
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

**Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 28, 2006

DAVE & BUSTER'S, INC.

(Exact name of registrant as specified in its charter)

Missouri
(State of
incorporation)

0000943823
(Commission File
Number)

43-1532756
(IRS Employer
Identification Number)

2481 Manana Drive
Dallas TX 75220
(Address of principal executive offices)

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

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the reporting obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
 - ☐ Soliciting material pursuant to Rule 14a-12 of the Exchange Act
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) Exchange Act
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) Exchange Act
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Item 8.01. Other Events.

On February 28, 2006, we issued a press release announcing that, at a special meeting of our stockholders held on February 28, stockholders having the right to vote more than 2/3 of our outstanding common stock on the record date had voted to approve our proposed merger with an affiliate of Wellspring Capital Management LLC. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits. The following are filed as exhibits to this report.

99.1 Press release dated February 28, 2006.

SIGNATURES

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 hereunto duly authorized.

DAVE & BUSTER'S, INC.

Date: February 28, 2006

By: /s/ James W. Corley
James W. Corley
Chief Executive Officer

**DAVE & BUSTER'S, INC. STOCKHOLDERS APPROVE MERGER WITH AFFILIATE
OF WELLSPRING CAPITAL MANAGEMENT LLC**

DALLAS — February 28, 2006 — Dave & Buster's, Inc. (NYSE: DAB), a leading operator of upscale restaurant/entertainment complexes, announced that today, at a special meeting of stockholders, the Company's planned merger with an affiliate of Wellspring Capital Management LLC was approved. Approval of the merger required the affirmative vote of at least two-thirds of the Company's common stock outstanding on the record date of January 18, 2006. The Company currently expects that the merger will close on or about March 8, 2006. Closing of the merger is subject to the continued satisfaction or waiver of the conditions set forth in the merger agreement. For additional information relating to the merger, please refer to the Company's filings with the SEC.

Celebrating over 23 years of operations, Dave & Buster's was founded in 1982 and is one of the country's leading upscale, restaurant/entertainment concepts with 46 locations throughout the United States and in Canada. More information on the company, including the latest investor presentation, is available on the company's website, www.daveandbusters.com.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: Statements in this press release regarding Dave & Buster's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in the company's Annual Report or Form 10-K for the most recently ended fiscal year.