

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----

SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. ) (1)

Dave & Buster's, Inc.

-----  
(Name of Issuer)

Common Stock, \$.01 Par Value

-----  
(Title of Class of Securities)

23833N104

-----  
(CUSIP Number)

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

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

February 1, 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 of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box   /  .

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 13 Pages)

-----

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

=====		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	NEWCASTLE PARTNERS, L.P.	
-----		
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 ITEM 2(d) OR 2(e) / /	
-----		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  TEXAS	
-----		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  717,500
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  717,500
	10	SHARED DISPOSITIVE POWER  - 0 -
-----		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  717,500	
-----		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /	
-----		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.0%	
-----		
14	TYPE OF REPORTING PERSON*  PN	
=====		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

=====		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	NEWCASTLE CAPITAL MANAGEMENT, L.P.	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) / /
-----		
3	SEC USE ONLY	
-----		
4	SOURCE OF FUNDS*	

00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF 7 SOLE VOTING POWER

SHARES  
BENEFICIALLY 717,500

OWNED BY  
EACH 8 SHARED VOTING POWER

REPORTING  
PERSON WITH - 0 -

9 SOLE DISPOSITIVE POWER

717,500

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

717,500

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

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

5.0%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP 23833N104

13D

Page 4 of 13 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEWCASTLE CAPITAL GROUP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF 7 SOLE VOTING POWER

SHARES  
BENEFICIALLY 717,500

OWNED BY

EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

717,500

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

717,500

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

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

5.0%

14 TYPE OF REPORTING PERSON\*

OO

=====

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

-----

CUSIP 23833N104

-----

13D

-----

Page 5 of 13 Pages

-----

=====

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MARK E. SCHWARZ

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7 SOLE VOTING POWER

717,500

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

717,500

10 SHARED DISPOSITIVE POWER

- 0 -

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

717,500

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

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

5.0%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP 23833N104

13D

Page 6 of 13 Pages

This Statement is jointly filed by Newcastle Partners, L.P., a Texas limited partnership ("NP"), Newcastle Capital Management, L.P., a Texas limited partnership ("NCM"), Newcastle Capital Group, L.L.C., a Texas limited liability company ("NCG"), and Mark E. Schwarz relating to shares of common stock, \$.01 par value, of Dave & Buster's, Inc., a Missouri corporation (the "Issuer").

Item 1. SECURITY AND ISSUER.

Securities acquired: Shares of common stock, \$.01 par value (the "Common Stock")

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

Item 2. IDENTITY AND BACKGROUND.

(a) - (c) This statement is jointly filed by NP, NCM, NCG and Mark E. Schwarz (collectively, the "Reporting Persons"). Because Mark Schwarz is the managing member of NCG, which is the general partner of NCM (with Mark Schwarz, NCG and NCM hereinafter referred to as the "Controlling Persons"), which in turn is the general partner of NP, the Controlling Persons may be deemed, pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), to be the beneficial owners of all shares of Common Stock held by NP. The Reporting Persons are filing this joint statement, as they may be considered a "group" under Section 13(d)(3) of the Act. However, neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Persons that such a group exists.

The principal occupation of Mark Schwarz is serving as the managing member of NCG. The principal business of NCG is acting as the general partner of NCM. The principal business of NCM is acting as the general partner of NP. The principal business of NP is investing in securities. The principal place of business and principal office for each of the Reporting Persons is 300 Crescent Court, Suite 1110, Dallas, Texas 75201.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) NP, NCM and NCG are organized under the laws of the State of Texas. Mark Schwarz is a citizen of the United States of America.

## Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As of February 1, 2006, NP had invested \$12,844,865 (inclusive of brokerage commissions) in shares of Common Stock of the Issuer. The source of these funds was the working capital of NP.

## Item 4. PURPOSE OF TRANSACTION.

NP purchased the Common Stock based on the belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities and the availability of Common Stock at desirable prices, the Reporting Persons may endeavor to increase their position in the Issuer through, among other things, the purchase of Common Stock in the open market, in private transactions or otherwise as set forth herein on such terms and at such times as the Reporting Persons deem advisable.

The Reporting Persons are knowledgeable participants in the restaurant industry and long-time stockholders of the Issuer. Based on the Reporting Persons' industry experience and familiarity with the Issuer's operations, the Reporting Persons do not believe the current offer by Wellspring Capital Management, LLC ("Wellspring") to acquire all of the Issuer's outstanding Common Stock for \$18.05 per share pursuant to an Agreement and Plan of Merger, dated as of December 8, 2005, reflects the true underlying value of the Issuer. The Reporting Persons are concerned that the Issuer did not conduct a "market check" or "limited auction" prior to the execution of a definitive merger agreement with Wellspring. The Reporting Persons believe that the current offer by Wellspring may not represent the best offer available to the Issuer and may be less than the consideration paid in comparable transactions. Accordingly, the Reporting Persons have not determined whether to support the proposed merger on its current terms and reserve the right to take any and all actions the Reporting Persons deem appropriate in their capacity as stockholders relating to the merger, including exercising dissenters' rights pursuant to Section 351.455 of the Missouri General and Business Corporation Law. As of the record date for the special meeting of stockholders of the Issuer to vote on the merger, the Reporting Persons owned 472,200 shares or 3.3% of the outstanding Common Stock.

The Reporting Persons reserve the right to take any and all actions as they deem appropriate with respect to their investment, including, without limitation, making proposals to the Issuer concerning the capitalization and operations of the Issuer, communicating with other stockholders, conducting solicitations or withhold campaigns under the proxy rules, purchasing additional Common Stock in the open market, in private transactions or through proposals to the Issuer and its stockholders, selling some or all of their Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock or changing their intention with respect to any and all matters referred to in Item 4. The Reporting Persons may in the future submit to the Issuer nominations of directors for election to the Board of Directors or stockholder proposals as and to the extent permitted by, and subject to the limitations contained in, the Issuer's certificate of incorporation and bylaws.

Other than as described above, the Reporting Persons have no present plans or proposals that would result in any of the following:

1. the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
2. any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
3. any sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

4. any change in the present board of directors or management of the Issuer;

5. any material change in the present capitalization or dividend policy of the Issuer;

6. any other material change in the Issuer's business or corporate structure;

7. any change in the Issuer's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

8. causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

9. causing a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

10. any action similar to any of those enumerated above.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 14,313,500 shares outstanding, which is the total number of shares of Common Stock outstanding as of January 18, 2006, as reported in the Issuer's proxy statement filed with the Securities and Exchange Commission on January 25, 2006.

As of February 1, 2006, NP beneficially owned 717,500 shares of Common Stock, representing approximately 5.0% of the issued and outstanding Common Stock of the Issuer.

NCM, as the general partner of NP, may also be deemed to beneficially own the 717,500 shares of Common Stock beneficially owned by NP.

NCG, as the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 717,500 shares of Common Stock beneficially owned by NP.

Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 717,500 shares of Common Stock beneficially owned by NP.

NCM, NCG and Mr. Schwarz disclaim beneficial ownership of the shares of Common Stock beneficially owned by NP, except to the extent of their pecuniary interest therein.

(b) By virtue of his position with NP, NCM and NCG, Mr. Schwarz has the sole power to vote and dispose of the shares of Common Stock reported in this Statement.

-----  
CUSIP 23833N104  
-----

13D

-----  
Page 9 of 13 Pages  
-----

(c) Except as set forth below, Schedule A annexed hereto lists all transactions in the Common Stock during the past 60 days by the Reporting Persons. Such transactions in the Common Stock were effected in the open market.

On January 4, 2006 and January 18, 2006, NP distributed 255,000 shares and 432,200 shares, respectively, for an aggregate of 687,200 shares of Common Stock, to certain of its limited partners. No consideration was received by NP in respect of such distributions.

(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.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Other than as described herein, there are no 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.

1. Joint Filing Agreement by and among Newcastle Partners, L.P., Newcastle Capital Management, L.P., Newcastle Capital Group, L.L.C. and Mark E. Schwarz, dated February 2, 2006.

-----  
CUSIP 23833N104  
-----

13D

-----  
Page 10 of 13 Pages  
-----

#### SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 2, 2006

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P.,  
its General Partner

By: Newcastle Capital Group, L.L.C.,  
its General Partner

By: /s/ Mark E. Schwarz  
-----  
Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C.,  
its General Partner

By: /s/ Mark E. Schwarz  
-----  
Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz  
-----  
Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz  
-----  
MARK E. SCHWARZ

-----  
CUSIP 23833N104  
-----

13D

-----  
Page 11 of 13 Pages  
-----



# SCHEDULE A

## Transactions in the Common Stock During the Past 60 Days

Shares of Common Stock Purchased -----	Price Per Share (\$) -----	Date of Purchase -----
NEWCASTLE PARTNERS, L.P.		
35,100	17.70	1/5/06
4,900	17.70	1/11/06
10,700	17.77	1/17/06
74,000	17.77	1/17/06
183,000	17.90	1/25/06
257,600	17.90	1/26/06
90,800	17.90	1/27/06
34,900	17.89	1/31/06
26,500	17.90	2/1/06

Newcastle Capital Management, L.p.

-----  
None

Newcastle Capital Group, L.l.c.

-----  
None

Mark E. Schwarz

-----  
None

-----  
CUSIP 23833N104  
-----

13D

-----  
Page 12 of 13 Pages  
-----

# EXHIBIT INDEX

Exhibit -----	Page ----
1. Joint Filing Agreement by and among Newcastle Partners, L.P., Newcastle Capital Management, L.P., Newcastle Capital Group, L.L.C. and Mark E. Schwarz, dated February 2, 2006.	13

-----  
CUSIP 23833N104  
-----

13D

-----  
Page 13 of 13 Pages  
-----

# JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated February 2, 2006 (including amendments thereto) with respect to the Common Stock of Dave & Buster's, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: February 2, 2006

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P.,  
its General Partner

By: Newcastle Capital Group, L.L.C.,  
its General Partner

By: /s/ Mark E. Schwarz  
-----  
Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C.,  
its General Partner

By: /s/ Mark E. Schwarz  
-----  
Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz  
-----  
Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz  
-----  
MARK E. SCHWARZ