As filed with the Securities and Exchange Commission on July 15, 2011

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	**5812**	35-2382255
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

2481 Mañana Drive

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:

Corey R. Chivers, Esq.	**D. Rhett Brandon, Esq.**
Alexander D. Lynch, Esq.	**Simpson Thacher & Bartlett LLP**
Weil, Gotshal & Manges LLP	**425 Lexington Avenue**
767 Fifth Avenue	**New York, New York 10017**
New York, New York 10153	**(212) 455-2000 (Phone)**
(212) 310-8000 (Phone)	**(212) 455-2502 (Fax)**
(212) 310-8007 (Fax)	

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, 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(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 x Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock, $0.01 par value	**$150,000,000**	**$17,415**

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) promulgated under the Securities Act of 1933.

(2) Includes shares of common stock that may be purchased by the underwriters under their option to purchase additional shares of common stock, if any.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated July 15, 2011.

Prospectus

Shares

Dave & Buster s Entertainment, Inc.

Common Stock

This is an initial public offering of shares of common stock by Dave & Buster s Entertainment, Inc. Dave & Buster s Entertainment, Inc. is selling shares of common stock.

Prior to this offering there has been no public market for our common stock. The initial public offering price is expected to be between $ and $ per share. We intend to apply to list our common stock on either the New York Stock Exchange (NYSE) or The NASDAQ Stock Market LLC (NASDAQ) under the symbol PLAY.

After the completion of this offering, the Oak Hill Funds (as defined herein) and certain members of our Board of Directors and our management who are party to a stockholders agreement will continue to own a majority of the voting power of our outstanding common stock. As a result, we will be a controlled company within the meaning of the corporate governance standards of the NYSE and NASDAQ. See *Principal Stockholders.*

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 15.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	$	$
Underwriting discounts and commissions	$	$
Proceeds to us, before expenses	$	$

The underwriters may also purchase up to an additional shares from the selling stockholders at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus. Dave & Buster s Entertainment, Inc. will not receive any of the proceeds from the shares of common stock sold by the selling stockholders pursuant to any exercise of the underwriters option to purchase additional shares.

The shares will be ready for delivery on or about , 2011.

Goldman, Sachs & Co. **Jefferies** **Piper Jaffray**

Prospectus dated , 2011.

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You should rely only on the information contained in this prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is only accurate as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

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PRESENTATION OF STORE LEVEL AND GUEST INFORMATION

Comparable store data presented in this prospectus relate to stores open at least 18 months as of the beginning of each of the relevant fiscal periods and excludes information for our one franchised store located in Canada. See Management s Discussion and Analysis of Financial Condition and Results of Operations.

This prospectus also contains information regarding guest feedback, guest satisfaction, guest demographics and other similar items. This information is based upon data collected by us during the periods presented. This information is reported voluntarily by our guests and thus represents responses from only a portion of the total number of our guests. We have not independently verified any of the demographic information collected from our guests. Over the periods presented, we have also made changes to the questionnaires used to collect this information from guests and to the way in which we encourage guests to respond to them. We use the information collected as one measure of the performance of our stores and use it to assess the success of our initiatives to improve the quality of the product we offer.

TRADEMARKS, SERVICE MARKS AND TRADE NAMES

We own or have rights to use the trademarks, service marks and trade names that we use in connection with the operation of our businesses. Our registered trademarks include Dave & Buster s®, Power Card®, Eat Drink Play® and Eat & Play Combo®. Other trademarks, service marks and trade names used in this prospectus are the property of their respective owners.

Solely for convenience, the trademarks, service marks and trade names referred to in this prospectus are listed without the ® and symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights (or the rights of the applicable licensors) to these trademarks, service marks and trade names.

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and may not contain all of the information that may be important to you. Before making an investment decision, you should read this entire prospectus, including our consolidated financial statements and the related notes included elsewhere herein. You should also carefully consider the information set forth under Risk Factors. In addition, certain statements include forward-looking information that is subject to risks and uncertainties. See Cautionary Statement Regarding Forward-Looking Statements. In this prospectus, unless the context otherwise requires, we, us, our, the Company and Dave & Buster s refers to Dave & Buster s Entertainment, Inc., its subsidiaries, and any predecessor companies, collectively.

Certain financial measures presented in this prospectus, such as Adjusted EBITDA, Adjusted EBITDA Margin, Store-level EBITDA and Store-level EBITDA margin, are not recognized terms under accounting principles generally accepted in the United States (GAAP). For a discussion of the use of these measures and a reconciliation to the most directly comparable GAAP measures, see pages 12-14, Summary Historical Financial and Other Data. We define high-volume dining and entertainment venues as those with average store revenues in excess of $5.0 million and define year one cash-on-cash return as year one Store-level EBITDA exclusive of national marketing costs divided by net development costs.

Company Overview

We are a leading owner and operator of high-volume venues that combine dining and entertainment in North America for both adults and families. Founded in 1982, we are the only national concept to offer its guest base the opportunity to *Eat Drink Play* all in one location, through a full menu of high-quality food and beverage items combined with an extensive assortment of entertainment attractions, including skill and sports-oriented redemption games, state-of-the-art video games, interactive simulators and other traditional games. While our guests are primarily a balanced mix of men and women aged 21 to 39, we are also an attractive venue for families with children and teenagers. For the twelve months ended May 1, 2011, we generated total revenues, Adjusted EBITDA and operating income of $528.6 million, $93.0 million and $28.0 million, respectively.

We have an attractive store economic model which helps drive our high average store revenues and Store-level EBITDA. For comparable stores in fiscal 2010, average revenues were $9.8 million, average Store-level EBITDA was $2.1 million and average Store-level EBITDA margin was 22%. Furthermore, for that same period, each of our Dave & Buster s comparable stores had positive Store-level EBITDA, with over 85% of our stores generating more than $1.0 million of individual Store-level EBITDA. As part of our business model, approximately 49% of our total revenues for fiscal 2010 were from entertainment, which contributed a gross margin of 84% for the period.

In the highly competitive restaurant and entertainment industries, we believe Dave & Buster s differentiates itself by offering guests a combination of entertainment and dining in a fun, high energy atmosphere. Unlike the strategy of many restaurants of shortening visit times by focusing on turning tables faster, we aim to increase the length of stay in our locations to drive incremental revenues and improve the guest s experience. As of July 1, 2011, we owned and operated 56 stores in 24 states and Canada. In addition, there is one franchised store operating in Canada. We have a flexible store format model, which allows us to size each store appropriately for each market in which we compete. Our stores average 48,000 square feet, range in size between 16,000 and 66,000 square feet and are open seven days a week, with hours of operation ranging from 11:30 a.m. to 2:00 a.m.

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Due to the strength of our brand and the appeal of our combined entertainment and food and beverage offering, we have exhibited strong performance under the guidance of our current management team. Since 2006, we have implemented a series of operating initiatives which have streamlined our operations and reduced costs. Our operating income has increased from $8.0 million in fiscal 2006 (a 53-week year) to $28.0 million for the twelve months ended May 1, 2011 and our operating income margin has increased from 1.6% to 5.3% over the same period. Likewise, we have increased our Adjusted EBITDA from $70.5 million in fiscal 2006 to $93.0 million for the twelve months ended May 1, 2011 and increased our Adjusted EBITDA margins over the same period from 13.8% to 17.6%. These initiatives have also enhanced the operating leverage generated by our business model and we have the potential to further improve margins and deliver greater earnings from any increases in comparable store sales. While implementing initiatives focused on our cost structure, we have simultaneously increased our guest satisfaction in both food and entertainment. We have also rebuilt our new store expansion strategy and pipeline, have successfully opened eight stores since fiscal 2008 and plan to open three stores in fiscal 2011.

Eat Drink Play **The Core of Our National Concept**

When our founders opened our first location in Dallas, Texas in 1982, they sought to create a unique concept with a fun, upbeat atmosphere providing interactive entertainment options for adults and families, while serving high-quality food and beverages. Since then we have followed the same principle for each new store, and in doing so have developed a distinctive brand based on a differentiated guest value proposition: *Eat Drink Play*. The interplay between entertainment, dining and full-service bar areas is the defining feature of the Dave & Buster s guest experience, and the layout of each store is designed to maximize crossover between these activities. We believe this combination creates an experience that cannot be easily replicated at home or elsewhere without having to visit multiple destinations. Our locations are also designed to be attractive venues for private parties, business functions and other corporate sponsored events.

We continue to differentiate our food menu from other casual dining concepts. Our recently reengineered menu includes items that we believe reinforce the fun of the Dave & Buster s brand. Recent additions to the menu have become top sellers within their categories. We believe we offer high-quality meals, including gourmet pastas, choice-grade steaks, premium sandwiches, decadent desserts and health-conscious entrée options that compare favorably to those of other higher end casual dining operators. Each of our locations also offers full bar service including an extensive array of beers, signature cocktails, premium spirits and nonalcoholic beverages. Food and beverage accounted for approximately 51% of our total revenues during fiscal 2010.

The Midway represents a significant area in each of our stores and offers an extensive array of amusements and entertainment options, with typically over 150 redemption and simulation games. The entertainment options in our Midway are the core differentiating feature of our brand, and these revenues accounted for approximately 49% of our total revenues during fiscal 2010. Redemption games, which represented 75% of our amusement revenues in fiscal 2010, offer our guests the opportunity to win tickets that are redeemable at our Winner s Circle for prizes ranging from branded novelty items to high-end home electronics. We believe this opportunity to win creates a highly-energized social experience that is an important aspect of the Dave & Buster s in-store experience and cannot be replicated at home. Our state-of-the-art video and simulation games, many of which can be played by multiple guests simultaneously, represented 21% of our amusement revenues in fiscal 2010. Traditional amusements represented the remainder of our amusement revenues and include billiards, bowling and shuffleboard tables. In addition, each of our stores contains multiple large screen televisions and high quality audio systems providing guests with an attractive venue for watching live sports and other televised events.

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Our Company s Core Strengths

We believe the following strengths differentiate us and are essential to our continued success:

Strong, differentiated brand with broad guest appeal. We believe that the multi-faceted guest experience of *Eat Drink Play* at Dave & Buster s, supported by our marketing campaigns as well as our established 28 year history, have helped us create a differentiated brand that is widely recognized and has no direct national competitor. This is evidenced by our brand s strong consumer awareness of over 90% in our existing trade areas. Our brand s connection with its guests is evidenced by our guest loyalty program that currently has over 1.5 million members and increased approximately 120.0% over the last two years. Our guest research shows that our brand appeals to a balanced mix of male and female adults, primarily between the ages of 21 and 39, as well as families and teenagers. Based on guest survey results, we also believe that the average household income of our guests is approximately seventy thousand dollars, which we believe is representative of an attractive demographic.

Multi-faceted guest experience offers an excellent value proposition. We believe that our combination of interactive entertainment, high-quality dining and full-service beverage offering, delivered in a highly-energized atmosphere that caters to both adults and families, provides a multi-faceted guest experience that cannot be replicated at home or elsewhere without having to visit multiple destinations. We also believe that the cost of visiting a Dave & Buster s offers an attractive value proposition for our guests relative to pursuing separate dining and entertainment options.

Attractive store economic model with diversified cash flows and strong cash-on-cash returns. We believe we have a structural advantage in our store economic model compared with traditional restaurant concepts, which helps increase our average store revenues and Store-level EBITDA. Our entertainment offerings have low variable costs and produced attractive gross margins of 84% for fiscal 2010. With approximately half of our revenues from entertainment, we have less exposure than traditional restaurant concepts to food costs, which represented only 9% of revenues in fiscal 2010. Given the operating leverage generated by our business model, enhanced by recent management initiatives, we have the potential to further improve margins and deliver greater earnings from any increases in comparable store sales. For example, with comparable store sales growth of 6.2% in the first quarter of fiscal 2011 over the comparable period in 2010, our Adjusted EBITDA and Adjusted EBITDA margins increased by 24.7% and 359 basis points, respectively. Since 2008, our eight store openings have generated average year one cash-on-cash returns of approximately 29.4%.

History of successful product innovation and marketing initiatives. We have a history of implementing innovative marketing initiatives, including Eat & Play Combo enhancements, higher Power Card buy-ins, Super Charge up-sell and Half-Price Game Play on Wednesdays, which have helped increase guest visits while encouraging them to participate more fully across our range of food, beverage and entertainment offerings. We are continuously exploring new partnerships, games and food items to retain and drive new traffic, and leveraging centralized technology to increase the overall performance of our stores and to maximize efficiency of the Midway.

Strong commitment to guest satisfaction. While we have been focused on margin enhancing initiatives, we have simultaneously improved our guest satisfaction levels. Through the implementation of guest feedback tools throughout the organization, including a periodic Guest Satisfaction Survey and Quarterly Brand Health Study, we collect information from our guests that helps us to improve and enhance the overall guest experience. We have identified several key drivers of guest satisfaction, and have initiated programs to improve focus on these drivers while successfully improving our cost structure. The percentage of guest survey respondents rating us Top Box in our Guest Satisfaction

Survey has improved significantly over the past several years. Between fiscal 2007 when the surveys began and fiscal 2010, the number of guests responding Very Likely on Intent to Recommend to a Friend, Relative or Colleague increased from 64.8% to 77.4%. The number of guests responding Excellent on Food Quality increased from 37.9% to 69.0%. Most importantly, the percentage of Excellent scores for Overall Experience increased from 44.0% to 73.2% over the same period.

Management team with proven track record. We are led by a strong management team with extensive experience with national brands in all aspects of casual dining and entertainment operations. In 2006, we hired our Chief Executive Officer, Stephen King. Mr. King is the former Chief Operating Officer and Chief Financial Officer of TGI Friday s, where he spent 22 years and increased domestic and international store count from approximately 105 to approximately 790 during his tenure. From fiscal 2006 to the twelve months ended May 1, 2011, under the leadership of Mr. King, Adjusted EBITDA has grown by over 30%, Adjusted EBITDA Margins have increased by approximately 380 basis points and employee turnover and guest satisfaction metrics have improved significantly. In connection with the acquisition of Dave & Buster s by Oak Hill Capital Partners, our management team has invested approximately $4.6 million of cash in the equity of Dave & Buster s and currently owns 10.9% on a fully diluted basis. We believe that our management team s prior experience in the restaurant and entertainment industries combined with its demonstrated success at Dave & Buster s in recent years provides us with strong insights into our guest base and enables us to create the dynamic environment that is core to our brand.

Our Growth Strategies

The operating strategy that underlies the growth of our concept is built on the following key components:

Pursue disciplined new store growth. We will continue to pursue a disciplined new store growth strategy in both new and existing markets where we can achieve consistent high store revenues and attractive store-level cash-on-cash returns. We have created a new store expansion strategy and rebuilt our pipeline by instituting a systematic site selection process based on consumer research and analysis of transactional data designed to optimize store location, size and design. Our site selection process and flexible store design enable us to customize each store to maximize return on capital given the characteristics of the market and location. We expect our new, large format stores to be approximately 35,000 40,000 square feet and our small format stores to be approximately 22,000 25,000 square feet, which provides us the flexibility to enter new smaller markets and further penetrate existing markets. These formats also provide us the flexibility to choose between building new stores or converting existing space. With respect to stores we expect to open in the near term, we are targeting a year one cash-on-cash return of 25% to 35% for both our large format and small format store openings, levels that are consistent with the average of Dave & Buster s store openings in recent years. To achieve this return we target a ratio of first year store revenues to net development costs of approximately one-to-one and Store-level EBITDA margins, excluding national marketing costs, of 27-30%. We also target average net development costs of approximately $10 million for large format stores and approximately $6 million for small format stores.

We believe the Dave & Buster s brand is significantly under-penetrated, with internal studies and third-party research suggesting a total store universe in the United States and Canada in excess of 150 stores (including our 56 existing stores), approximately two and a half times our current store base. We currently plan to open three stores in 2011 and three or four stores in 2012. Thereafter, we believe there is potential to continue opening new stores at an annual rate of approximately 10% of our then existing store base.

Grow our comparable store sales. We intend to grow our comparable store sales by continuing to differentiate the Dave & Buster s brand from other food and entertainment alternatives, through the following strategies:

Differentiate our food and beverage offering: We frequently test new menu items and seek to improve our food offering to better align with the Dave & Buster s brand. To further reinforce the fun of our brand, our new menu includes familiar food items served in unique presentations. In fiscal 2010, we were favorably impacted by our newly reengineered menu and the introduction of our top selling appetizer and dessert.

Maintain fresh and exciting entertainment options: Entertainment options are the core differentiating feature of the Dave & Buster s brand, and staying current with the latest offerings helps drive repeat visits and increase length of guest stay. In fiscal 2011, we expect to spend an average of one hundred sixty-four thousand dollars per store on game refreshment, which we believe will drive brand relevance and comparable store sales growth. Further, we intend to upgrade viewing areas by introducing televisions in excess of 100 inches in stores within key markets in order to capture a higher share of the sports-viewing guest base. We also plan to elevate the redemption experience in our Winner s Circle with more attractive prizes which we expect will favorably impact guest visitation and game play.

Enhance brand awareness and drive incremental visits to our stores through innovative marketing and promotions: To further national awareness of our brand, we plan to continue to invest a significant portion of our marketing spend in television advertising. We have recently launched customized local store marketing programs to increase new visits and repeat visits to individual locations. Our guest loyalty program currently has approximately 1.5 million members, and we are aggressively improving our search engine and social marketing efforts. Our loyalty program and digital efforts allow us to communicate promotional offers directly to our most passionate brand fans. We also leverage our investments in technology across our marketing platform, including in-store marketing initiatives to drive incremental sales throughout the store.

Grow our special events usage: We plan to continue to leverage and add resources to our special events sales force as the corporate special events market improves the special events portion of our business represented 12% of our total revenues in fiscal 2010. We believe our special events business is an important sampling opportunity for our guests because many guests are experiencing Dave & Buster s for the first time.

Continue to enhance margins. We believe we are well-positioned to continue to increase margins and have additional opportunities to reduce costs. Based on the operating leverage generated by our business model, which has been enhanced by the operating initiatives implemented by management in recent years, we have the potential to further improve margins and deliver greater earnings from expected future increases in comparable store sales. Under our current cost structure, we estimate that more than 50% of any comparable store sales growth would flow through to our Adjusted EBITDA. We also believe that improved labor scheduling technology will allow us to further increase labor productivity in the future. Our continued focus on operating margins at individual locations and the deployment of best practices across our store base is expected to yield incremental margin improvements.

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Use of Proceeds

We intend to use the net proceeds from this offering to reduce our aggregate indebtedness by approximately $ million, as well as to pay related premiums, interest and expenses. After applying the proceeds from this offering, our aggregate indebtedness will be approximately $ million on a pro forma basis as of May 1, 2011. See *Use of Proceeds* and *Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.*

Corporate History

We opened our first store in Dallas, Texas in 1982 and since then we have expanded our portfolio nationally to 56 stores across 24 states and Canada.

From 1997 to early 2006, we operated as a public company under the leadership of our founders, David Dave Corriveau and James Buster Corley. In March 2006, Dave & Buster s, Inc. was acquired by Dave & Buster s Holdings, Inc. (D&B Holdings), a holding company controlled by affiliates of Wellspring Capital Partners III, L.P. (Wellspring) and HBK Main Street Investors L.P. (HBK). In connection with the acquisition of Dave & Buster s by Wellspring and HBK, Dave & Buster s common stock was delisted from the New York Stock Exchange. In addition, in 2006, we hired our current management team led by our Chief Executive Officer, Stephen King.

On June 1, 2010, Dave & Buster s Entertainment, Inc. (formerly known as Dave & Buster s Parent, Inc. and originally named Games Acquisition Corp.), a newly-formed Delaware corporation owned by Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. (collectively, the Oak Hill Funds and together with their manager, Oak Hill Capital Management, LLC, and its related funds, Oak Hill Capital Partners) acquired all of the outstanding common stock (the Acquisition) of D&B Holdings from Wellspring and HBK. In connection therewith, Games Merger Corp., a newly-formed Missouri corporation and an indirect wholly-owned subsidiary of Dave & Buster s Entertainment, Inc., merged (the Merger) with and into D&B Holdings wholly-owned, direct subsidiary, Dave & Buster s, Inc. (with Dave & Buster s, Inc. being the surviving corporation in the Merger). As a result of the Acquisition and certain post-acquisition activity, the Oak Hill Funds indirectly control approximately 95.7% of our outstanding common stock and have the right to appoint certain members of our Board of Directors, and certain members of our Board of Directors and management control approximately 4.3% of our outstanding common stock. Upon completion of this offering, the Oak Hill Funds will beneficially own approximately % of our outstanding common stock, or % if the underwriters exercise their option to purchase additional shares in full, and certain members of our Board of Directors and our management will beneficially own approximately % of our common stock or % if the underwriters exercise their option to purchase additional shares in full.

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Ownership Structure

The following chart gives effect to our ownership structure after giving effect to this offering(1):

(1) Assumes an offering at a price per share of $, the midpoint of the price range set forth on the cover of this prospectus, and excludes the exercise of the option to purchase additional shares.

Oak Hill Capital Partners

Oak Hill Capital Partners is a private equity firm with more than $8 billion of committed capital from leading entrepreneurs, endowments, foundations, corporations, pension funds and global financial institutions. Over a period of more than 25 years, the professionals at Oak Hill Capital Partners and its predecessors have invested in more than 70 significant private equity transactions. Oak Hill Capital Partners invests across broad segments of the U.S. and global economies with an industry-focused, theme-based approach. Oak Hill Capital Partners believes Dave & Buster s represents an opportunity to invest in the restaurant and specialty retail sectors, one of the core investment themes of its Consumer, Retail and Distribution team. Oak Hill Capital Partners is one of several independent firms (which are not under common control, but do work together on transactions from time to time) operating under the Oak Hill name and investing in various asset classes, including, without limitation, equity and debt securities and real estate. Each firm has a dedicated and independent management team.

Corporate Information

Our corporate headquarters is located at 2481 Mañana Drive, Dallas, Texas, and our telephone number is (214) 357-9588. Our website is www.daveandbusters.com. Information contained on our website does not constitute a part of this prospectus.

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The Offering

Shares of Common Stock Offered by us	shares.
Shares of Common Stock to be Outstanding After This Offering	shares.
Option to Purchase Additional Shares	The underwriters have an option to purchase a maximum of additional shares of our common stock from the selling stockholders. The underwriters can exercise this option at any time within 30 days from the date of this prospectus.
Use of Proceeds	We estimate that the net proceeds to us from this offering, after deducting underwriting discounts and estimated offering expenses, will be approximately $ million, assuming the shares are offered at $ (the midpoint of the price range set forth on the cover of this prospectus). We intend to use these net proceeds to pay down a portion of our existing indebtedness, which may include the existing discount notes, the existing senior notes and the term loan portion of our senior secured credit facility, to pay fees and expenses associated with the offering and for general corporate purposes. We will not receive any proceeds from the sale of our common stock by the selling stockholders if the underwriters exercise their option to purchase additional shares. See *Use of Proceeds*.
Dividend Policy	We do not anticipate paying any dividends on our common stock, however, we may change this policy in the future. See *Dividend Policy*.
Proposed NYSE or NASDAQ Symbol	PLAY
Risk Factors	You should carefully read and consider the information set forth under Risk Factors beginning on page 15 of this prospectus and all other information set forth in this prospectus before investing in our common stock.

Unless otherwise indicated, the number of shares of common stock to be outstanding after this offering:

excludes shares of our common stock issuable upon exercise of stock options and shares of our common stock to be reserved for future grants under our Dave & Buster s Parent, Inc. 2010 Management Incentive Plan (the Stock Incentive Plan).

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Unless otherwise noted, the information in this prospectus:

- gives effect to a for 1 stock split of our common stock prior to the consummation of this offering;
- gives effect to our amended and restated certificate of incorporation, which will be in effect prior to the consummation of this offering;
- assumes no exercise of the underwriters option to purchase up to additional shares from the selling stockholders; and
- assumes an initial public offering price of $ per share, the midpoint of the price range set forth on the cover of this prospectus.

Risks Associated With Our Business

Our business is subject to numerous risks, which are highlighted in the section entitled *Risk Factors*. These risks represent challenges to the successful implementation of our strategy and the growth of our business. Some of these risks are:

- our ability to open new stores and operate them profitably;
- changes in discretionary spending by consumers and general economic conditions;
- our ability to compete favorably in the out-of-home and home-based entertainment and restaurant markets;
- unauthorized use of our intellectual property;
- damage to our brand or reputation;
- failure or destruction of our information systems and other technology that support our business;
- seasonality of our business and the timing of new openings and other events; and
- availability and cost of food and other supplies.

For a discussion of these and other risks you should consider before making an investment in our common stock, see the section entitled *Risk Factors*.

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Summary Historical Financial and Other Data

Set forth below are our summary consolidated historical and pro forma and other data. Accounting principles generally accepted in the United States require operating results for D&B Holdings prior to the Acquisition completed June 1, 2010 to be presented as the results of the Predecessor in the historical financial statements. Operating results of Dave & Buster s Entertainment, Inc. subsequent to the Acquisition are presented as the results of the Successor and include all periods including and subsequent to June 1, 2010.

Dave & Buster s Entertainment, Inc. has no material assets or operations other than 100% ownership of the outstanding common stock of D&B Holdings. D&B Holdings has no other material assets or operations other than 100% ownership of the outstanding common stock of Dave & Buster s, Inc.

The statement of operations and cash flows data for the 244 day period from June 1, 2010 to January 30, 2011 (Successor) and the balance sheet data as of January 30, 2011 (Successor) were derived from our audited consolidated financial statements included elsewhere in this prospectus. The statement of operations and cash flows data for each of the 120 day period from February 1, 2010 to May 31, 2010 (Predecessor) and the fiscal years ended January 31, 2010 (Predecessor) and February 1, 2009 (Predecessor) were derived from the Predecessor s audited consolidated financial statements included elsewhere in this prospectus. The balance sheet data as of January 31, 2010 (Predecessor) was derived from the Predecessor s audited consolidated financial statements included elsewhere in this prospectus. The statement of operations and cash flows data for each of the 13 weeks ended May 1, 2011 (Successor) and the 13 weeks ended May 2, 2010 (Predecessor), and the balance sheet data as of May 1, 2011 (Successor) were derived from the unaudited consolidated financial statements included elsewhere in this prospectus. In the opinion of management, the unaudited consolidated financial statements include all normal recurring adjustments necessary to present fairly the data for such periods and as of such dates.

The summary of historical financial and other data should be read in conjunction with *Selected Consolidated Financial Data*, *Management s Discussion and Analysis of Financial Condition and Results of Operations*, our historical consolidated financial statements and the historical consolidated financial statements of the Predecessor and the notes related thereto, included elsewhere in this prospectus. All dollar amounts are presented in thousands except per share amounts.

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	13 Weeks Ended		244 Day Period from June 1, 2010 to January 30, 2011	120 Day Period from February 1, 2010 to May 31, 2010	Fiscal Year Ended		
	May 1, 2011 (Successor)	May 2, 2010 (Predecessor)	(Successor)	(Predecessor)	January 30, 2011(1) (Combined)	January 31, 2010 (Predecessor)	February 1, 2009 (Predecessor)
Statement of Operations Data:							
Revenues:							
Food and beverage revenues	$ 74,262	$ 71,357	$ 177,044	$ 90,470	$ 267,514	$ 269,973	$ 284,779
Amusement and other revenues	74,341	70,218	166,489	87,536	254,025	250,810	248,579
Total revenues	$ 148,603	$ 141,575	$ 343,533	$ 178,006	$ 521,539	$ 520,783	$ 533,358