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January 7, 2015

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via e-mail to shareholderproposals@sec.gov

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Domino's Pizza, Inc.
Shareholder Proposal of Marco Consulting Group Trust I regarding Proxy Access for Shareholders

Ladies and Gentlemen:

We are writing on behalf of our client, Domino's Pizza, Inc., a Delaware corporation (the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to inform the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that, pursuant to Rule 14a-8(i)(9) of the Exchange Act, the Company plans to omit from its proxy statement and form of proxy (collectively, the "2015 Proxy Materials") the shareholder proposal (the "Proponent's Proposal") and the statements in support thereof submitted by Marco Consulting Group Trust I (the "Proponent"). A copy of the Proponent's Proposal and the statements in support thereof is attached to this letter as Exhibit A. The Company respectfully requests that the Staff concur with the Company's view that the Proponent's Proposal may properly be excluded from the Company's 2015 Proxy Materials pursuant to Rule 14a-8(i)(9).

Pursuant to Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D"), we are submitting this request for no-action relief under Rule 14a-8 by use of the Commission email address, shareholderproposals@sec.gov (in lieu of providing six additional copies of this letter pursuant to Rule 14a-8(j)), and the undersigned has included his name and telephone number both in this letter and the cover email accompanying this letter. We are simultaneously forwarding a copy of this letter to the Proponent as notice of the Company's intent to omit the Proponent's Proposal from the 2015 Proxy Materials.

Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the

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Proponent elects to submit additional correspondence to the Commission or Staff with respect to the Proponent's Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

The Proponent's Proposal

The Proponent's Proposal seeks a shareholder resolution to request that the Company's Board of Directors (the "Board") adopt, and seek shareholder approval for, amendments to the Company's Amended and Restated By-Laws (the "By-Laws") to implement proxy access for director nominations. Under the Proponent's Proposal, any shareholder or group of shareholders that collectively have beneficially owned at least 3% of the Company's outstanding common stock continuously for at least three years would be permitted to nominate candidates for election to the Board, and the Company would be required to list such nominees with the Board's nominees in the Company's proxy materials. Under the Proponent's Proposal, shareholders would be permitted to nominate up to 25% of the directors to be elected to the Board at the relevant shareholder meeting. A copy of the Proponent's Proposal is attached to this letter as Exhibit A.

Basis for Exclusion

We believe that the Proponent's Proposal may properly be excluded from the 2015 Proxy Materials pursuant to Rule 14a-8(i)(9) because it directly conflicts with one of the Company's own proposals to be submitted to shareholders at the same meeting.

The Company's Proposal

The Board has determined to submit a proposal to shareholders at the 2015 annual meeting of stockholders (the "2015 Annual Meeting") with respect to proxy access for director nominations (the "Company Proposal"). Specifically, the Board intends to seek shareholder approval of amendments to the Company's By-Laws to permit any shareholder (but not a group of shareholders) owning 5% or more of the Company's common stock for at least five years to nominate candidates for election to the Board and require the Company to list such nominees with the Board's nominees in the Company's proxy materials. Under the Company Proposal, such a shareholder would be permitted to nominate the greater of (x) one director or (y) 20% of the Board, rounding down to the nearest whole number of directors to be elected at the relevant shareholder meeting. The specific text of the proposed amendments to the By-Laws implementing the Company Proposal will be included in the 2015 Proxy Materials.

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Analysis

The Proponent's Proposal May Be Excluded Under Rule 14a-8(i)(9) Because It Directly Conflicts with a Proposal to Be Submitted by the Company in the 2015 Proxy Materials.

The Company may exclude the Proponent's Proposal under Rule 14a-8(i)(9) because the Proponent's Proposal directly conflicts with a proposal to be submitted by the Company in the 2015 Proxy Materials. A shareholder proposal may be excluded under Rule 14a-8(i)(9) if "the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." The Commission has stated that a company's proposal need not be "identical in scope or focus for the exclusion to be available." See Exchange Act Release No. 40018, at n. 27 (May 21, 1998). Accordingly, a company may exclude a shareholder-sponsored proposal where it seeks to address a similar right or matter as is covered by a company-sponsored proposal even if the terms of the two proposals are different or conflicting (e.g., the ownership percentage threshold of the shareholder-sponsored proposal is different from the ownership percentage threshold included in the company-sponsored proposal). The Company Proposal seeks to address the same right as the Proponent's Proposal (the right of the Company's shareholders to nominate candidates for the Board to be included in the Company's proxy statement). The Company Proposal provides that a single shareholder (rather than a group of shareholders, as set forth in the Proponent's Proposal) owning 5% or more of the Company's shares for at least five years (rather than 3% of the Company's shares for three years, as was proposed by the Proponent) could nominate a candidate for election to the Board to be included in the Company's proxy statement. Moreover, the Company Proposal provides that a shareholder would be permitted to nominate the greater of (x) one director or (y) 20% of the Board, rounding down to the nearest whole number of directors to be elected at the relevant shareholder meeting, rather than be permitted to nominate up to 25% of the Board, as was proposed by the Proponent. Because (i) the number of shareholders able to nominate a candidate, (ii) the required share ownership percentage and holding period and (iii) the number of directors that can be nominated cannot be set at different levels, the Proponent's Proposal conflicts with the Company Proposal. Thus, submitting the Proponent's Proposal and the Company Proposal at the 2015 Annual Meeting would present alternative and conflicting decisions for the Company's shareholders that would likely result in inconsistent and ambiguous results.

The Staff recently granted no-action relief under Rule 14a-8(i)(9) in nearly identical circumstances. In *Whole Foods Market, Inc.* (December 1, 2014), the Staff concurred with the exclusion pursuant to Rule 14a-8(i)(9) of a shareholder proposal seeking to allow shareholder groups to nominate up to 25% of the company's board if they had owned 3% of the company's common stock for three years or more. The Staff agreed that the shareholder's proposal conflicted with the company's proposal, which allowed individual shareholders (not groups) to

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appoint the greater of one director or 10% of the company's board if the shareholder had held at least 9% of the company's common stock for five years.

In addition, the Staff has consistently and recently granted no-action relief under Rule 14a-8(i)(9) in analogous circumstances. For example, the Staff has granted no-action relief under Rule 14a-8(i)(9) where a shareholder-sponsored special meeting proposal contains an ownership threshold that differs from a company-sponsored special meeting proposal, because submitting both proposals to a shareholder vote would (i) present alternative and conflicting decisions for shareholders and (ii) create the potential for inconsistent and ambiguous results. *See e.g., Deere & Company* (October 31, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 20% of the company's outstanding common stock to be able to call a special shareholder meeting when a company-sponsored proposal would permit holders owning 25% of the outstanding shares of the company's common stock to call a special shareholder meeting); *United Natural Foods, Inc.* (September 10, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 15% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning on a net long basis 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); *Stericycle, Inc.* (March 7, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 15% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning on a net long basis 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); *Yahoo! Inc.* (March 6, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 15% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning 25% of the outstanding shares of the company's common stock to call a special meeting of shareholders); *Verisign, Inc.* (February 24, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 15% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning on a net long basis 35% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); *Quest Diagnostics Incorporated* (February 19, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 15% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning on a net long basis 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); *Kansas City Southern* (January 22, 2014) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 15% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-

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sponsored proposal would permit holders owning on a net long basis 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); *The Walt Disney Company* (November 6, 2013) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 10% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning on a net long basis 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); *Advance Auto Parts, Inc.* (February 8, 2013) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 10% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders); and *American Tower Corporation* (January 30, 2013) (concurring with the exclusion of a shareholder proposal seeking the right for holders of 10% of the company's outstanding common stock to be able to call a special meeting of shareholders when a company-sponsored proposal would permit holders owning on a net long basis 25% of the outstanding shares of the company's common stock for at least one year to call a special meeting of shareholders).

The Company believes that the facts in the present instance are analogous to those in the examples cited above where the Staff granted no-action relief under Rule 14a-8(i)(9). Here, the Proponent's Proposal would permit any shareholder or group of shareholders that collectively holds at least 3% of the Company's shares continuously for three years to nominate a candidate for election to the Company's Board and require that such nominee be listed with the Board's nominees in the Company's proxy statement. Such shareholders and groups would be permitted to nominate up to 25% of the Company's Board. The Company Proposal seeks to provide shareholders similar access to the Company's proxy statement, but to a different degree and with different minimum thresholds for the amount and duration of ownership: the Company Proposal will seek shareholder approval of amendments to the By-Laws to provide that a single shareholder owning 5% or more of the Company's shares for at least five years can nominate a candidate for election to the Board, and such nominee must be listed with the Board's nominees in the proxy statement. Under the Company's Proposal, a shareholder would be permitted to nominate the greater of (x) one director or (y) 20% of the Board, rounding down to the nearest whole number of directors to be elected at the relevant shareholder meeting. The Company believes that the inclusion of each of the Proponent's Proposal and the Company Proposal in the 2015 Proxy Materials would present alternative and conflicting decisions for the Company's shareholders and would create the potential for inconsistent and ambiguous results.

The Company therefore requests that the Staff concur that the Proponent's Proposal may properly be excluded from the 2015 Proxy Materials because, under Rule 14a- 8(i)(9), it directly

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conflicts with one of the Company's own proposals to be submitted to shareholders at the same meeting.

Conclusion

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proponent's Proposal from its 2015 Proxy Materials pursuant to Rule 14a-8(i)(9).

In the event the Staff disagrees with any conclusion expressed herein, or should any information in support or explanation of the Company's position be required, we will appreciate an opportunity to confer with the Staff before issuance of its response. If the Staff has any questions regarding this request or requires additional information, please contact the undersigned at (617) 951-7802.

We appreciate your attention to this request.

Very truly yours,



Craig E. Marcus

cc: Kenneth B. Rollin (Domino's Pizza, Inc.)
Adam J. Gacek (Domino's Pizza, Inc.)
Greg A. Kinczewski (Marco Consulting Group Trust I)

Exhibit A

PROPONENT'S PROPOSAL

See attached.

THE MARCO
CONSULTING
GROUP



November 19, 2014

BY OVERNIGHT DELIVERY AND EMAIL: Adam.gaceck@dominos.com

Domino's Pizza, Inc.
30 Frank Lloyd Wright Drive
Ann Arbor, Michigan 48105
Attention: Adam J. Gacek, Corporate Secretary

RE: Marco Consulting Group Trust I

Dear Mr. Gacek:

As the duly authorized representative of the Marco Consulting Group Trust I (the "Trust"), I write to give notice that pursuant to the 2014 proxy statement of Domino's Pizza, Inc. (the "Company"), the Trust intends to present the attached proposal (the "Proposal") at the 2015 annual meeting of shareholders (the "Annual Meeting"). The Trust requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

A letter from the Trust's custodian documenting the Trust's continuous ownership of the requisite amount of the Company's stock for at least one year prior to the date of this letter is being sent under separate cover. The Trust also intends to continue its ownership of at least the minimum number of shares required by the SEC regulations through the date of the Annual Meeting.

I represent that the Trust or its agent intends to appear in person or by proxy at the Annual Meeting to present the attached Proposal. I declare the Trust has no "material interest" other than that believed to be shared by stockholders of the Company generally.

Please direct all questions or correspondence regarding the Proposal to me. My email is kinczewski@marcoconsulting.com and my direct line is 312-612-8452

Very Truly Yours,

Greg A. Kinczewski
Vice President/Senior Counsel

Enclosure

RESOLVED: shareholders of Domino's Pizza, Inc. ("Domino's") ask the Board of Directors (the "Board") to adopt, and seek shareholder approval for, a "proxy access" bylaw (the "Bylaw"). The Bylaw shall require Domino's to include in its proxy materials provided to shareholders in connection with a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (both defined below) of any person ("Nominee") nominated for election to the Board by a shareholder or group of shareholders ("Nominator") that satisfies the requirements below and to allow shareholders to vote for the Nominee on Domino's proxy card.

The number of Nominees required to be included in proxy materials for a shareholder meeting shall not exceed one-quarter of the directors to be elected at that meeting. The Bylaw shall provide that a Nominator must:

- (a) have beneficially owned 3% or more of Domino's outstanding common stock continuously for at least three years on the date on which the nomination is submitted;
- (b) provide written notice received by the Secretary within the time period specified in the bylaws; such notice shall contain the information required to be disclosed about the Nominee and the Nominator by SEC rules in connection with a contested director election solicitation (with separate disclosure for each shareholder in a group) (all disclosure in this section is the "Disclosure"); and
- (c) execute an undertaking that it agrees to (i) assume all liability arising out of any violation of law or regulation in connection with the Nominator's communications with Domino's shareholders, including the Disclosure; (ii) to the extent it uses soliciting material other than Domino's proxy materials, comply with all laws and regulations relating thereto.

The Nominator may furnish a 500-word statement in support of the Nominee's election (the "Statement") for inclusion in the proxy statement. The Board shall adopt a procedure for timely resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the Bylaw and applicable SEC rules and the priority to be given in if the number of Nominees nominated exceeds the limit.

SUPPORTING STATEMENT

We believe that stockholders of U.S. public companies currently have no meaningful control over the director nomination and election process. In our view, access to the proxy for purposes of electing a director nominated by stockholders with a significant stake in Domino's is the most effective mechanism for ensuring accountability. We believe that greater accountability would benefit Domino's, where executive compensation is excessive and insufficiently tied to long-term performance.

We urge shareholders to vote for this proposal.