

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13E-3

Rule 13e-3 Transaction Statement under Section 13(e) of the Securities Exchange  
Act of 1934  
(Amendment No. 2)

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DAVE & BUSTER'S, INC.  
(Name of Subject Company (issuer))

D&B ACQUISITION SUB, INC.  
D&B HOLDINGS I, INC.  
DAVID O. CORRIVEAU  
WILLIAM C. HAMMETT, JR.

INVESTCORP S.A.  
DAVE & BUSTER'S, INC.  
JAMES W. CORLEY  
WALTER S. HENRION

(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.  
SEAN P. GRIFFITHS, ESQ.  
GIBSON, DUNN & CRUTCHER LLP  
200 PARK AVENUE  
NEW YORK, NY 10166  
(212) 351-4000

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This statement is filed in connection with (check the appropriate box):

- a. ☒ The filing of solicitation materials or an information statement subject to Regulation 14A (sections 240.14a-1 through 240.14b-2), Regulation 14C (sections 240.14c-1 through 240.14c-101) or Rule 13e-3(c) (section 240.13e-3(c)) under the Securities Exchange Act of 1934 (the "Act").
- b. ☐ The filing of a registration statement under the Securities Act of 1933.
- c. ☐ A tender offer.
- d. ☐ None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ☒

Check the following box if the filing is a final amendment reporting the results of the transaction: ☐

# CALCULATION OF FILING FEE

TRANSACTION VALUATION\*

AMOUNT OF FILING FEE

\$ 193,919,970

\$ 17,848

\* Estimated for purposes of calculating the amount of the filing fee only, based upon the sum of (a) the product of the 12,224,734 shares of common stock to be acquired for cash and the merger consideration of \$13.50 per share, (b) the cumulative total of the difference between the merger consideration of \$13.50 per share and the exercise price per share of each of the 1,917,265 shares of common stock subject to outstanding options in which the exercise price per share is less than the merger consideration per share, and (c) the market value of the 1,150,515 shares to be acquired in exchange as determined in accordance with Regulation 0-11(a)(4) of the Securities Exchange Act of 1934.

[X] Check box if any part of the fee is offset as provided by Section 240.0-11(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: \$ 19,923.02  
Form or Registration No.: Schedule 14-A

Filing Party: Dave & Buster's, Inc.  
Date Filed: July 29, 2002

This Amendment No. 2 to Schedule 13E-3 amends and supplements the Statement on Schedule 13E-3 filed with the Securities and Exchange Commission (the "SEC") on July 29, 2002, and amended by Amendment No. 1 to Schedule 13E-3 filed with the SEC on September 11, 2002 (as amended and supplemented, the "Schedule 13E-3"), by Dave & Buster's, Inc., a Missouri Corporation ("D&B"), D&B Holdings I, Inc., a Delaware corporation ("D&B Holdings") formed at the direction of Investcorp S.A. ("Investcorp"), Investcorp, a Luxembourg corporation, D&B Acquisition Sub, Inc., a Missouri corporation ("D&B Acquisition") and wholly owned subsidiary of D&B Holdings, David O. Corriveau, James W. Corley, Walter S. Henrion, and William C. Hammett, Jr. This Schedule 13E-3 relates to the Agreement and Plan of Merger, dated May 30, 2002, as amended by the First Amendment to the Merger Agreement, dated July 12, 2002, and by the Second Amendment to the Merger Agreement, dated September 30, 2002, (the "Merger Agreement"), among D&B, D&B Holdings and D&B Acquisition pursuant to which D&B Acquisition will be merged (the "Merger") with and into D&B, with D&B as the surviving corporation.

Under the terms and subject to the conditions of the Merger Agreement, each outstanding share of common stock, par value \$0.01 per share, together with associated rights will be converted into the right to receive \$13.50 in cash without interest thereon.

Concurrently with the filing of this Schedule 13E-3, D&B is filing with the SEC an Amendment No. 2 to the preliminary proxy statement (the "Proxy Statement") under Regulation 14A of the Securities Exchange Act of 1934, as amended, relating to the special meeting of shareholders of D&B at which the shareholders of D&B will consider and vote upon a proposal to approve and adopt the Merger Agreement. A copy of the Proxy Statement is filed herewith as Exhibit (a)(2), and a copy of the Merger Agreement is attached thereto as Appendix A.

The information in the Proxy Statement, including all appendices thereto, is expressly incorporated herein by reference in response to all items of this Schedule 13E-3. The Proxy Statement is in preliminary form and is subject to completion or amendment. Capitalized terms used but not defined in this statement shall have the meanings given to them in the Proxy Statement.

ITEM 16. EXHIBITS.

- (a) (2) Amendment No. 2 to Preliminary Proxy Statement and form of Proxy Card under Regulation 14A, dated October 2, 2002.\*
- (d) (8) Second Amendment to the Merger Agreement among D&B, D&B Holdings and D&B Acquisition, dated September 30, 2002.

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\* Incorporated by reference to the Proxy Statement filed with the SEC by D&B on October 2, 2002.

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: October 2, 2002

D&B ACQUISITION SUB, INC.

By: /s/ Simon Moore  
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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.  
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William C. Hammett, Jr.

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INDEX TO EXHIBITS

EXHIBIT  
NUMBER  
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DESCRIPTION  
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- |         |   |
|---------|---|
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\* Incorporated by reference to the Proxy Statement filed with the SEC by D&B on October 2, 2002.

SECOND AMENDMENT  
TO THE  
AGREEMENT AND PLAN OF MERGER  
BY AND AMONG  
D&B HOLDINGS I, INC.,  
D&B ACQUISITION SUB, INC.  
AND  
DAVE & BUSTER'S, INC.

This SECOND AMENDMENT TO THE AGREEMENT AND PLAN OF MERGER (this "Amendment"), dated as of September 30, 2002, is entered into by and among D&B Holdings I, Inc., a Delaware corporation ("Parent"), D&B Acquisition Sub, Inc., a Missouri corporation and wholly-owned subsidiary of Parent ("Purchaser") and Dave & Buster's, Inc., a Missouri corporation (the "Company").

A. Parent, Purchaser and the Company entered into an Agreement and Plan of Merger, dated as of May 30, 2002, and an amendment thereto dated July 12, 2002 (the "Agreement"), providing for the merger of Purchaser with and into the Company.

B. In accordance with Section 9.10 of the Agreement, Parent, Purchaser and the Company desire to enter into this Amendment to amend the terms of the Agreement as provided herein.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual covenants contained herein, Parent, Purchaser and the Company agree as follows:

1. Section 8.1(b)(i) is hereby amended to delete the reference to October 31, 2002, and insert in its place November 27, 2002.

2. Except as specifically modified by this Amendment, all terms and conditions of the Agreement shall remain in full force and effect without modification.

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date and year first written above.

D&B HOLDINGS I, INC.

DAVE & BUSTER'S, INC.

By: /s/ Simon Moore  
-----  
Name: Simon Moore  
Title: President

By: W. C. Hammett, Jr.  
-----  
Name: W. C. Hammett, Jr.  
Title: Vice President, Chief  
Financial Officer

D&B ACQUISITION SUB, INC.

By: /s/ Simon Moore  
-----  
Name: Simon Moore  
Title: President

