

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>Estrada Megan</u>  (Last) (First) (Middle) 1221 S. BELT LINE RD., SUITE 500  (Street) COPPELL TX 75019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dave &amp; Buster's Entertainment, Inc. [ PLAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/16/2024		A		13,219	A	\$0.00	13,219	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Unit 6	(1)	01/16/2024		A		20,271		(1)	(2)	Common Stock	20,271	\$0.00	20,271	D	
Performance Stock Unit 7	(2)	01/16/2024		A		16,217		(2)	(2)	Common Stock	16,217	\$0.00	16,217	D	
Stock Option (Right to Buy)	\$49.33	01/16/2024		A		8,514		(3)	(3)	Common Stock	8,514	\$49.33	8,514	D	
Stock Option (Right to Buy)	\$49.33	01/16/2024		A		10,135		(4)	(4)	Common Stock	10,135	\$49.33	10,135	D	

Explanation of Responses:

- Represents the Target Achievable performance-based restricted stock units ("PSUs") for the five-year performance period from January 16, 2024 through January 16, 2029. The number of PSUs earned will equal to the Target Achievable PSUs if the Companys Common Stock share price is greater than or equal to \$98.66; based on the volume-weighted average price for the sixty (60) consecutive trading days ending on January 16, 2029 ("Target Price"). Early vesting may occur upon achievement of the Target Price prior to January 16, 2029. Upon the 1st early achievement of the Target Price, 25% of the PSUs will vest 1 year after such date; 25% of the PSUs will vest on 2 years after such date; and 50% of the PSUs ("Remaining PSUs") will vest on January 16, 2029. Upon the 2nd early achievement of the Target Price, 50% of the Remaining PSUs will vest 1 year after such date; and 50% of the Remaining PSUs will vest on 2 years after such date. No early vesting shall occur later than January 16, 2029.
- Represents the Target Achievable performance-based restricted stock units ("PSUs") for the five-year performance period from January 16, 2024 through January 16, 2029. The number of PSUs earned will equal to the Target Achievable PSUs if the Companys Common Stock share price is greater than or equal to \$147.99; based on the volume-weighted average price for the sixty (60) consecutive trading days ending on January 16, 2029 ("Target Price"). Early vesting may occur upon achievement of the Target Price prior to January 16, 2029. Upon the 1st early achievement of the Target Price, 25% of the PSUs will vest 1 year after such date; 25% of the PSUs will vest on 2 years after such date; and 50% of the PSUs ("Remaining PSUs") will vest on January 16, 2029. Upon the 2nd early achievement of the Target Price, 50% of the Remaining PSUs will vest 1 year after such date; and 50% of the Remaining PSUs will vest on 2 years after such date. No early vesting shall occur later than January 16, 2029.
- Vests in equal installments on January 16, 2025, 2026, 2027, 2028 and 2029.
- This grant is subject to a condition whereby the Reporting Person is required to purchase \$500,000 (the "Maximum Amount") in the Registrants common stock, par value \$0.01 per share (the "Common Stock") during an open trading window on or before April 23, 2024 (or the next available open trading window if the preceding trading windows are closed), hold such purchased Common Stock when the related options vest subject to a decline in the amount of required holding by 20% upon the vesting of each annual installment. In the event Reporting Person fails to comply with the purchasing vesting condition, they will forfeit an amount of the options proportionate to any shortfall from such Maximum Amount to a minimum threshold of \$200,000 after which all of the options will be forfeited. Subject to the forgoing conditions, the options vest in equal installments on January 16, 2025, 2026, 2027, 2028 and 2029.

Remarks:

Sheri M. Smith, Attorney-in-Fact 01/18/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.