

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-9

SOLICITATION /RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF  
THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

DAVE & BUSTER'S, INC.

(Name of Subject Company)

DAVE & BUSTER'S, INC.

(Name of Person(s) Filing Statement)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE  
(Title of Class of Securities)

23833N104

(CUSIP Number of Class of Securities)

JOHN S. DAVIS  
VICE PRESIDENT AND GENERAL COUNSEL  
DAVE & BUSTER'S, INC.  
2481 MANANA DRIVE  
DALLAS, TEXAS 75220  
(214) 357-9588

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on behalf of the Person(s) Filing Statement)

Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer

This Amendment No. 2 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Dave & Buster's, Inc. on June 4, 2002, as amended by Amendment No. 1 thereto filed on June 6, 2002. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

#### ITEM 4. THE SOLICITATION OR RECOMMENDATION

On June 13, 2002, the Company issued a press release responding to certain published criticism of the Offer, the Merger and the Merger Agreement. The press release, which is filed herewith as Exhibit (a)(6) hereto, is hereby incorporated by reference.

#### ITEM 8. OTHER INFORMATION

Item 8 is hereby amended by replacing the paragraph entitled "Certain Legal Matters" with the following:

Certain Legal Matters. The Company has been served with a complaint filed purportedly on behalf of the Company's stockholders alleging breach of fiduciary duties by directors of the Company in connection with their approval of the transactions contemplated by the Merger Agreement. The purported class action, filed in state district court in Dallas County, Texas on May 31, 2002, purports to seek an injunction preventing consummation of the proposed transaction and unspecified damages. The Company has received three similar complaints filed in the state of Missouri on June 3, 2002, one filed in the circuit court of Greene County, Missouri and two in the circuit court of Cole County. The Company and each member of the Company's Board of Directors have been named as defendants in each of the complaints. Based upon a preliminary review of the complaints, the Company believes the allegations therein to be without merit.

#### ITEM 9. EXHIBITS.

Item 9 is hereby amended and supplemented by adding the following thereto:

Exhibit No.

(a)(6) Press Release issued by Dave & Buster's, Inc. on June 13, 2002.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DAVE & BUSTER'S, INC.

By: /s/ DAVID O. CORRIVEAU

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David O. Corriveau, President

June 14, 2002

INDEX TO EXHIBITS

EXHIBIT  
NUMBER  
DESCRIPTION

- - - - -

- - - - -

- (a)(6)  
Press  
Release  
issued by  
Dave &  
Buster's,  
Inc. on  
June 13,  
2002.

EXHIBIT (a)(6)

[DAVE AND BUSTER'S LOGO]

NEWS RELEASE

For Immediate Release  
For further information contact:  
Investor Relations - 214-904-2288

DAVE & BUSTER'S, INC. RESPONDS:  
PRICE, TRANSACTION STRUCTURE AND PROCESS FAIR

Dallas (June 13) -- Dave & Buster's, Inc. (NYSE: DAB) responded today to published criticism of its previously-announced proposed transaction with Investcorp and certain members of senior management at \$12 cash per share.

As described in detail in materials mailed to shareholders and filed with the Securities and Exchange Commission, the Company, over a period of more than two years, responded to and analyzed numerous inquiries from parties interested in acquiring or making an investment in the Company. A Special Committee of independent directors was appointed by the Board to review and negotiate all proposals. The Special Committee engaged its own legal and financial advisors. Ultimately, the transaction with Investcorp at \$12 cash per share was viewed by the Board and the Special Committee to be in the best interests of the Company and its shareholders. This conclusion was based in part on the opinion of Houlihan Lokey Howard & Zukin Financial Advisors, financial advisor to the Special Committee, that the transaction price is fair from a financial point of view to the unaffiliated shareholders. The Special Committee and the Board of Directors also considered, among other factors, the Company's current cash position and liquidity needs, the terms, cost and maturity of its existing credit arrangements and the uncertainty as to whether sufficient debt or equity financing would be available on terms favorable to the Company that would enable the Company to meet its growth objectives if it were to continue under its current capital structure as a publicly-held corporation.

The Company also stated that its agreement with Investcorp is subject to customary "fiduciary outs" which enable the Company to accept a superior proposal from any third party that may materialize prior to closing. Moreover, this is not a transaction in which a control group is "squeezing out" minority shareholders. In order for the transaction with Investcorp to close, it must be acceptable to a very high percentage of the Company's shareholders.

In summary, the Company reiterated its strong belief that the process by which the Board and the Special Committee came to approve the transaction, as well as the price and transaction structure, has been and is fair to the Company's unaffiliated shareholders.

Founded in 1982, Dave & Buster's is one of the country's leading upscale, restaurant/ entertainment concepts with 31 locations throughout the United States. Additionally, Dave & Buster's has international license agreements for the Pacific Rim, Canada, the Middle East, Mexico and Korea.

This release contains forward-looking statements that involve assumptions regarding Company operations and future prospects. Although the Company believes its expectations are based on reasonable assumptions, such statements are subject to risk and uncertainty, including, among other things, certain economic conditions, competition, development factors and operating costs. Caution should be taken that these factors could cause the actual results to differ from those stated or implied in this and other Company communications.

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