per share – diluted	$ 0.32	$ 0.04	$ 0.55	$ 0.17

The denominators used in calculating diluted earnings per share for common stock for the second quarter and first two quarters of 2008 do not include 6,142,719 and 6,179,419 options to purchase common stock, respectively, as the effect of including these options would have been anti-dilutive. The denominators used in calculating diluted earnings per share for common stock for both the second quarter and first two quarters of 2007 do not include 196,200 and 125,000 options to purchase common stock, respectively, as the effect of including these options would have been anti-dilutive.

5. Open Market Share Repurchase Program

During the second quarter and first two quarters of 2008, the Company repurchased and retired 752,748 and 2,162,822 shares of common stock for approximately $9.8 million and $28.2 million, respectively, under the Company's previously announced open market share repurchase program. As of June 15, 2008, the Company had 57,832,439 shares of common stock outstanding.

Subsequent to the second quarter of 2008, the Company repurchased and retired 750,000 shares of its common stock on June 24, 2008 in a block trade for approximately $8.6 million, or $11.50 per share.

6. Sale of Certain Company-owned Stores

During the first quarter of 2008, the Company announced it had agreements in place to sell approximately 60 Company-owned stores in California and Georgia (the "Stores") in a series of transactions primarily with current franchisees. During the second quarter and first two quarters of 2008, the Company completed the sale of 27 and 56 of the Stores and recognized a pre-tax gain on the sale of the related assets of approximately $6.9 million and $11.2 million, respectively. The pre-tax gains were recorded in general and administrative expense. The Company anticipates that the sale of all the remaining Stores will be completed by the end of the third quarter of 2008.

7. Restructuring Action

During the first quarter of 2008, the Company announced and executed a plan to eliminate approximately 55 positions that were primarily administrative in nature (the "Plan"). In connection with the Plan and other restructuring actions related to the sale of the Stores, the Company incurred separation and related expenses of approximately $1.4 million during the first quarter of 2008 which were included in general and administrative expense.

8. Income Taxes

The Company believes that it is reasonably possible that a reduction to the liability for unrecognized tax benefits related to certain state income tax matters may occur within the next twelve months. The total liability for unrecognized tax benefits related to these state income tax matters is $3.0 million at June 15, 2008. This amount is comprised of gross unrecognized tax benefits of $1.4 million and interest and penalties of $2.7 million, net of deferred taxes of $1.1 million.

During the second quarter of 2008, the Company reduced the liability for unrecognized tax benefits related to certain state income tax matters. Approximately $1.6 million of the reduction was related to gross unrecognized tax benefits and approximately $600,000 and $500,000 was related to interest and penalties, respectively. Of these amounts, approximately $1.6 million reduced the Company's effective tax rate. Additionally, the Company paid approximately $4.0 million related to these state income tax matters during the second quarter of 2008.

In the second quarter of 2007, the Company reversed $1.1 million, or $926,000 net of deferred taxes, of FIN 48 reserves as a result of favorable resolutions in two states. This resulted in a benefit for income taxes in the second quarter of 2007 and a lower effective income tax rate in the first two quarters of 2007.

9. Adoption of Statement of Financial Accounting Standards No. 157 and No. 159

On December 31, 2007, the Company adopted the provisions of Statement of Financial Accounting Standards No. 157, "Fair Value Measurements," ("SFAS 157"). SFAS 157 defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. In February 2008, the FASB issued a final Staff Position to allow a one-year deferral of adoption of SFAS 157 for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. The Company has elected this one-year deferral and thus will not apply the provisions of SFAS 157 to nonfinancial assets and nonfinancial liabilities that are recognized at fair value in the financial statements on a nonrecurring basis until our fiscal year beginning December 29, 2008. The Company is in the process of evaluating the impact of applying FAS 157 to nonfinancial assets and liabilities measured on a nonrecurring basis. The FASB also amended SFAS 157 to exclude FASB Statement No. 13 and its related interpretive accounting pronouncements that address leasing transactions. SFAS 157 enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. SFAS 157 requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.
Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.
Level 3: Unobservable inputs that are not corroborated by market data.

The fair values of the Company's restricted cash and investments in marketable securities are based on quoted prices in active markets for identical assets. We generally apply fair value techniques on a nonrecurring basis associated with, (1) valuing potential impairment loss related to goodwill and indefinite-lived intangible assets accounted for pursuant to SFAS No. 142, and (2) valuing potential impairment loss related to long-lived assets accounted for pursuant to SFAS No. 144.

The following table summarizes the carrying amounts and fair values of certain assets at June 15, 2008:

	At June 15, 2008			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Restricted cash	$61,344	$ 61,344	$ —	$ —
Cash and cash equivalents	23,537	23,537		
Investments in marketable securities	1,524	1,524	—	—

At June 15, 2008, management estimates that the $1.6 billion of outstanding fixed rate senior notes had a fair value of approximately $1.3 billion and the $100.0 million of outstanding fixed rate subordinated notes had a fair value of approximately $83.0 million. We believe that these decreases in fair value from their carrying amounts are primarily due to the current state of the credit market for similar debt instruments. The Company determined the estimated fair value amounts by using available market information and commonly accepted valuation methodologies. However, considerable judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the fair value estimates presented herein are not necessarily indicative of the amount that the Company or the debtholders could realize in a current market exchange. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Liabilities" ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. If the fair value option is elected, unrealized gains and losses will be recognized in earnings at each subsequent reporting date. On December 31, 2007, the Company adopted the provisions of SFAS 159 and did not elect the fair value option to measure certain financial instruments.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Unaudited; tabular amounts in millions, except percentages and store data)

The 2008 and 2007 second quarters referenced herein represent the twelve-week periods ended June 15, 2008 and June 17, 2007, respectively. The 2008 and 2007 first two quarters referenced herein represent the twenty-four week periods ended June 15, 2008 and June 17, 2007, respectively.

Overview

We are the number one pizza delivery company in the United States and have a leading international presence. We operate through a network of Company-owned stores, all of which are in the United States, and franchise stores located in all 50 states and in 60 international markets. In addition, we operate regional dough manufacturing and supply chain centers in the United States and Canada.

Our financial results are driven largely by retail sales at our Company-owned and franchise stores. Changes in retail sales are driven by changes in same store sales and store counts. We monitor both of these metrics very closely, as they directly impact our revenues and profits, and strive to consistently increase the related amounts. Retail sales drive Company-owned store revenues, royalty payments from franchisees and supply chain revenues. Retail sales are primarily impacted by the strength of the Domino's Pizza® brand, the success of our marketing promotions and our ability to execute our store operating model and other business strategies.

	Second Quarter of 2008		Second Quarter of 2007		First Two Quarters of 2008		First Two Quarters of 2007	
Global retail sales growth	+ 4.7%		+ 7.7%		+ 5.1%		+ 5.7%	
Same store sales growth:								
Domestic Company-owned stores	(1.1)%		+ 4.4%		(1.6)%		+ 2.4%	
Domestic franchise stores	(5.9)%		+ 1.8%		(5.8)%		(1.0)%	
Domestic stores	(5.4)%		+ 2.1%		(5.3)%		(0.6)%	
International stores	+ 7.0%		+ 3.9%		+ 7.9%		+ 3.9%	
Store counts (at end of period):								
Domestic Company-owned stores	515		567					
Domestic franchise stores	4,592		4,561					
Domestic stores	5,107		5,128					
International stores	3,564		3,321					
Total stores	8,671		8,449					
Income statement data:								
Total revenues	$334.3	100.0%	$340.3	100.0%	$673.4	100.0%	$679.6	100.0%
Cost of sales	246.6	73.8%	248.4	73.0%	497.6	73.9%	496.7	73.1%
General and administrative	34.2	10.2%	48.6	14.3%	72.9	10.8%	88.9	13.1%
Income from operations	53.6	16.0%	43.3	12.7%	102.9	15.3%	94.0	13.8%
Interest expense, net	24.9	7.4%	41.1	12.0%	50.7	7.6%	64.9	9.5%
Other	—	—	—	—	—	—	13.3	2.0%
Income before provision (benefit) for income taxes	28.6	8.6%	2.2	0.7%	52.2	7.7%	15.8	2.3%
Provision (benefit) for income taxes	9.9	3.0%	(0.1)	0.0%	19.3	2.8%	5.1	0.7%
Net income	$ 18.7	5.6%	$ 2.3	0.7%	$ 32.8	4.9%	$ 10.7	1.6%

Global retail sales growth in 2008, comprised of retail sales results at both our franchise and Company-owned stores worldwide, was driven primarily by same store sales growth in our international markets as well as an increase in our worldwide store counts during the trailing four quarters. The decreases in domestic same store sales during the second quarter and first two quarters of 2008 were due primarily to continued challenges in our domestic business, a weak consumer environment and continued strong competition on a national, regional and local scale. International same store sales growth reflects continued strong performance in the key markets where we compete. Additionally, we grew our worldwide net store counts by 30 and 222 stores during the second quarter and trailing four quarters, respectively.

Revenues decreased $6.0 million, or 1.7%, in the second quarter of 2008 and decreased $6.2 million, or 0.9%, in the first two quarters of 2008. These decreases were driven primarily by lower domestic Company-owned store and domestic franchise revenues, driven primarily by lower same store sales and lower domestic supply chain revenues, due primarily to lower volumes. These decreases were offset in part by increases in international revenues due primarily to higher same store sales, resulting in increased royalty and supply chain revenues, and increases in store counts.

Income from operations increased $10.3 million, or 23.7%, in the second quarter of 2008 and increased $8.9 million, or 9.4%, in the first two quarters of 2008. These increases were primarily due to lower income from operations in the prior year, where we incurred higher expenses associated with the Company's recapitalization and recorded a $5.0 million reserve related to certain legal matters in California. Additionally, the second quarter and first two quarters of 2008 benefited from $6.9 million and $11.2 million of gains, respectively, on the sale of 56 Stores to franchisees and continued strong performance in our international business. These increases were offset in part by lower margins in our Company-owned store and domestic supply chain businesses as well as a decrease in domestic franchise same store sales. Additionally, the first two quarters of 2008 were negatively impacted by approximately $1.4 million of separation and other costs recorded related primarily to the Company's previously announced and executed restructuring action.

Net income increased $16.4 million from the second quarter of 2007 and increased $22.1 million from the first two quarters of 2007. These increases were primarily due to the comparison to lower net income amounts in the prior year quarter and first two quarters, when we incurred higher expenses associated with the Company's recapitalization. These expenses included a $13.3 million premium paid to repurchase and retire then-outstanding notes and the write-off of deferred financing fees and bond discount related to extinguished debt. These increases in the quarter and first two quarters were offset, in part, by higher current interest expense associated with increased debt under our new capital structure and estimated interest income earned in the comparable periods in 2007 on funds received in connection with the Company's recapitalization.

Revenues

	Second Quarter of 2008		Second Quarter of 2007		First Two Quarters of 2008		First Two Quarters of 2007	
Domestic Company-owned stores	$ 85.0	25.4%	$ 92.8	27.3%	$178.1	26.5%	$188.4	27.7%
Domestic franchise	35.8	10.7%	37.1	10.9%	72.2	10.7%	74.6	11.0%
Domestic supply chain	179.6	53.7%	182.5	53.6%	355.8	52.8%	362.4	53.3%
International	34.0	10.2%	27.8	8.2%	67.4	10.0%	54.2	8.0%
Total revenues	$334.3	100.0%	$340.3	100.0%	$673.4	100.0%	$679.6	100.0%

Revenues primarily consist of retail sales from our Company-owned stores, royalties from our franchise stores, and sales of food, equipment and supplies by our supply chain centers to certain franchise stores. Company-owned store and franchise store revenues may vary significantly from period to period due to changes in store count mix while supply chain revenues may vary significantly as a result of fluctuations in commodity prices, primarily cheese and meats.

Domestic Stores Revenues

	Second Quarter of 2008		Second Quarter of 2007		First Two Quarters of 2008		First Two Quarters of 2007	
Domestic Company-owned stores	$ 85.0	70.4%	$ 92.8	71.4%	$178.1	71.2%	$188.4	71.6%
Domestic franchise	35.8	29.6%	37.1	28.6%	72.2	28.8%	74.6	28.4%
Domestic stores	$120.8	100.0%	$130.0	100.0%	$250.2	100.0%	$263.0	100.0%

Domestic stores revenues decreased $9.2 million, or 7.0%, in the second quarter of 2008 and decreased $12.8 million, or 4.9%, in the first two quarters of 2008. These decreases were due primarily to lower domestic franchise and Company-owned same store sales. Domestic same store sales decreased 5.4% in the second quarter of 2008 and decreased 5.3% in the first two quarters of 2008. These changes in domestic stores revenues are more fully described below.

Domestic Company-Owned Stores Revenues

Revenues from domestic Company-owned store operations decreased $7.8 million, or 8.4%, in the second quarter of 2008 and decreased $10.3 million, or 5.5%, in the first two quarters of 2008. These decreases were due primarily to lower domestic Company-owned same store sales and a decrease in the average number of domestic Company-owned stores open during 2008. Domestic Company-owned same store sales decreased 1.1% and 1.6% in the second quarter and first two quarters of 2008, respectively, compared to an increase of 4.4% and 2.4% in the second quarter and first two quarters of 2007. There were 515 Company-owned stores in operation at the end of the second quarter of 2008, compared to 567 at the end of the second quarter of 2007.

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Domestic Franchise Revenues

Revenues from domestic franchise operations decreased $1.3 million, or 3.6%, in the second quarter of 2008 and decreased $2.4 million, or 3.3%, in the first two quarters of 2008. These decreases were due primarily to lower same store sales, offset in part by an increase in the average number of domestic franchise stores open during 2008. Domestic franchise same store sales decreased 5.9% and 5.8% in the second quarter and first two quarters of 2008, respectively, compared to an increase of 1.8% and a decrease of 1.0% in the second quarter and first two quarters of 2007. There were 4,592 domestic franchise stores in operation at the end of the second quarter of 2008, compared to 4,561 at the end of the second quarter of 2007.

Domestic Supply Chain Revenues

Revenues from domestic supply chain operations, formerly referred to as domestic distribution, decreased $2.9 million, or 1.6%, in the second quarter of 2008 and decreased $6.6 million, or 1.8%, in the first two quarters of 2008. These decreases were due primarily to lower volumes, related to decreases in domestic same store sales. This was offset in part by an increase in food prices, including cheese. The published cheese block price-per-pound averaged $1.91 and $1.92 in the second quarter and first two quarters of 2008, respectively, up from $1.51 and $1.42 in the comparable periods in 2007. Had the 2008 average cheese prices been in effect during 2007, domestic supply chain revenues for the second quarter and first two quarters of 2007 would have been approximately $6.8 million and $20.0 million, respectively, higher than the reported 2007 amounts.

International Revenues

Revenues from international operations totaled $34.0 million and $67.4 million in the second quarter and first two quarters of 2008 comprised of approximately $17.3 million and $34.5 million, respectively, of royalty and other revenues and $16.7 million and $32.9 million, respectively, of supply chain revenues. Revenues from international operations increased $6.2 million, or 22.1%, in the second quarter of 2008 and increased $13.2 million, or 24.3%, in the first two quarters of 2008 comprised of a $2.5 million and $5.6 million increase, respectively, in royalty and other revenues and a $3.7 million and $7.6 million increase, respectively, in supply chain revenues. These increases are primarily due to higher same store sales and an increase in the average number of international stores open during 2008. On a constant dollar basis, same store sales increased 7.0% and 7.9% in the second quarter and first two quarters of 2008, respectively, compared to an increase of 3.9% in both the second quarter and first two quarters of 2007. There were 3,564 international stores in operation at the end of the second quarter of 2008, compared to 3,321 at the end of the second quarter of 2007.

Cost of Sales / Operating Margin

	Second Quarter of 2008		Second Quarter of 2007		First Two Quarters of 2008		First Two Quarters of 2007	
Consolidated revenues	$334.3	100.0%	$340.3	100.0%	$673.4	100.0%	$679.6	100.0%
Consolidated cost of sales	246.6	73.8%	248.4	73.0%	497.6	73.9%	496.7	73.1%
Consolidated operating margin	$ 87.8	26.2%	$ 91.9	27.0%	$175.8	26.1%	$182.9	26.9%

Consolidated cost of sales primarily consists of domestic Company-owned store and domestic supply chain costs incurred to generate related revenues. Components of consolidated cost of sales primarily include food, labor and occupancy costs.

The consolidated operating margin, which we define as revenues less cost of sales, decreased $4.1 million, or 4.5%, in the second quarter of 2008 and decreased $7.1 million, or 3.9%, in the first two quarters of 2008. These decreases in the consolidated operating margin were due primarily to lower margins at our Company-owned stores, lower margins in our domestic supply chain business and lower domestic franchise royalty revenues. Franchise revenues do not have a cost of sales component and, as a result, changes in franchise revenues have a disproportionate effect on the consolidated operating margin.

As a percentage of revenues, the consolidated operating margin decreased 0.8 percentage points in both the second quarter and first two quarters of 2008. These decreases were due primarily to decreases in domestic Company-owned store and domestic supply chain operating margins as discussed below.

The consolidated operating margin as a percentage of revenues was negatively impacted by higher cheese costs. Cheese price changes are a “pass-through” in domestic supply chain revenues and cost of sales and, as such, have no impact on the related operating margin as measured in dollars. However, cheese price changes do impact operating margin when measured as a percentage of revenues. For example, if the 2008 average cheese prices had been in effect during 2007, the consolidated operating margin for the second quarter and first two quarters of 2007 would have been approximately 26.5% and 26.1% of total revenues, respectively, versus the reported 27.0% and 26.9%.

Domestic Company-Owned Stores Operating Margin

Domestic Company-Owned Stores	Second Quarter of 2008		Second Quarter of 2007		First Two Quarters of 2008		First Two Quarters of 2007	
Revenues	$85.0	100.0%	$92.8	100.0%	$178.1	100.0%	$188.4	100.0%
Cost of sales	69.6	81.8%	72.3	77.9%	145.1	81.5%	147.9	78.5%
Store operating margin	$15.4	18.2%	$20.5	22.1%	$ 33.0	18.5%	$ 40.4	21.5%

The domestic Company-owned store operating margin decreased $5.1 million, or 24.8%, in the second quarter of 2008 and decreased $7.4 million, or 18.4%, in the first two quarters of 2008. These decreases were due primarily to higher overall food costs, lower same store sales and higher labor and related costs.

As a percentage of store revenues, the store operating margin decreased 3.9 percentage points in the second quarter of 2008 and decreased 3.0 percentage points in the first two quarters of 2008.

As a percentage of store revenues, food costs increased 2.9 percentage points to 27.3% in the second quarter of 2008 and increased 1.8 percentage points to 26.7% in the first two quarters of 2008. These increases were due primarily to higher overall food prices, including cheese. Additionally, the second quarter and first two quarters of 2007 include the positive impact of derivative contracts.

As a percentage of store revenues, labor and related costs increased 0.5 percentage points to 31.4% in the second quarter of 2008 and increased 0.6 percentage points to 31.9% in the first two quarters of 2008.

As a percentage of store revenues, occupancy costs, which include rent, telephone, utilities and depreciation, remained flat at 11.6% in the second quarter of 2008 and increased 0.1 percentage points to 11.6% in the first two quarters of 2008.

Domestic Supply Chain Operating Margin

Domestic Supply Chain	Second Quarter of 2008		Second Quarter of 2007		First Two Quarters of 2008		First Two Quarters of 2007	
Revenues	$179.6	100.0%	$182.5	100.0%	$355.8	100.0%	$362.4	100.0%
Cost of sales	161.7	90.0%	164.2	89.9%	322.3	90.6%	325.6	89.8%
Supply Chain operating margin	$ 17.9	10.0%	$ 18.3	10.1%	$ 33.4	9.4%	$ 36.8	10.2%

The domestic supply chain operating margin decreased $0.4 million, or 2.5%, in the second quarter of 2008 and decreased $3.4 million, or 9.1%, in the first two quarters of 2008, respectively. These decreases were due primarily to lower volumes and higher food costs, offset in part by lower variable labor costs.

As a percentage of supply chain revenues, the supply chain operating margin decreased 0.1 and 0.8 percentage points in the second quarter and first two quarters of 2008, respectively. These decreases were due primarily to higher food prices, including cheese and lower volumes as a result of lower domestic franchise and Company-owned same store sales. These decreases were offset in part by lower variable labor costs. Increases in certain food prices, including cheese, have a negative effect on the domestic supply chain operating margin due to the fixed dollar margin earned by domestic supply chain on certain food items, including cheese. Had the 2008 cheese prices been in effect during 2007, the domestic supply chain operating margin as a percentage of domestic supply chain revenues would have been approximately 9.7% and 9.6% for the second quarter and first two quarters of 2007, respectively, resulting in a domestic supply chain operating margin decrease of 0.4 and 0.6 percentage points in the second quarter and first two quarters of 2007, respectively.

General and Administrative Expenses

General and administrative expenses decreased $14.4 million, or 29.6%, in the second quarter of 2008 and decreased $16.0 million, or 18.0%, in the first two quarters of 2008. These decreases were due primarily to $6.9 million and $11.2 million of gains recorded in the second quarter and first two quarters of 2008, respectively, related to the sale of certain Company-owned stores. Additionally, the decreases were the result of a $5.0 million reserve recorded in the second quarter of 2007 related to certain legal matters in California and general and administrative expenses recorded in the second quarter and first two quarters of 2007 in connection with the Company's recapitalization. The decrease in the first two quarters of 2008 was offset in part by approximately $1.4 million of separation and other costs recorded related primarily to the Company's previously announced and executed restructuring action.

Interest Expense

Interest expense decreased $19.2 million to $25.6 million in the second quarter of 2008 and decreased $16.9 million to $52.3 million in the first two quarters of 2008. The decrease in the second quarter was due primarily to a $21.9 million write-off of deferred financing fees in the second quarter of 2007 related to the bridge loan facility in connection with the Company's 2007 recapitalization. Interest expense in the first two quarters of 2007 was also negatively impacted by expenses incurred in connection with the Company's 2007 recapitalization, including a $31.4 million write-off of deferred financing fees and bond discount related to the extinguishment of debt as well as a net $2.5 million of additional interest expense incurred in connection with the settlement of interest rate derivatives. These decreases were offset in part by higher average outstanding debt balances in 2008 as a result of the Company's 2007 recapitalization.

The Company's cash borrowing rate was 6.1% in the second quarter and first two quarters of 2008, which was flat compared to the second quarter of 2007 and a decrease of 0.1 percentage point compared to the first two quarters of 2007. The Company's average outstanding debt balance, excluding capital lease obligations, increased $224.8 million to $1.7 billion in the second quarter of 2008 and increased $593.1 million to $1.7 billion in the first two quarters of 2008 compared to the second quarter and first two quarters of 2007.

Other

The other amount of $13.3 million in the first two quarters of 2007 represents the premium paid to repurchase and retire the senior subordinated notes that were tendered in the debt tender offer in connection with the Company's 2007 recapitalization.

Provision (Benefit) for Income Taxes

Provision (benefit) for income taxes increased $10.0 million in the second quarter of 2008 and increased $14.2 million in the first two quarters of 2008. The effective tax rate increased 37.9 percentage points to 34.6% during the second quarter of 2008 from a benefit of 3.3% in the comparable period in 2007, and increased 4.9 percentage points to 37.0% during the first two quarters of 2008, from 32.1% in the comparable period in 2007. The effective tax rate in 2008 was positively impacted by reserve adjustments related to the settlement of state income tax matters offset in part by the negative impact of losses from foreign subsidiaries for which no tax benefit was recorded. The effective tax rate in 2007 was positively impacted by state tax reserve adjustments as a result of state audit activity.

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Summary of Recapitalization Expenses

The following table presents total recapitalization-related expenses incurred during the second quarter and first two quarters of 2007. These pre-tax expenses affect comparability between the periods presented for 2008 and 2007.

(in millions)	Second Quarter of 2007	First Two Quarters of 2007
2007 recapitalization-related expenses:		
General and administrative expenses (1)	$ 2.4	$ 2.9
Additional interest income on recapitalization funds (2)	(2.6)	(2.6)
Additional interest expense (3)	21.9	33.9
Premium on bond extinguishment (4)	—	13.3
Total of 2007 recapitalization-related expenses	$ 21.7	$ 47.5

(1) Primarily includes stock compensation expenses, payroll taxes related to the payments made to certain stock option holders and legal and professional fees incurred in connection with the recapitalization, including the tender offers for Domino’s Pizza, Inc. common stock and Domino’s, Inc. senior subordinated notes due 2011.

(2) Includes estimated tax-exempt interest income that was earned on funds received in connection with the recapitalization prior to disbursement of the funds.

(3) Includes the write-off of deferred financing fees and bond discount related to extinguished debt as well as net expense incurred in connection with the settlement of interest rate derivatives.

(4) Represents the premium paid to bond holders in the tender offer for the Domino’s, Inc. senior subordinated notes due 2011.

In addition to the above fees and expenses and in connection with obtaining the asset-backed securitization financing facility, the Company paid $35.7 million in fees and expenses, which were recorded as a deferred financing cost asset on the consolidated balance sheet as of second quarter 2007.

Liquidity and Capital Resources

We had working capital of $78.2 million including total unrestricted cash and cash equivalents of $37.0 million and restricted cash of $72.7 million at June 15, 2008. Historically, we have operated with minimal positive 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. We generally collect our receivables within three weeks from the date of the related sale and we generally experience 40 to 50 inventory turns per year. In addition, our sales are not typically seasonal, which further limits our working capital requirements. These factors, coupled with significant and ongoing cash flows from operations, which are primarily used to service our debt obligations, invest in our business and repurchase common stock, reduce our working capital amounts. As of June 15, 2008, the Company had approximately $36.3 million of cash held for future interest payments, $26.4 million cash held in interest reserves, and $10.0 million cash held for capitalization of certain subsidiaries for a total of $72.7 million of restricted cash. These restricted cash amounts have driven our working capital to higher than historical levels. Our primary sources of liquidity are cash flows from operations and availability of borrowings under our variable funding notes. We have historically funded capital expenditures and debt repayments from these sources and expect to in the future. We did not have any material commitments for capital expenditures as of June 15, 2008.

As of June 15, 2008, we had $1.7 billion of long-term debt, of which $0.3 million was classified as a current liability. Additionally, as of June 15, 2008, the Company had borrowings of $114.4 million available under its $150.0 million securitized financing facility, net of letters of credit issued of $35.6 million. These letters of credit primarily relate to our insurance programs and supply chain center leases. Borrowings under the securitized financing facility are available to fund our working capital requirements, capital expenditures and other general corporate purposes.

Cash provided by operating activities was $43.6 million and $24.2 million in the first two quarters of 2008 and 2007, respectively. The $19.4 million increase was due primarily to a $22.1 million increase in net income and a $32.2 million net increase in operating assets and liabilities. These increases were offset in part by a $29.6 million decrease in amortization of deferred financing costs and debt discount, due primarily to the write-off of deferred financing costs in connection with the debt extinguishments in the first two quarters of 2007 and an $11.3 million change in (gains) losses on the sale/disposal of assets due primarily to the sale of certain Company-owned stores in California and Georgia during the first two quarters of 2008.

Cash provided by investing activities was $22.3 million in the first two quarters of 2008 and cash used in investing activities was $90.8 million in the first two quarters of 2007. The $113.1 million increase was due primarily to a $91.1 million increase in restricted cash related to the Company’s 2007 recapitalization and a $19.7 million increase in proceeds from sale of assets primarily as a result of the sale of certain Company-owned stores in California and Georgia.

Cash used in financing activities was $40.4 million in the first two quarters of 2008 and cash provided by financing activities was $38.8 million in the first two quarters of 2007. The $79.2 million net change was due primarily to a $2.5 billion decrease in proceeds from issuance of long-term debt and a $28.2 million increase in purchases of common stock, offset in part by a $1.5 billion decrease in repayments of long-term debt and capital lease obligations, an $897.0 million decrease in common stock dividends and equivalents and a $57.9 million decrease in cash paid for financing costs.

Based upon the current level of operations and anticipated growth, we believe that the cash generated from operations and the $114.4 million available under the variable funding notes will be adequate to meet our anticipated debt service requirements, capital expenditures and working capital needs for the next twelve months. Our ability to continue to fund these items and continue to reduce debt could be adversely affected by the occurrence of any of the events described under “Risk Factors” in our filings with the Securities and Exchange Commission. 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 variable funding notes or otherwise to enable us to service our indebtedness, or to make anticipated capital expenditures. Our future operating performance and our ability to service, extend or refinance the fixed rate notes and to service, extend or refinance the variable funding notes will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control.

Forward-Looking Statements

This filing contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” “or “anticipates” or similar expressions that concern our strategy, plans or intentions. These forward-looking statements relating to our anticipated profitability and operating performance reflect management’s expectations based upon currently available information and data. However, actual results are subject to future risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. The risks and uncertainties that can cause actual results to differ materially include: our increased level of indebtedness as a result of our recapitalization and the securitization transaction; the uncertainties relating to litigation; consumer preferences, spending patterns and demographic trends; the effectiveness of our advertising, operations and promotional initiatives; our ability to retain key personnel; new product and concept developments by Domino’s and other food-industry competitors; the ongoing profitability of our franchisees and the ability of Domino’s and our franchisees to open new restaurants and keep existing restaurants in operation; changes in food prices, particularly cheese, labor, utilities, insurance, employee benefits and other operating costs; the impact that widespread illness or general health concerns may have on our business and the economy of the countries in which we operate; severe weather conditions and natural disasters; changes in our effective tax rate; changes in government legislation and regulations; adequacy of our insurance coverage; costs related to future financings and changes in accounting policies. Important factors that could cause actual results to differ materially from our expectations (“cautionary statement”) are more fully described in our other filings with the Securities and Exchange Commission, including under the section headed “Risk Factors” in our annual report on Form 10-K. 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 risk from interest rate changes on our variable rate debt, which consists from time to time of outstanding variable funding note borrowings. Management actively monitors this exposure when present. As of June 15, 2008, we had no outstanding variable funding note borrowings. The fixed rate notes, which comprise significantly all of the Company's outstanding borrowings, contain fixed interest rates. The Company does not engage in speculative transactions nor do we hold or issue financial instruments for trading purposes.

The Company is exposed to market risk from changes in commodity prices. During the normal course of business, we purchase cheese and certain other food products that are affected by changes in commodity prices and, as a result, we are subject to volatility in our food costs. We may periodically enter into financial instruments to manage this risk. We do not engage in speculative transactions nor do we hold or issue financial instruments for trading purposes. In instances when we use forward pricing agreements with our suppliers, they always cover our physical commodity needs, are not net-settled and are accounted for as normal purchases.

Item 4. Controls and Procedures

Management, with the participation of Domino's Pizza, Inc.'s Chairman and Chief Executive Officer, David A. Brandon, and Executive Vice President and Chief Financial Officer, Wendy A. Beck, performed an evaluation of the effectiveness of Domino's Pizza, Inc.'s disclosure controls and procedures (as that term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, Mr. Brandon and Ms. Beck concluded that Domino's Pizza, Inc.'s disclosure controls and procedures were effective.

During the quarterly period ended June 15, 2008 there have been no changes in Domino's Pizza, Inc.'s internal controls over financial reporting that have materially affected or are reasonably likely to materially affect Domino's Pizza, Inc.'s internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are generally a party to numerous legal proceedings in the ordinary course of business. Such matters include, but are not limited to, administrative proceedings, workers' compensation claims, tax reviews and lawsuits relating to general liability, automobile accidents, franchisee issues, employment, contract and other miscellaneous issues. Specifically, we have two class actions pending in California brought by former employees. On June 10, 2003, Vega v. Domino's Pizza LLC was filed, in Orange County Superior Court, alleging that we failed to provide meal and rest breaks to our employees. On August 2, 2006, Rosello v. Domino's Pizza LLC was filed, in Los Angeles County Superior Court, alleging similar claims as set out in the Vega lawsuit. On February 14, 2007, the two actions were consolidated in Orange County Superior Court. No determination with respect to class certification was made. On September 11, 2007, the parties reached an out-of-court settlement, subject to the court's approval, in which all claims in both Vega v. Domino's Pizza LLC and Rosello v. Domino's Pizza LLC will be dismissed. As part of the conditional settlement, the Company agreed to pay $5.0 million to plaintiffs and their attorneys to resolve the disputes. The Company reserved $5.0 million in the second quarter of 2007 for these matters. On June 24, 2008, the settlement was approved by the court and will be paid subsequent to the second quarter of 2008.

In addition to the matters stated above, we may occasionally be party to large claims, including class action suits, that we do not believe, individually or in the aggregate, will materially affect our financial position, results of operations or cash flows.

Item 1A. Risk Factors

There have been no material changes in the risk factors previously disclosed in the Company's Form 10-K for the fiscal year ended December 30, 2007.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

c. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Period	(a) Total Number of Shares Purchased (1)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Program	(d) Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program
Period #1 (March 24, 2008 to April 20, 2008)	183,164	$ 13.18	183,164	$ 124,782,466
Period #2 (April 21, 2008 to May 18, 2008)	364,584	$ 12.99	364,584	120,045,083
Period #3 (May 19, 2008 to June 15, 2008)	205,000	$ 13.06	205,000	117,368,030
Total	752,748	$ 13.06	752,748	$ 117,368,030

(1) All shares were purchased as part of the publicly announced, board approved, share repurchase program.

Item 3. Defaults Upon Senior Securities

None.

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

(a) We held our 2008 Annual Meeting of Shareholders on April 17, 2008.

(b) The following matters were voted upon at the 2008 Annual Meeting of Shareholders:

1. The election of the nominees for the Board of Directors who will serve a term to expire at the 2011 Annual Meeting of Shareholders. The nominees, all of whom were elected, were Andrew B. Balson and Vernon “Bud” O. Hamilton. The Inspector of Election certified the following vote tabulations:

	Votes For	Votes Withheld
Andrew B. Balson	51,795,871	1,159,869
Vernon “Bud” O. Hamilton	51,735,621	1,220,118

2. A proposal to approve the Amended Domino’s Pizza, Inc. 2004 Equity Incentive Plan. The Inspector of Election certified the following vote tabulations:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
34,618,656	10,682,008	8,202	7,646,872

The proposal passed with 76.4% of the voted shares being voted “FOR” the proposal.

3. A proposal to make all possible and lawful efforts to implement and/or increase activity on each of the nine MacBride Principles was not approved by the shareholders. The Inspector of Elections certified the following vote tabulations:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
1,080,354	41,301,246	2,927,264	7,646,874

The proposal failed with 91.2% of the voted shares being voted “AGAINST” the proposal.

4. A proposal requesting a report disclosing the progress made toward evaluating controlled-atmosphere killing. The Inspector of Elections certified the following vote tabulations:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
554,566	41,789,954	2,964,344	7,646,874

The proposal failed with 92.2% of the voted shares being voted “AGAINST” the proposal.

5. A proposal to ratify the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm for the Company for fiscal year 2008 was approved by the shareholders. The Inspector of Election certified the following vote tabulations:

Votes For	Votes Against	Votes Abstaining
52,886,841	61,117	7,780

The proposal passed with 99.9% of the voted shares being voted “FOR” the proposal.

Item 5. Other Information

None.

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Item 6. Exhibits

Exhibit Number	Description
10.1	Amended Domino’s Pizza, Inc. 2004 Equity Incentive Plan.
10.2	Employment Agreement dated as of April 28, 2008 between Domino’s Pizza LLC and Wendy A. Beck (Incorporated by reference to Exhibit 1.01 to the registrants’ Current Report on Form 8-K filed on April 30, 2008).
31.1	Certification by David A. Brandon pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino’s Pizza, Inc.
31.2	Certification by Wendy A. Beck pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino’s Pizza, Inc.
32.1	Certification by David A. Brandon pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino’s Pizza, Inc.
32.2	Certification by Wendy A. Beck pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino’s Pizza, Inc.

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 duly authorized officer.

DOMINO’S PIZZA, INC.
(Registrant)

Date: July 22, 2008

/s/ Wendy A. Beck
Wendy A. Beck
Chief Financial Officer

AMENDED
DOMINO'S PIZZA, INC.

2004 EQUITY INCENTIVE PLAN

1. DEFINED TERMS

Exhibit A, which is incorporated by reference, defines the terms used in the Plan and sets forth certain operational rules related to those terms.

2. GENERAL

The Plan has been established to advance the interests of the Company by giving Stock-based and other incentives to selected Employees, directors and other persons (including both individuals and entities) who provide services to the Company or its Affiliates.

3. ADMINISTRATION

The Administrator has discretionary authority, subject only to the express provisions of the Plan, to interpret the Plan; determine eligibility for and grant Awards; determine, modify or waive the terms and conditions of any Award, except that the Administrator may not reduce the exercise price of an outstanding Option and may not, without the consent of the holder of an Award, take any action under this clause with respect to such Award if such action would adversely affect the rights of such holder; prescribe forms, rules and procedures (which it may modify or waive); and otherwise do all things necessary to carry out the purposes of the Plan. In the case of any Award intended to be eligible for the performance-based compensation exception under Section 162(m), the Administrator shall exercise its discretion consistent with qualifying the Award for such exception.

4. LIMITS ON AWARD UNDER THE PLAN

a. Number of Shares.

A maximum of 15,600,000 shares of Stock may be delivered in satisfaction of Awards under the Plan. The shares of Stock may be authorized, but unissued, or reacquired shares of Stock. For purposes of the preceding sentence, the following shares shall not be considered to have been delivered under the Plan: (i) shares remaining under an Award that terminates without having been exercised in full; (ii) shares of Restricted Stock that have been forfeited in accordance with the terms of the applicable Award; and (iii) shares held back, in satisfaction of the exercise price or tax withholding requirements, from shares that would otherwise have been delivered pursuant to an Award. The number of shares of Stock delivered under an Award shall be determined net of any previously acquired Shares tendered by the Participant in payment of the exercise price or of withholding taxes. A maximum of 1,000,000 shares of Stock may be issued as ISO Awards under the Plan.

b. <u>Type of Shares</u>.

Stock delivered by the Company under the Plan may be authorized but unissued Stock or previously issued Stock acquired by the Company and held in treasury. No fractional shares of Stock will be delivered under the Plan.

c. <u>Option & SAR Limits</u>.

The maximum number of shares of Stock for which Stock Options may be granted to any person in any calendar year, the maximum number of shares of Stock subject to SARs granted to any person in any calendar year and the aggregate maximum number of shares of Stock subject to other Awards that may be delivered to any person in any calendar year shall each be 1,000,000. For purposes of the preceding sentence, the repricing of a Stock Option or SAR shall be treated as a new grant to the extent required under Section 162(m). Subject to these limitations, each person eligible to participate in the Plan shall be eligible in any year to receive Awards covering up to the full number of shares of Stock then available for Awards under the Plan.

d. <u>Other Award Limits</u>.

No more than $1,000,000 may be paid to any individual with respect to any Cash Performance Award. In applying the limitation of the preceding sentence: (A) multiple Cash Performance Awards to the same individual that are determined by reference to performance periods of one year or less ending with or within the same fiscal year of the Company shall be subject in the aggregate to one limit of such amount, and (B) multiple Cash Performance Awards to the same individual that are determined by reference to one or more multi-year performance periods ending in the same fiscal year of the Company shall be subject in the aggregate to a separate limit of such amount. With respect to any Performance Award other than a Cash Performance Award or a Stock Option or SAR, the maximum Award opportunity shall be 1,000,000 shares of Stock or their equivalent value in cash, subject to the limitations of Section 4.c.

5. ELIGIBILITY AND PARTICIPATION

The Administrator will select Participants from among those key Employees, directors and other individuals or entities providing services to the Company or its Affiliates who, in the opinion of the Administrator, are in a position to make a significant contribution to the success of the Company and its Affiliates. Eligibility for ISOs is further limited to those individuals whose employment status would qualify them for the tax treatment described in Sections 421 and 422 of the Code.

6. RULES APPLICABLE TO AWARDS

a. <u>All Awards</u>.

(1) <u>Terms of Awards</u>. The Administrator shall determine the terms of all Awards subject to the limitations provided herein. In the case of an ISO, the term shall be ten (10) years from the date of grant or such shorter term as may be provided in the Award. Moreover, in the case of an ISO granted to a Participant who, at the time the ISO is granted, owns stock representing more than ten percent (10%) of the total combined voting power of all classes of capital stock of the Company or any Parent or Subsidiary, the term of the ISO shall be five (5) years from the date of grant or such shorter term as may be provided in the Award.

(2) <u>Performance Criteria</u>. Where rights under an Award depend in whole or in part on satisfaction of Performance Criteria, actions by the Company that have an effect, however material, on such Performance Criteria or on the likelihood that they will be satisfied will not be deemed an amendment or alteration of the Award.

(3) <u>Alternative Settlement</u>. The Company may at any time extinguish rights under an Award in exchange for payment in cash, Stock (subject to the limitations of Section 4) or other property on such terms as the Administrator determines, provided the holder of the Award consents to such exchange.

(4) <u>Transferability Of Awards</u>. Except as the Administrator otherwise expressly provides, Awards may not be transferred other than by will or by the laws of descent and distribution, and during a Participant's lifetime an Award requiring exercise may be exercised only by the Participant (or in the event of the Participant's incapacity, the person or persons legally appointed to act on the Participant's behalf).

(5) <u>Vesting, Etc.</u> Without limiting the generality of Section 3, the Administrator may determine the time or times at which an Award will vest (*i.e.*, become free of forfeiture restrictions) or become exercisable and the terms on which an Award requiring exercise will remain exercisable. Unless the Administrator expressly provides otherwise, immediately upon the cessation of the Participant's employment or other service relationship with the Company and its Affiliates an Award requiring exercise will cease to be exercisable and all Awards to the extent not already fully vested will be forfeited, except that:

(A) all Stock Options and SARs held by a Participant immediately prior to his or her death, to the extent then exercisable, will remain exercisable by such Participant's executor or administrator or the person or persons to whom the Stock Option or SAR is transferred by will or the applicable laws of descent and distribution, and to the extent not then exercisable will vest and become exercisable upon such Participant's death by such Participant's executor or administrator or the person or persons to whom the Stock Option or SAR is transferred by will or the applicable laws of descent and distribution, in each case for the lesser of (i) a one year period ending with the first anniversary of the Participant's death or (ii) the period ending on the latest date on which such Stock Option or SAR could have been exercised without regard to this Section 6.a.(5) and shall thereupon terminate; and

(B) all Stock Options and SARs held by the Participant immediately prior to the cessation of the Participant's employment or other service relationship for reasons other than death and except as provided in (C) below, to the extent then exercisable, will remain exercisable for the lesser of (i) a period of three months or (ii) the period ending on the latest date on which such Stock Option or SAR could have been exercised without regard to this Section 6.a.(5), and shall thereupon terminate.

Unless the Administrator expressly provides otherwise, a Participant's "employment or other service relationship with the Company and its Affiliates" will be deemed to have ceased, in the case of an employee Participant, upon termination of the Participant's employment with the Company and its Affiliates (whether or not the Participant continues in the service of the Company or its Affiliates in some capacity other than that of an employee of the Company or its Affiliates), and in the case of any other Participant, when the service relationship in respect of which the Award was granted terminates (whether or not the Participant continues in the service of the Company or its Affiliates in some other capacity).

(6) Taxes. The Administrator will make such provision for the withholding of taxes as it deems necessary. The Administrator may, but need not, hold back shares of Stock from an Award or permit a Participant to tender previously owned shares of Stock in satisfaction of tax withholding requirements, but not in excess of the minimum tax withholding rates applicable to the employee.

(7) Dividend Equivalents, Etc. The Administrator may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to Stock subject to an Award.

(8) Rights Limited. Nothing in the Plan shall be construed as giving any person the right to continued employment or service with the Company or its Affiliates, or any rights as a shareholder except as to shares of Stock actually issued under the Plan. The loss of existing or potential profit in Awards will not constitute an element of damages in the event of termination of employment or service for any reason, even if the termination is in violation of an obligation of the Company or Affiliate to the Participant.

(9) Section 162(m). In the case of an Award intended to be eligible for the performance-based compensation exception under Section 162(m), the Plan and such Award shall be construed to the maximum extent permitted by law in a manner consistent with qualifying the Award for such exception.

b. Awards Requiring Exercise.

(1) Time And Manner Of Exercise. Unless the Administrator expressly provides otherwise, (a) an Award requiring exercise by the holder will not be deemed to have been exercised until the Administrator receives a written notice of exercise (in form acceptable to the Administrator) signed by the appropriate person and accompanied by any payment required under the Award; and (b) if the Award is exercised by any person other than the Participant, the Administrator may require satisfactory evidence that the person exercising the Award has the right to do so.

(2) Exercise Price. The Administrator shall determine the exercise price of each Stock Option provided that each Stock Option intended to qualify for the performance-based exception under Section 162(m) of the Code and each ISO must have an exercise price that is not less than the fair market value of the Stock subject to the Stock Option, determined as of the date of grant. An ISO granted to an Employee described in Section 422(b)(6) of the Code must have an exercise price that is not less than 110% of such fair market value.

(3) Payment Of Exercise Price, If Any. Where the exercise of an Award is to be accompanied by payment: (a) all payments will be by cash or check acceptable to the Administrator, or, if so permitted by the Administrator (with the consent of the optionee of an ISO if permitted after the grant), (i) through the delivery of shares of Stock which have been outstanding for at least six months (unless the Administrator approves a shorter period) and which have a fair market value equal to the exercise price, (ii) by delivery of an unconditional and irrevocable undertaking by a broker to deliver promptly to the Company sufficient funds to pay the exercise price, or (ii) by any combination of the foregoing permissible forms of payment; and (b) where shares of Stock issued under an Award are part of an original issue of shares, the Award shall require an exercise price equal to at least the par value of such shares.

(4) ISOs. No ISO may be granted under the Plan after June 1, 2014, but ISOs previously granted may extend beyond that date.

c. Awards Not Requiring Exercise.

Awards of Restricted Stock and Unrestricted Stock may be made in return for either (i) services determined by the Administrator to have a value not less than the par value of the Awarded shares of Stock, or (ii) cash or other property having a value not less than the par value of the Awarded shares of Stock payable in such combination and type of cash, other property (of any kind) or services as the Administrator may determine.

7. EFFECT OF CERTAIN TRANSACTIONS

a. Mergers, Etc.

In the event of a Covered Transaction, all outstanding Awards shall vest and if relevant become exercisable and all deferrals, other than deferrals of amounts that are neither measured by reference to nor payable in shares of Stock, shall be accelerated, immediately prior to the Covered Transaction and upon consummation of such Covered Transaction all Awards then outstanding and requiring exercise shall be forfeited unless assumed by an acquiring or surviving entity or its affiliate as provided in the following sentence. In the event of a Covered Transaction, unless otherwise determined by the Administrator, all Awards that are payable in shares of Stock and that have not been exercised, exchanged or converted, as applicable, shall be converted into and represent the right to receive the consideration to be paid in such Covered Transaction for each share of Stock into which such Award is exercisable, exchangeable or convertible, less the applicable exercise price or purchase price for such Award. In connection with any Covered Transaction in which there is an acquiring or surviving entity, the Administrator may provide for substitute or replacement Awards from, or the assumption of Awards by, the acquiring or surviving entity or its affiliates, any such substitution, replacement or assumption to be on such terms as the Administrator determines, provided that no such replacement or substitution shall diminish in any way the acceleration of Awards provided for in this section.

b. Changes in and Distributions with Respect to the Stock.

(1) Basic Adjustment Provisions. In the event of a stock dividend, stock split or combination of shares, recapitalization or other change in the Company's capital structure after May 11, 2004, the Administrator will make appropriate adjustments to the maximum number of shares that may be delivered under the Plan under Section 4.a., and will also make appropriate adjustments to the number and kind of shares of stock or securities subject to Awards then outstanding or subsequently granted, any exercise prices relating to Awards and any other provision of Awards affected by such change.

(2) Certain Other Adjustments. The Administrator may also make adjustments of the type described in paragraph (1) above to take into account distributions to common stockholders other than those provided for in Section 7.a. and 7.b.(1), or any other event, if the Administrator determines that adjustments are appropriate to avoid distortion in the operation of the Plan and to preserve the value of Awards made hereunder; *provided*, that no such adjustment shall be made to the maximum share limits described in Section 4.c. or 4.d., or otherwise to an Award intended to be eligible for the performance-based exception under Section 162(m), except to the extent consistent with that exception, nor shall any change be made to ISOs except to the extent consistent with their continued qualification under Section 422 of the Code.

(3) Continuing Application of Plan Terms. References in the Plan to shares of Stock shall be construed to include any stock or securities resulting from an adjustment pursuant to Section 7.b.(1) or 7.b.(2) above.

8. LEGAL CONDITIONS ON DELIVERY OF STOCK

The Company will not be obligated to deliver any shares of Stock pursuant to the Plan or to remove any restriction from shares of Stock previously delivered under the Plan until the Company's counsel has approved all legal matters in connection with the issuance and delivery of such shares; if the outstanding Stock is at the time of delivery listed on any stock exchange or national market system, the shares to be delivered have been listed or authorized to be listed on such exchange or system upon official notice of issuance; and all conditions of the Award have been satisfied or waived. If the sale of Stock has not been registered under the Securities Act of 1933, as amended, the Company may require, as a condition to exercise of the Award, such representations or agreements as counsel for the Company may consider appropriate to avoid violation of such Act. The Company may require that certificates evidencing Stock issued under the Plan bear an appropriate legend reflecting any restriction on transfer applicable to such Stock.

9. AMENDMENT AND TERMINATION

Subject to the last sentence of Section 3, the Administrator may at any time or times amend the Plan or any outstanding Award for any purpose which may at the time be permitted by law, or may at any time terminate the Plan as to any further grants of Awards; *provided*, that (except to the extent expressly required or permitted by the Plan) no such amendment will, without the approval of the stockholders of the Company, effectuate a change: (i) for which stockholder approval is required in order for the Plan to continue to qualify under Section 422 of the Code; (ii) for which stockholder approval is required under the Corporate Governance Laws of the New York Stock Exchange applicable to the Company; and (iii) for Awards to be eligible for the performance-based exception under Section 162(m).

In addition, the Administrator may take any action consistent with the terms of the Plan, either before or after an Award has been granted, which the Administrator deems necessary or advisable to comply with any government laws or regulatory requirements of a foreign country, including but not limited to, modifying or amending the terms and conditions governing any Awards, or establishing any local country plans as sub-plans to this Plan. Further, under all circumstances, the Administrator may make non-substantive administrative changes to the Plan as to conform with or take advantage of governmental requirements, statutes or regulations.

10. NON-LIMITATION OF THE COMPANY'S RIGHTS

The existence of the Plan or the grant of any Award shall not in any way affect the Company's right to Award a person bonuses or other compensation in addition to Awards under the Plan.

11. GOVERNING LAW

The Plan shall be construed in accordance with the laws of the State of Delaware.

EXHIBIT A

Definition of Terms

The following terms, when used in the Plan, shall have the meanings and be subject to the provisions set forth below:

“Administrator”: The Board or, if one or more has been appointed, the Committee.

“Affiliate”: Any corporation or other entity owning, directly or indirectly, 50% or more of the outstanding Stock of the Company, or in which the Company or any such corporation or other entity owns, directly or indirectly, 50% of the outstanding capital stock (determined by aggregate voting rights) or other voting interests.

“Award”: Any or a combination of the following:

(i) Stock Options.

(ii) SARs.

(iii) Restricted Stock.

(iv) Unrestricted Stock.

(v) Deferred Stock.

(vi) Securities (other than Stock Options) that are convertible into or exchangeable for Stock on such terms and conditions as the Administrator determines.

(vii) Cash Performance Awards.

(viii) Performance Awards.

(ix) Grants of cash, or loans, made in connection with other Awards in order to help defray in whole or in part the economic cost (including tax cost) of the Award to the Participant.

“Board”: The Board of Directors of the Company.

“Cash Performance Award”: A Performance Award payable in cash. The right of the Company under Section 6.a.(3) to extinguish an Award in exchange for cash or the exercise by the Company of such right shall not make an Award otherwise not payable in cash a Cash Performance Award.

“Code”: The U.S. Internal Revenue Code of 1986 as from time to time amended and in effect, or any successor statute as from time to time in effect.

"Committee": One or more committees of the Board which in the case of Awards granted to officers of the Company shall be comprised solely of two or more outside directors within the meaning of Section 162(m). Any Committee may delegate ministerial tasks to such persons (including Employees) as it deems appropriate.

"Company": Domino's Pizza, Inc.

"Covered Transaction": Any of (i) a consolidation or merger in which the Company is not the surviving corporation or which results in the acquisition of all or substantially all of the Company's then outstanding common stock by a single person or entity or by a group of persons and/or entities acting in concert, (ii) a sale or transfer of all or substantially all the Company's assets, or (iii) a dissolution or liquidation of the Company**.**

"Deferred Stock": A promise to deliver Stock or other securities in the future on specified terms.

"Employee": Any person who is employed by the Company or an Affiliate.

"ISO": A Stock Option intended to be an "incentive stock option" within the meaning of Section 422 of the Code. No Stock Option Awarded under the Plan will be an ISO unless the Administrator expressly provides for ISO treatment.

"Parent": A "parent corporation," whether now or hereafter existing, as defined in Section 424(e) of the Code.

"Participant": An Employee, director or other person providing services to the Company or its Affiliates who is granted an Award under the Plan.

"Performance Award": An Award subject to Performance Criteria. The Committee in its discretion may grant Performance Awards that are intended to qualify for the performance-based compensation exception under Section 162(m) and Performance Awards that are not intended so to qualify.

"Performance Criteria": Specified criteria the satisfaction of which is a condition for the exercisability, vesting or full enjoyment of an Award. For purposes of Performance Awards that are intended to qualify for the performance-based compensation exception under Section 162(m), a Performance Criterion shall mean an objectively determinable measure of performance relating to any of the following (determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, project or geographical basis or in combinations thereof): (i) sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation, amortization or other items, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; stockholder return; network deployment; sales of particular products or services; customer acquisition, expansion and retention; or any combination of the foregoing; or

(ii) acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; recapitalizations, restructurings, financings (issuance of debt or equity) and refinancings; transactions that would constitute a change of control; or any combination of the foregoing. A Performance Criterion measure and targets with respect thereto determined by the Administrator need not be based upon an increase, a positive or improved result or avoidance of loss.

"Plan": The Domino's Pizza, Inc. 2004 Equity Incentive Plan, as from time to time amended and in effect.

"Restricted Stock": An Award of Stock subject to restrictions requiring that such Stock be redelivered to the Company if specified conditions are not satisfied.

"Section 162(m)": Section 162(m) of the Code.

"SARs": Rights entitling the holder upon exercise to receive cash or Stock, as the Administrator determines, equal to a function (determined by the Administrator using such factors as it deems appropriate) of the amount by which the Stock has appreciated in value since the date of the Award.

"Stock": Common Stock of the Company, par value $ .01 per share.

"Stock Options": Options entitling the recipient to acquire shares of Stock upon payment of the exercise price.

"Subsidiary": A "subsidiary corporation," whether now or hereafter existing, as defined in Section 424(f) of the Code.

"Unrestricted Stock": An Award of Stock not subject to any restrictions under the Plan**.**

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER, DOMINO'S PIZZA, INC.

I, David A. Brandon certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Domino's Pizza, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 22, 2008	/s/ David A. Brandon
Date	David A. Brandon Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER, DOMINO’S PIZZA, INC.

I, Wendy A. Beck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Domino’s Pizza, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent function):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

July 22, 2008	/s/ Wendy A. Beck
Date	Wendy A. Beck
	Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Domino’s Pizza, Inc. (the “Company”) on Form 10-Q for the period ended June 15, 2008, as filed with the Securities and Exchange Commission (the “Report”), I, David A. Brandon, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David A. Brandon
David A. Brandon
Chief Executive Officer

Dated: July 22, 2008

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Domino’s Pizza, Inc. and will be retained by Domino’s Pizza, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Domino’s Pizza, Inc. (the “Company”) on Form 10-Q for the period ended June 15, 2008, as filed with the Securities and Exchange Commission (the “Report”), I, Wendy A. Beck, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Wendy A. Beck
Wendy A. Beck
Chief Financial Officer

Dated: July 22, 2008

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Domino’s Pizza, Inc. and will be retained by Domino’s Pizza, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.