

DOMINOS PIZZA INC  
Form 8-K  
April 25, 2019

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): April 23, 2019**

**Domino's Pizza, Inc.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of Incorporation or Organization)**

**001-32242**  
**(Commission File Number)**

**38-2511577**  
**(IRS Employer Identification No.)**

**30 Frank Lloyd Wright Drive**

**Ann Arbor, Michigan**  
**(Address of Principal Executive Offices)**

**48105**  
**(Zip Code)**

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

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

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

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

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

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

Emerging growth company

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

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2019 Annual Meeting of Shareholders of Domino's Pizza, Inc. (the Company) was held on April 23, 2019. A total of 35,868,632 shares were present or represented by proxy at the meeting, representing 87.34% of all shares entitled to vote at the Annual Meeting. The matters presented for a vote and the related results are as follows:

**1. ELECTION OF DIRECTORS**

Proposal one was the election of nine nominees to serve as Directors of the Company, each for a term of one year. The result of the vote was as follows:

Nominee	FOR		WITHHELD		Broker Non-Votes
	# of Votes	% of Votes Cast	# of Votes	% of Votes Cast	
David A. Brandon	31,718,974	99.27%	232,672	0.73%	3,916,986
Richard E. Allison, Jr.	31,840,871	99.65%	110,775	0.35%	3,916,986
C. Andrew Ballard	31,708,817	99.24%	242,829	0.76%	3,916,986
Andrew B. Balson	31,291,066	97.93%	660,580	2.07%	3,916,986
Corie S. Barry	31,872,776	99.75%	78,870	0.25%	3,916,986
Diana F. Cantor	31,614,392	98.94%	337,254	1.06%	3,916,986
Richard L. Federico	31,708,653	99.24%	242,993	0.76%	3,916,986
James A. Goldman	31,857,369	99.70%	94,277	0.30%	3,916,986
Patricia E. Lopez	31,876,385	99.76%	75,261	0.24%	3,916,986

Pursuant to the foregoing votes, the nine nominees listed above were elected to serve on the Company's Board of Directors. There were no additional Director nominations brought before the Meeting.

**2. RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

Proposal two was the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accountant for the current fiscal year. The result of the vote was as follows:

FOR		AGAINST		Abstain	Broker Non-Votes
# of Votes	% of Votes Cast	# of Votes	% of Votes Cast		
35,590,553	99.31%	246,649	0.68%	31,430	

Pursuant to the foregoing votes, the ratification of PricewaterhouseCoopers LLP as the independent registered public accountant for the current fiscal year was approved.

**3. ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY-ON-PAY)**

Proposal three was the advisory vote on the approval of the executive compensation of the named executive officers of Domino's Pizza, Inc. The result of the vote was as follows:

**FOR**

**AGAINST**

**% of**

**% of**

**Broker**

**# of Votes**

**Votes Cast**

**# of Votes**

**Votes Cast**

**Abstain**

**Non-Votes**

28,166,226

91.14%

2,736,979

8.85%

1,048,441

3,916,986

Pursuant to the foregoing votes, the executive compensation of the named executive officers of Domino's Pizza, Inc. was approved in this non-binding advisory vote.

**SIGNATURES**

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

DOMINO S PIZZA, INC.  
(Registrant)

Date: April 25, 2019

/s/ Kevin S. Morris  
Kevin S. Morris  
Executive Vice President, General Counsel  
and Corporate Secretary