

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. 2)

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

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. 2 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, (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 "Shares"), of the Company, including associated rights (the "Rights" and collectively 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 (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. 2 to Schedule TO together with the Schedule TO and the Schedule 13E-3 filed with the SEC on June 4, 2002 and Amendment No. 1 to the Schedule TO filed with the SEC on June 26, 2002. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed to them in the Offer to Purchase.

ITEM 12. Exhibits.

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

(a)(9) Press release issued by Purchaser on June 27, 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: June 28, 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, INC. ANNOUNCES AMENDMENT
TO ITS DAVE & BUSTER'S TENDER OFFER DOCUMENTS

New York City, NY--June 27, 2002--D&B Acquisition Sub, Inc. announced today that it filed Amendment No. 1 to Schedule TO with the Securities and Exchange Commission on June 26, 2002. The amendment filed yesterday relates to the offer by D&B Acquisition Sub to purchase all of the issued and outstanding shares of common stock of Dave & Buster's, Inc. (NYSE: DAB) at a price of \$12.00 per share, and responds to comments made by the SEC in respect of the tender offer documents (Schedule TO and Schedule 13E-3) filed on June 4, 2002. The amendment makes no change in the offer price or any other material term or condition of the offer. The amendment may be obtained on the SEC's web site at www.sec.gov or by contacting D.F. King & Co., Inc., the information agent for the offer, at (800) 549-6697. The tender offer is scheduled to expire on Tuesday, July 2, 2002, at 5:00 p.m., New York City time.

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.