

Dave & Buster's Entertainment, Inc.

Form 4

December 21, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OHCP MGP III, LTD.

2. Issuer Name **and** Ticker or Trading
Symbol
Dave & Buster's Entertainment, Inc.
[PLAY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
201 MAIN STREET, SUITE 1018
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

FORT WORTH, TX 76102

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.01 per share ⁽¹⁾	12/18/2015		S		2,420,505	D \$ 38.04	7,255,088	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share ⁽²⁾	12/18/2015		S		79,495	D \$ 38.04	238,274	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

By: /s/ John
Monsky
12/21/2015
Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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. ("OHCP III").
 - (2) These securities are held by Oak Hill Capital Management Partners III, L.P. ("OHCMP III").
 - (3) The general partner of OHCP III and OHCMP III is OHCP GenPar III, L.P. 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 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. The signature below is on behalf of the entities listed and not made in an individual capacity.
- (4)

Remarks:

Exhibit 99.1: Additional Signatures, incorporated by reference herein.

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

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