SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

X QUARTERLY REPORT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT FOR THE QUARTER ENDED MAY 6, 2001.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934 FOR THE TRANSACTION PERIOD FROM -------- TO --------.

COMMISSION FILE NUMBER: 0-25858

DAVE & BUSTER'S, INC.
(Exact Name of Registrant as Specified in Its Charter)

MISSOURI	43-1532756
(State of Incorporation)	(I.R.S. Employer Identification No.)
2481 MANANA DRIVE DALLAS, TEXAS	75220
(Address of Principle Executive Offices)	(Zip Code)

Registrant's telephone number, including area code:
(214) 357-9588

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

The number of shares of the Registrant's common stock, $.01 par value, outstanding as of June 8, 2001 was 12,953,375 shares.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

DAVE & BUSTER'S, INC.
CONSOLIDATED STATEMENTS OF INCOME
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	13 Weeks Ended	
	May 6, 2001	April 30, 2000
Food and beverage revenues	$ 43,612	$ 38,980
Amusement and other revenues	44,598	38,869
Total revenues	88,210	77,849
Cost of revenues	16,495	14,015
Operating payroll and benefits	27,224	23,265
Other store operating expenses	24,209	21,838
General and administrative expenses	5,296	4,850
Depreciation and amortization expense	6,751	5,734
Preopening costs	1,079	2,055
Total costs and expenses	81,054	71,757
Operating income	7,156	6,092
Interest expense, net	2,322	1,527
Income before provision for income taxes	4,834	4,565
Provision for income taxes	1,750	1,675
Net income	$ 3,084	$ 2,890
Basic net income per share	$ 0.24	$ 0.22
Basic weighted average shares outstanding	12,953	12,953
Diluted net income per share	$ 0.24	$ 0.22
Diluted weighted average shares outstanding	13,068	12,960

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

	May 6, 2001 (unaudited)	February 4, 2001
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,672	$ 3,179
Inventories	22,960	21,758
Prepaid expenses	5,190	3,663
Other current assets	1,996	1,787
Total current assets	31,818	30,387
Property and equipment, net	262,666	260,467
Goodwill, net of accumulated amortization of $2,327 and $2,263	7,381	7,445
Other assets	5,745	5,576
Total assets	$ 307,610	$ 303,875
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current installments of long-term debt	$ 4,125	$ 4,124
Accounts payable	10,884	9,291
Accrued liabilities	6,130	7,050
Income taxes payable	3,811	3,567
Deferred income taxes	1,225	1,229
Total current liabilities	26,175	25,261
Deferred income taxes	7,683	7,667
Other liabilities	4,859	4,700
Long-term debt, less current installments	103,422	103,860
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, 10,000,000 authorized; none issued	--	--
Common stock, $0.01 par value, 50,000,000 authorized; 12,953,375 shares issued and outstanding as of May 6, 2001 and February 4, 2001, respectively	131	131
Paid in capital	115,659	115,659
Restricted stock awards	243	243
Retained earnings	51,284	48,200
	167,317	164,233
Less: treasury stock, at cost (175,000 shares)	1,846	1,846
Total stockholders' equity	165,471	162,387
Total liabilities and stockholders' equity	$ 307,610	$ 303,875

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(IN THOUSANDS)
(UNAUDITED)

	Common Stock		Paid in	Retained	Restricted	Treasury	
	Shares	Amount	Capital	Earnings	Stock Awards	Stock	Total
Balance, February 4, 2001	12,953	$ 131	$ 115,659	$ 48,200	$ 243	$ (1,846)	$ 162,387
Net income	--	--	--	3,084	--	--	3,084
Balance, May 6, 2001	12,953	$ 131	$ 115,659	$ 51,284	$ 243	$ (1,846)	$ 165,471

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	13 Weeks Ended	
	May 6, 2001	April 30, 2000
Cash flows from operating activities		
Net income	$ 3,084	$ 2,890
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,751	5,734
Provision for deferred income taxes	12	(578)
Changes in assets and liabilities		
Inventories	(1,202)	(589)
Prepaid expenses	(1,527)	(1,160)
Other assets	(379)	(278)
Accounts payable	1,593	193
Accrued liabilities	(920)	1,966
Income taxes payable	244	1,872
Other liabilities	159	466
Net cash provided by operating activities	7,815	10,516
Cash flows from investing activities:		
Capital expenditures	(8,885)	(15,239)
Net cash used by investing activities	(8,885)	(15,239)
Cash flows from financing activities:		
Borrowings under long-term debt	8,000	4,420
Repayments of long-term debt	(8,437)	(1,000)
Net cash provided (used) by financing activities	(437)	3,420
Decrease in cash and cash equivalents	(1,507)	(1,303)
Beginning cash and cash equivalents	3,179	3,091
Ending cash and cash equivalents	$ 1,672	$ 1,788

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MAY 6, 2001

(UNAUDITED)

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 1: RESULTS OF OPERATIONS

The results of operations for the interim periods reported are not necessarily indicative of results to be expected for the year. The information furnished herein reflects all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary to fairly present the results of operations and financial position for the interim periods.

NOTE 2:

BASIS OF PRESENTATION. The consolidated financial statements include the accounts of Dave & Buster's, Inc. and wholly-owned subsidiaries (the "Company"). All material intercompany accounts and transactions have been eliminated in consolidation. The consolidated balance sheet data presented herein for February 4, 2001 was derived from the Company's audited consolidated financial statements for the fiscal year then ended. The preparation of financial statements in accordance with generally accepted accounting principles requires the Company's management to make certain estimates and assumptions for the reporting periods covered by the financial statements. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses. Actual amounts could differ from these estimates. The Company's one industry segment is the ownership and operation of restaurant/entertainment Complexes (a "Complex" or "Store") under the name "Dave & Buster's" which are principally located in the United States.

CHANGE IN METHOD OF ACCOUNTING. The Company adopted Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities ("FAS 133") effective February 5, 2001. FAS 133 requires the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivative is a hedge, depending on the nature of hedge, changes in fair value of derivatives will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings. During the current quarter, the Company has entered into an agreement that expires in 2007, to fix its variable-rate debt to fixed-rate debt (5.44% at May 6, 2001) on notional amounts aggregating $55,000. The market risks associated with the agreements are mitigated because increased interest payments under the agreement resulting from a decrease in LIBOR are effectively offset by decreased payments under the debt obligation. The Company is exposed to credit losses for periodic settlements of amounts due under the agreements. Such amounts were not material at May 6, 2001.

NOTE 3: CONTINGENCIES

The Company is subject to certain legal proceedings and claims that arise in the ordinary course of its business. In the opinion of management, based on discussions with and advice of legal counsel, the amount of ultimate liability with respect to these actions will not materially affect the consolidated results of operations or financial conditions of the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (DOLLARS IN THOUSANDS)

Results of Operations - 13 Weeks Ended May 6, 2001 Compared to 13 Weeks Ended April 30, 2000

Total revenues increased to $88,210 for the 13 weeks ended May 6, 2001 from $77,849 for the 13 weeks ended April 30, 2000, an increase of $10,361 or 13%. New stores opened in fiscal 1999 and 2000 and the first quarter of 2001 increased revenues during the period by $12,253. Revenues at comparable stores decreased 1.9% for the 13 weeks ended May 6, 2001. The decrease in comparable stores revenues was primarily attributable to a decline in company sponsored private parties offset by a higher average check. Total revenues for the 13 weeks ended May 6, 2001 from licensing agreements were $170.

Cost of revenues increased to $16,495 for the 13 weeks ended May 6, 2001 from $14,015 for the 13 weeks ended April 30, 2000, an increase of $2,480 or 18%. The increase was principally attributable to the 13% increase in revenues. As a percentage of revenues, cost of revenues increased to 18.7% in the 13 weeks ended May 6, 2001 from 18% in the 13 weeks ended April 30, 2000 due to lower food and beverage costs offset by higher amusement costs associated with redemption and freight costs.

Operating payroll and benefits increased to $27,224 for the 13 weeks ended May 6, 2001 from $23,265 for the 13 weeks ended April 30, 2000, an increase of $3,959 or 17%. As a percentage of revenue, operating payroll and benefits increased to 30.9% in the 13 weeks ended May 6, 2001 from 29.9% in the 13 weeks ended April 30, 2000 due to slightly higher variable labor costs and higher incentive and fringe benefit costs.

Other store operating expenses increased to $24,209 for the 13 weeks ended May 6, 2001 from $21,838 for the 13 weeks ended April 30, 2000, an increase of $2,371 or 11%. As a percentage of revenues, other store operating expenses were 27.4% of revenues in the 13 weeks ended May 6, 2001 as compared to 28.1% of revenues in the 13 weeks ended April 30, 2000. Other store operating expenses as a percentage of revenue declined due to lower facility, marketing and occupancy costs offset by higher utility costs.

General and administrative increased to $5,296 for the 13 weeks ended May 6, 2001 from $4,850 for the 13 weeks ended April 30, 2000, an increase of $446 or 9%. As a percentage of revenues, general and administrative expenses decreased to 6.0% in the 13 weeks ended May 6, 2001 from 6.2% in the 13 weeks ended April 30, 2000.

Depreciation and amortization increased to $6,751 for the 13 weeks ended May 6, 2001 from $5,734 for the 13 weeks ended April 30, 2000, an increase of $1,017 or 18%. As a percentage of revenues, depreciation and amortization increased to 7.7% from 7.4% for the comparable period.

Preopening costs decreased to $1,079 for the 13 weeks ended May 6, 2001 from $2,055 for the 13 weeks ended April 30, 2000. The timing of complex openings affects the amount of such costs in any given period.

Interest expense increased to $2,322 for the 13 weeks ended May 6, 2001 from $1,527 for the 13 weeks ended April 30, 2000. The increase was primarily due to higher debt and interest rates in fiscal year 2001.

The effective tax rate for the 13 weeks ended May 6, 2001 was 36.2% as compared to 36.7% for the 13 weeks ended April 30, 2000.

Liquidity and Capital Resources

Cash flows from operations decreased to $7,815 for the 13 weeks ended May 6, 2001 from $10,516 for the 13 weeks ended April 30, 2000. The decrease was attributable to increases in expenditures for inventory, prepaid items and previously accrued items.

The Company has a $110,000 senior secured revolving credit and term loan facility. The facility includes a five-year revolver and five and seven-year term debt. Borrowing under the facility bears interest at a floating rate based on LIBOR or, at the Company's option, the bank's prime rate plus, in each case, a margin based upon financial performance (9.2% at May 6, 2001) and is secured by all assets of the Company. The facility has certain financial covenants including a minimum consolidated tangible net worth level, a maximum leverage ratio, minimum fixed charge coverage and maximum level of capital expenditures. At May 6, 2001, $1,078 was available under this facility.

The Company has entered into an agreement that expires in 2007, to fix its variable-rate debt to fixed-rate debt (5.44% at May 6, 2001) on notional amounts aggregating $55,000. The market risks associated with the agreements are mitigated because increased interest payments under the agreement resulting from a decrease in LIBOR are effectively offset by decreased payments under the debt obligation. The Company is exposed to credit losses for periodic settlements of amounts due under the agreements. Such amounts were not material at May 6, 2001.

The Company's plan is to open four complexes in fiscal 2001 and 2002, respectively. The Company estimates that its capital expenditures will be approximately $44,000 and $48,000 for 2001 and 2002, respectively. The Company intends to finance this development with cash flow from operations, the senior secured revolving credit and term loan facility, and other additional resources which management is currently pursuing. During the first quarter of 2001, the Company opened a new store in Miami, Florida.

"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995

Certain statements in this Report on Form 10-Q are not based on historical facts but are "forward-looking statements" that are based on numerous assumptions made as of the date of this report. Forward looking statements are generally identified by the words "believes", "expects", "intends", "anticipates", "scheduled", and certain similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of Dave & Buster's, Inc. to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions; competition; availability; locations and terms of sites for Complex development; quality of management; changes in, or the failure to comply with, government regulations; and other risks indicated in this filing and discussed under "Risks" in the Company's Form 10-K filed with the Securities and Exchange Commission.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the 13 weeks ended May 6, 2001.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DAVE & BUSTER'S, INC.

Dated: June 11, 2001 by /s/ David O. Corriveau

David O. Corriveau
Co-Chairman of the Board,
Co-Chief Executive Officer
and President

Dated: June 11, 2001 by /s/ Charles Michel

Charles Michel
Vice President,
Chief Financial Officer