

Dave & Buster's Entertainment, Inc.

Form 3

October 09, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â OHCP MGP III, LTD.

(Last)

(First)

(Middle)

201 MAIN STREET,Â SUITE
1018

(Street)

FORT WORTH,Â TXÂ 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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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 of5. Ownership
Form of
Derivative6. 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)
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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:

ExhibitÂ 99.1Â -Â AdditionalÂ 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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