

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Dave & Buster's, Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

23833N104

(CUSIP Number)

Simon M. Lorne, Esq.
Millennium Partners, L.P.
666 Fifth Avenue, 8th Floor
New York, New York 10103
(212) 841-4100

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 24, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box ☐.

SCHEDULE 13D

CUSIP No. 23833N104

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Millenco, L.P.
13-3532932

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☒

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
		-0-	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		816,700	
	9	SOLE DISPOSITIVE POWER	
		-0-	
	10	SHARED DISPOSITIVE POWER	
		816,700	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7% (which percentage was calculated based on an aggregate number of 14,313,500 shares of Common Stock outstanding, as reported by the Issuer in its proxy statement on Schedule 14A, filed as of January 25, 2006).

14 TYPE OF REPORTING PERSON*

PN, BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Millennium Management, L.L.C.
13-3804139

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)	<input type="checkbox"/>
(b)	<input checked="" type="checkbox"/>

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☒

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
816,700
9 SOLE DISPOSITIVE POWER
-0-
10 SHARED DISPOSITIVE POWER
816,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
816,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |☐|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.7% (which percentage was calculated based on an aggregate number of
14,313,500 shares of Common Stock outstanding, as reported by the Issuer in
its proxy statement on Schedule 14A, filed as of January 25, 2006).

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
Israel A. Englander

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |☐|
(b) |☒|

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) |☒|

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	816,700	
	9	SOLE DISPOSITIVE POWER
	-0-	
	10	SHARED DISPOSITIVE POWER
	816,700	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7% (which percentage was calculated based on an aggregate number of 14,313,500 shares of Common Stock outstanding, as reported by the Issuer in its proxy statement on Schedule 14A, filed as of January 25, 2006).

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Explanatory Note

This Amendment No. 1 amends and supplements the items of Schedule 13D ("Schedule 13D"), originally filed by the undersigned with the Securities and Exchange Commission on February 14, 2006, as reflected below. The class of equity securities to which this Amendment to Schedule 13D relates is the shares of common stock, \$0.01 par value per share ("Common Stock"), of Dave & Buster's, Inc., a Missouri corporation (the "Company" or "Issuer").

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to include the following:

This amendment reflects, among other things, an additional purchase of 10,000 shares of Common Stock. The amount of funds used to purchase such shares was \$181,950.00 (excluding brokerage commissions). All of such funds were from the investment capital of Millenco.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to include the following:

On February 24, 2006, Millenco, L.P., as the beneficial owner of 816,700 shares of Common Stock, delivered a letter to the Issuer i) opposing the plan of merger between the Issuer and WS Midway Acquisition Sub, Inc. and WS Midway Holdings, both affiliates of Wellspring Capital Management, LLC and ii) notifying that Millenco, L.P. planned to exercise its appraisal/dissenters' rights with respect to its shares of Common Stock pursuant to Section 351.455 of the Missouri General Business Corporation Law.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, Millenco holds 816,700 shares of Common Stock. Such shares represent in the aggregate approximately 5.7% of the outstanding shares of Common Stock. The calculation of the foregoing percentage is on the basis of an aggregate number of 14,313,500 shares of Common Stock outstanding, as reported by the Issuer in its proxy statement on Schedule 14A, filed as of January 25, 2006.

Millennium Management, as the general partner of Millenco, may also be deemed to beneficially own the 816,700 shares of Common Stock beneficially owned by Millenco.

Mr. Englander, as the managing member of Millennium Management, may also be deemed to beneficially own the 816,700 shares of Common Stock beneficially owned by Millenco.

The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.

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(b) Mr. Englander may be deemed to hold the sole power to vote and to dispose of the 816,700 shares of Common Stock described in (a) above. The foregoing should not be construed in and of itself as an admission by Mr. Englander as to beneficial ownership of the shares.

(c) Transactions in Company Common Stock since the most recent filing on Schedule 13D: Schedule A annexed hereto lists all transactions in the Common Stock since the most recent filing on Schedule 13D by the Reporting Persons. Such transactions in the Common Stock were effected in the open market.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, the shares of Common Stock reported in this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Millenco maintains an open short position of 1,813 shares of Common Stock, which position is not netted against the data provided herein as to the number of shares beneficially owned by the Reporting Persons. Other than as described herein, there are no other contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to Be Filed as Exhibits.

Exhibit No. Description

Exhibit I: Joint Filer Agreement, dated as of February 14, 2006, by and among Millenco, L.P., Millennium Management, L.L.C. and Israel A. Englander (filed as Exhibit I to the Schedule 13D filed on February 14, 2006 and incorporated herein by reference).

Exhibit II: Letter dated February 24, 2006 sent by Cede & Co., at the request of Merrill Lynch, Pierce, Fenner & Smith Inc. on behalf of Millenco, L.P., representing 768,362 shares of Common Stock, to Dave & Buster's, Inc.

Exhibit III: Letter dated February 24, 2006 sent by Cede & Co., at the request of Merrill Lynch, Pierce, Fenner & Smith Inc. on behalf of Millenco, L.P., representing 48,338 shares of Common Stock, to Dave & Buster's, Inc.

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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.

Dated: March 2, 2006

MILLENCO, L.P.

By: Millennium Management, L.L.C.
its general partner

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

MILLENNIUM MANAGEMENT, L.L.C.

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

/s/ Israel A. Englander by Simon Lorne
pursuant to Power of Attorney filed with
the SEC on June 6, 2005

Israel A. Englander

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SCHEDULE A

TRANSACTIONS IN THE COMMON STOCK SINCE THE FILING OF THE INITIAL SCHEDULE 13D.

Date of Transaction	Quantity Purchased (Sold)	Price Per Share
2/14/2006	200	18.17
2/14/2006	200	18.17
2/14/2006	400	18.17
2/14/2006	500	18.17
2/14/2006	500	18.17
2/14/2006	3,200	18.17
2/14/2006	5,000	18.22

Note: All such transactions were effected by Millenco.

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EXHIBIT II

Cede & Co.
c/o The Depository Trust Company
55 Water Street
Proxy Department-50th Floor
New York, New York 10041

February 24, 2006

Dave & Buster's, Inc.
2481 Manana Drive
Dallas, Texas 75220

Attention: Corporate Secretary

Cede & Co. the nominee of The Depository Trust Company ("DTC") is a holder of record of common stock of Dave & Buster's, Inc. DTC is informed by its Participant, Merrill Lynch, Pierce, Fenner & Smith Inc ("Participant"), that -768,362- of such common shares (the "Shares") are beneficially owned customers of the Participant. The names and addresses of these customers of the Participant are attached to this letter as (Exhibit A).

In accordance with instructions received from the Participant on behalf of its customer, we hereby object to the plan of merger or consolidation between Dave & Buster's Inc. and WS Midway Acquisition Sub, Inc. and WS Midway Holdings. (affiliates of Wellspring Capital Management LLC) and exercise appraisal/dissenters' rights with respect to the Shares, pursuant to Section 351.455 of the Missouri General Business Corporation Law.

Future correspondence on this matter should be directed to:

Mr. Theodore Wachtell
Millenco, LP
666 Fifth Avenue
New York, N.Y. 10103
Telephone (212) 841-4174

With copies directed to the attention of Linda Morgan, Merrill Lynch, Pierce, Fenner & Smith., 101 Hudson Street, Corporate Actions Department, Litigation Unit-8th Floor, Jersey City, New Jersey 07302-3997 and Richard Bemporad c/o Lowey Dannenberg Bemporad & Selinger, 1 North Lexington Avenue, White Plains, N.Y. 10601.

Very truly yours,

Cede & Co.

By: /s/ Patricia Mobley

Patricia Mobley
Partner

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EXHIBIT III

Cede & Co.
c/o The Depository Trust Company
55 Water Street
Proxy Department-50th Floor
New York, New York 10041

February 24, 2006

Dave & Buster's, Inc.
2481 Manana Drive
Dallas, Texas 75220

Attention: Corporate Secretary

Cede & Co. the nominee of The Depository Trust Company ("DTC") is a holder of record of common stock of Dave & Buster's, Inc. DTC is informed by its Participant, Merrill Lynch, Pierce, Fenner & Smith Inc ("Participant"), that -48,338- of such common shares (the "Shares") are beneficially owned customers of the Participant. The names and addresses of these customers of the Participant are attached to this letter as (Exhibit A).

In accordance with instructions received from the Participant on behalf of its customer, we hereby object to the plan of merger or consolidation between Dave & Buster's Inc. and WS Midway Acquisition Sub, Inc. and WS Midway Holdings. (affiliates of Wellspring Capital Management LLC) and exercise appraisal/dissenters' rights with respect to the Shares, pursuant to Section 351.455 of the Missouri General Business Corporation Law.

Future correspondence on this matter should be directed to:

Mr. Theodore Wachtell
Millenco, LP
666 Fifth Avenue
New York, N.Y. 10103
Telephone (212) 841-4174

With copies directed to the attention of Linda Morgan, Merrill Lynch, Pierce,

Fenner & Smith., 101 Hudson Street, Corporate Actions Department, Litigation
Unit-8th Floor, Jersey City, New Jersey 07302-3997 and Richard Bemporad c/o
Lowey Dannenberg Bemporad & Selinger, 1 North Lexington Avenue, White Plains,
N.Y. 10601.

Very truly yours,

Cede & Co.

By: /s/ Patricia Mobley

Patricia Mobley

Partner