

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities
Exchange Act of 1934
(Amendment No. 3)

DAVE & BUSTER'S, INC.
(Name of Subject Company (Issuer))
D&B ACQUISITION SUB, INC. D&B HOLDINGS I, INC.
INVESTCORP, S.A. DAVE & BUSTER'S, INC.
DAVID O. CORRIVEAU JAMES W. CORLEY
WALTER S. HENRION WILLIAM C. HAMMETT, JR.

(Name of Filing Person (Offeror))

Common Stock, Par Value \$0.01 Per Share
(including associated rights)
(Title of Class of Securities)

23833N104
(CUSIP Number of Class of Securities)

Simon Moore
President
D&B Acquisition Sub, Inc.
c/o Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166
(212) 351-4000

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

Copy to:
E. Michael Greaney, Esq.
Gibson, Dunn & Crutcher LLP
200 Park Avenue
New York, NY 10166
(212) 351-4000

CALCULATION OF FILING FEE
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Transaction Valuation*	Amount of Filing Fee
\$ 146,532,792.00	\$ 13,481.02

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* Estimated for purposes of calculating the amount of the filing fee only.
This calculation assumes the purchase of all of the issued and outstanding
shares of common stock, par value \$.01 per share (the "Common Stock") of
Dave & Buster's, Inc., a Missouri corporation (the "Company"), including the
associated rights (the "Rights" and together with the "Common Stock" the
"Shares"), at a price per Share of \$12.00 in cash, less 1,058,545 Shares
owned by stockholder who have agreed not to tender their Shares.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2)
and identify the filing with which the offsetting fee was previously paid.
Identify the previous filing by registration statement number, or the form
or schedule and the date of its filing.

Amount Previously Paid:\$13,481.02 Filing Party: D&B Acquisition Sub, Inc.
Form or Registration No.: Date Filed: June 4, 2002
Schedule TO-T

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

Check the appropriate boxes to designate any transactions to which this statement relates:

☒ third party tender offer
subject to Rule 14d-1

☒ going-private transaction
subject to Rule 13e-3

☐ issuer tender offer
subject to Rule 13e-4

☐ amendment to Schedule 13D
under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 3 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "SEC") on June 4, 2002, as amended by Amendment No. 1 to Schedule TO filed with the SEC on June 26, 2002 ("Amendment No. 1") and Amendment No. 2 to Schedule TO filed with the SEC on June 28, 2002, (as amended and supplemented, the "Schedule TO") by D&B Acquisition Sub, Inc., a Missouri corporation ("Purchaser"), and the Rule 13e-3 Transaction Statement on Schedule 13E-3 filed with the SEC on June 4, 2002 (as amended and supplemented, the "Schedule 13E-3") by Purchaser, D&B Holdings I, Inc., a Delaware corporation ("Parent"), Investcorp, S.A., a Luxembourg corporation ("Investcorp"), Dave & Buster's, Inc., a Missouri corporation (the "Company"), David O. Corriveau, James W. Corley, Walter S. Henrion and William C. Hammett. The Schedule TO and Schedule 13E-3 relate to the offer by Purchaser to purchase all of the issued and outstanding shares of common stock, par value \$0.01 (the "Common Stock"), of the Company, including associated rights (the "Rights" and, together with the Common Stock, the "Shares"), at a price of \$12.00 per Share, net to the seller in cash, upon the terms and subject to the conditions contained in the Offer to Purchase, dated June 4, 2002, as amended by Amendment No. 1 (the "Offer to Purchase"), and in the related Letter of Transmittal dated June 4, 2002 (the "Letter of Transmittal," which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, constitute the "Offer"). Copies of the Offer to Purchase and the related Letter of Transmittal have been filed as Exhibits (a)(1) and (a)(2), respectively, to both the Schedule TO and the Schedule 13E-3.

Unless otherwise stated below, the information set forth in the Offer to Purchase (including all schedules thereto) is hereby expressly incorporated herein by reference in response to all items of this Schedule TO. You should read this Amendment No. 3 to Schedule TO together with the Schedule TO, the Schedule 13E-3 filed with the SEC on June 4, 2002, Amendment No. 1 and Amendment No. 2 to Schedule TO filed with the SEC on June 28, 2002. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed to them in the Offer to Purchase.

ITEM 11. Additional Information.

Item 11 of Schedule TO is hereby supplemented by including the following:

On July 3, 2002, Purchaser announced that the Offer had been extended and that the Offer and withdrawal rights will now expire at 5:00 p.m., New York City time, on July 9, 2002. The full text of the press release issued by Purchaser on July 9, 2002 announcing the extension is filed as Exhibit (a)(10) hereto.

ITEM 12. Exhibits.

Item 12 of Schedule TO is hereby supplemented by including the following:

(a)(10) Press release issued by Purchaser on July 3, 2002.

SIGNATURE

After due 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: July 3, 2002

D&B ACQUISITION SUB, INC.

By: /s/ Simon Moore

Name: Simon Moore
Title: President

D&B HOLDINGS I, INC.

By: /s/ Simon Moore

Name: Simon Moore
Title: President

INVESTCORP, S.A.

By: /s/ Gary Long

Name: Gary Long
Title: Authorized Executive

DAVE & BUSTER'S, INC.

By: /s/ David O. Corriveau

Name: David O. Corriveau
Title: President

/s/ David O. Corriveau

David O. Corriveau

/s/ James W. Corley

James W. Corley

/s/ Walter S. Henrion

Walter S. Henrion

/s/ William C. Hammett, Jr.

William C. Hammett, Jr.

D&B Acquisition Sub, Inc. Extends Tender
Offer for Dave & Buster's, Inc.

NEW YORK - JULY 3, 2002 - D&B Acquisition Sub, Inc. today announced the extension of its tender offer for all of the shares of Dave & Buster's, Inc. (NYSE: DAB) until 5:00 p.m., New York City time, on Tuesday, July 9, 2002. Approximately 5.9 million shares (approximately 44% of the outstanding shares) have been tendered to date. The shares tendered to date plus the shares held by senior management of Dave & Buster's which are committed to support the transaction together represent approximately 51.5% of the total outstanding shares.

The number of shares tendered to date is significantly below the 80% minimum tender condition required in the offer, as well as the 66 2/3% tender condition on which the parties have agreed to proceed with a single-step merger as an alternative to the tender offer if the 80% minimum tender condition is not satisfied. In the event that the 66 2/3% tender condition is not met, D&B Acquisition Sub stated that it is highly unlikely to proceed with the transaction.

On Friday of last week, D&B Acquisition Sub reached agreement with investors on the terms of a bond offering to partially fund the proposed transaction. Due to difficult market conditions, the bond offering was reduced from \$165 million to \$150 million and, as a result, Investcorp and its co-investors will be required to commit an additional \$10 million of equity. Based on the additional equity commitment and the increased cost of debt, D&B Acquisition Sub stated that it does not intend to increase its \$12 per share offer price.

About D&B Acquisition Sub

D&B Acquisition Sub is a wholly-owned subsidiary of D&B Holdings I, Inc., a corporation organized for purposes of the acquisition by Investcorp, a global investment firm, other international investors organized by Investcorp, and certain members of senior management of Dave & Buster's.

Note Regarding Forward-Looking Statements

This release contains forward-looking statements that involve assumptions regarding the future prospects of Dave & Buster's. Although D&B Acquisition Sub, Inc. believes these statements are based on reasonable assumptions, they are subject to risk and uncertainty, including, among other things, changing economic conditions and the ability to successfully complete the referenced tender offer. Caution should be taken that these factors could cause the actual results to differ from those stated or implied in this and other communications.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF DAVE & BUSTER'S, INC. D&B ACQUISITION SUB, INC. HAS FILED AN OFFER TO PURCHASE AND A LETTER OF TRANSMITTAL WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") RELATING TO ITS OFFER TO PURCHASE ALL OUTSTANDING SHARES OF COMMON STOCK OF DAVE & BUSTER'S, INC. BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER, ALL STOCKHOLDERS OF DAVE & BUSTER'S, INC. ARE STRONGLY ADVISED TO READ THE OFFER TO PURCHASE AND LETTER OF TRANSMITTAL AND THE RELATED SOLICITATION/RECOMMENDATION STATEMENT FILED WITH THE SEC BY DAVE & BUSTER'S, INC. BECAUSE THESE DOCUMENTS CONTAIN IMPORTANT INFORMATION RELATING TO THE OFFER. THESE DOCUMENTS ARE AVAILABLE AT NO CHARGE ON THE SEC'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) AND MAY BE OBTAINED FOR FREE FROM D.F. KING & CO., INC. BY CALLING 1-800-549-6697.

Contacts: Investcorp
Todd Fogarty /Jim Fingeroth
Kekst and Company
212.521.4800

Information Agent
D.F. King & Co., Inc.
800.549.6697

