

Dave & Buster's Entertainment, Inc.
Form S-1MEF
February 05, 2015

As filed with the Securities and Exchange Commission on February 5, 2015

Registration No. 333

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Dave & Buster s Entertainment, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

5812
(Primary Standard Industrial
Classification Code Number)
2481 Mañana Drive

35-2382255
(I.R.S. Employer
Identification Number)

Dallas, Texas 75220

(214) 357-9588

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Stephen M. King

Chief Executive Officer

Dave & Buster's Entertainment, Inc.

2481 Mañana Drive

Dallas, Texas 75220

(214) 357-9588

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-201646

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|---|---|----------------------------|
| Common stock, \$0.01 par value per share | 690,000(1) | \$29.50(2) | \$20,355,000 | \$2,365.25 |

(1) This amount is in addition to the 6,900,0000 shares of common stock registered under the registration statement originally declared effective on February 5, 2015 (File No. 333-201646) and includes shares of common stock that may be purchased by the underwriters under their option to purchase additional shares of common stock, if any.

(2) Based on the public offering price of \$29.50 per share.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note and Incorporation of Certain Information by Reference

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's prior registration statement on Form S-1 (Registration No. 333-201646), originally filed on January 22, 2015, as amended (together with its exhibits the Prior Registration Statement), which was declared effective on February 5, 2015. The Prior Registration Statement is incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on February 5, 2015.

**DAVE & BUSTER S ENTERTAINMENT,
INC.**

By: /s/ Stephen M. King
Name: Stephen M. King
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on February 5, 2015.

| Signature | Title |
|----------------------|--|
| /s/ Stephen M. King | Chief Executive Officer and Director |
| Stephen M. King | (Principal Executive Officer) |
| /s/ Brian A. Jenkins | Senior Vice President and |
| Brian A. Jenkins | Chief Financial Officer |
| | (Principal Financial and Accounting Officer) |
| * | Chairman of the Board of Directors |
| Alan J. Lacy | |
| * | Director |
| Tyler J. Wolfram | |
| * | Director |
| J. Taylor Crandall | |
| * | Director |
| Michael J. Griffith | |
| * | Director |
| Jonathan S. Halkyard | |

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Director

David A. Jones

*

Director

Kevin M. Mailender

*

Director

Kevin M. Sheehan

*By:

/s/ Jay L. Tobin
Attorney-in-fact

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 5.1 | Opinion of Weil Gotshal & Manges LLP (incorporated by reference to Exhibit 5.1 filed with Amendment No. 2 to the Prior Registration Statement). |
| 23.1 | Consent of KPMG LLP, Independent Registered Public Accounting Firm. |
| 23.3 | Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included in Prior Registration Statement). |