

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Edmund Robert William</u>  (Last) (First) (Middle) 2481 MANANA DRIVE  (Street) DALLAS TX 75220  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dave &amp; Buster's Entertainment, Inc. [ PLAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/06/2020		A		26,655	A	\$0.00	28,909	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Market Stock Unit <sup>(1)</sup>	(2)	05/06/2020		A		21,042 <sup>(3)</sup>		(4)	(5)	Common Stock	21,042	\$0.00	21,042	D	

**Explanation of Responses:**

- Represents a grant of performance-based market stock units ("MSUs") under the Issuer's 2014 Omnibus Incentive Plan.
- Each MSU represent a notional contingent right to receive one share of the Issuer's common stock.
- Represents the Target Achievable MSUs which may become Earned MSUs in respect of the one-year performance period commencing on the date of grant and ending on the day before the first anniversary of the date of grant. The actual number of Earned MSUs will equal the Target Achievable MSUs multiplied by the Stock Performance Multiplier but will in no event exceed 200% of the Target Achievable MSUs. The "Stock Performance Multiplier" means the quotient obtained by dividing (i) the closing price of the Issuer's common stock for the 10 consecutive trading days ending on (and including) the Closing Date by (ii) the closing price for the 10 consecutive trading days ending on (and including) the trading day immediately preceding the date of grant.
- The Earned MSUs vest ratably on each of the first three anniversaries of the date of grant, subject to continued employment with the Issuer through each applicable vesting date. Earned MSUs are generally settled in shares promptly after the applicable vesting date.
- Not applicable.

**Remarks:**

Sherri M. Smith, Attorney-in-Fact 05/08/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.