

Dave & Buster's Entertainment, Inc.
 Form 3
 October 09, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person * Ô OHCP MGP III, LTD. (Last) (First) (Middle) 201 MAIN STREET, Ô SUITE 1018 (Street) FORT WORTH, Ô TX Ô 76102 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/09/2014 | 3. Issuer Name and Ticker or Trading Symbol Dave & Buster's Entertainment, Inc. [PLAY] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.01 par value | 30,656,879 | I | See footnotes (1) (3) (4) |
| Common Stock, \$0.01 par value | 1,006,843 | I | See footnotes (2) (3) (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OHCP MGP III, LTD. 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| Oak Hill Capital Partners III, L.P. 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| Oak Hill Capital Management Partners III, L.P. 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| OHCP GenPar III, L.P. 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |
| OHCP MGP PARTNERS III, L.P. 201 MAIN STREET SUITE 1018 FORT WORTH, TX 76102 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Tyler J. Wolfram, Vice President 10/09/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are held by Oak Hill Capital Partners III, L.P.

(2) These securities are held by Oak Hill Capital Management Partners III, L.P.

The general partner of Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. is OHCP GenPar III, L.P.

(3) The general partner of OHCP GenPar III, L.P. is OHCP MGP Partners III, L.P. The general partner of OHCP MGP Partners III, L.P. is OHCP MGP III, Ltd.

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting

(4) Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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Remarks:

Exhibit 99.1 - Additional Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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