

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

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Dave & Buster's Entertainment, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**5812**  
(Primary Standard Industrial  
Classification Code Number)

**35-2382255**  
(I.R.S. Employer  
Identification Number)

**2481 Mañana Drive  
Dallas, Texas 75220  
(214) 357-9588**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Stephen M. King  
Chief Executive Officer  
Dave & Buster's Entertainment, Inc.  
2481 Mañana Drive  
Dallas, Texas 75220  
(214) 357-9588**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Corey R. Chivers, Esq.  
Alexander D. Lynch, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000 (Phone)  
(212) 310-8007 (Fax)**

**Marc D. Jaffe, Esq.  
Ian D. Schuman, Esq.  
Latham & Watkins LLP  
885 Third Avenue, Suite 1000  
New York, New York 10022  
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(212) 751-4864 (Fax)**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-201646

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common stock, \$0.01 par value per share	690,000(1)	\$29.50(2)	\$20,355,000	\$2,365.25
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- (1) This amount is in addition to the 6,900,000 shares of common stock registered under the registration statement originally declared effective on February 5, 2015 (File No. 333-201646) and includes shares of common stock that may be purchased by the underwriters under their option to purchase additional shares of common stock, if any.
- (2) Based on the public offering price of \$29.50 per share.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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**Explanatory Note and Incorporation of Certain Information by Reference**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's prior registration statement on Form S-1 (Registration No. 333-201646), originally filed on January 22, 2015, as amended (together with its exhibits the "Prior Registration Statement"), which was declared effective on February 5, 2015. The Prior Registration Statement is incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on February 5, 2015.

**DAVE & BUSTER'S ENTERTAINMENT, INC.**

By: /s/ Stephen M. King  
Name: Stephen M. King  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on February 5, 2015.

<u>Signature</u>	<u>Title</u>
<u>/s/ Stephen M. King</u> Stephen M. King	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Brian A. Jenkins</u> Brian A. Jenkins	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>*</u> Alan J. Lacy	Chairman of the Board of Directors
<u>*</u> Tyler J. Wolfram	Director
<u>*</u> J. Taylor Crandall	Director
<u>*</u> Michael J. Griffith	Director
<u>*</u> Jonathan S. Halkyard	Director
<u>*</u> David A. Jones	Director
<u>*</u> Kevin M. Mailender	Director
<u>*</u> Kevin M. Sheehan	Director
*By: <u>/s/ Jay L. Tobin</u> Attorney-in-fact	

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Weil Gotshal & Manges LLP (incorporated by reference to Exhibit 5.1 filed with Amendment No. 2 to the Prior Registration Statement).
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in Prior Registration Statement).

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Dave & Buster's Entertainment, Inc.:

We consent to the use of our report incorporated by reference herein on the consolidated financial statements of Dave & Buster's Entertainment, Inc. and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

Dallas, Texas  
January 31, 2015