

DOMINOS PIZZA INC
Form 8-K
August 02, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): July 27, 2017

DOMINO S PIZZA, INC.
(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

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001-32242
(Commission

38-2511577
(I.R.S. Employer

File Number)

Identification Number)

30 Frank Lloyd Wright Drive

Ann Arbor, Michigan
(Address of Principal Executive Offices)

48106
(Zip Code)

Registrants telephone number, including area code (734) 930-3030

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

Item 1.01. Entry into a Material Definitive Agreement

On August 2, 2017, Domino's Pizza, Inc. (the "Company") entered into a \$1.0 billion accelerated share repurchase agreement (the "ASR Agreement") with Goldman Sachs & Co. LLC (the "Bank"). The Company will acquire shares under the ASR Agreement as part of its new \$1.25 billion share repurchase program (as described further below).

Pursuant to the terms of the ASR Agreement, on August 3, 2017, the Company will pay the Bank \$1.0 billion in cash and will receive approximately 4.6 million shares of the Company's common stock. At final settlement, the Bank may be required to deliver additional shares to the Company, or, under certain circumstances, the Company may be required to deliver shares of its common stock or may elect to make a cash payment to the Bank, based generally on the average of the daily volume-weighted average prices of the Company's common stock during the term of the ASR Agreement. The ASR Agreement contains provisions customary for agreements of this type, including provisions for adjustments to the transaction terms, the circumstances generally under which the ASR Agreement may be accelerated, extended or terminated early by the Bank and various acknowledgments, representations and warranties made by the parties to one another. Final settlement of the ASR Agreement is expected to be completed during the fourth quarter of 2017, although the settlement may be accelerated at the Bank's option.

The foregoing description of the ASR Agreement is qualified in its entirety by reference to the ASR Agreement, a copy of which is attached as Exhibit 10.1 and incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information in Item 1.01 is incorporated herein by reference.

Item 8.01. Other Events

On July 27, 2017, the Company's Board of Directors (the "Board") authorized a new share repurchase program to repurchase up to \$1.25 billion of the Company's common stock. This repurchase program replaces the remaining availability of approximately \$136.4 million under the Company's previously approved \$250.0 million share repurchase program that was authorized by the Board on May 25, 2016.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
No.

10.1 Fixed Dollar Accelerated Share Repurchase Transaction Confirmation, dated August 2, 2017

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 thereunto duly authorized.

DOMINO S PIZZA, INC.

(Registrant)

Date: August 2, 2017

/s/ Jeffrey D. Lawrence

Jeffrey D. Lawrence

Executive Vice President and Chief Financial Officer