FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

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

| 1. Name and Address of Reporting Person* OHCP MGP III, LTD. | | | | 2. Issuer Name and Ticker or Trading Symbol Dave & Buster's Entertainment, Inc. [PLAY] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | | | |
|--|---|--|--|--|--|---|--------------------------------------|---|---|--|------------------|--|--|---|--------------------------------------|---|--|-------|
| (Last) (First) (Middle) 65 E. 55TH STREET | | | | 3. Date | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2015 | | | | | | | Officer (give title Other (specify below) below) | | | | | | |
| 32ND FL | OOR | | | 4. If Ar | mend | lment, | Date of | f Origi | ina | I Filed (Month) | /Day/Ye | · · | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | | | | | | | | | | | | | by One R | | - | |
| NEW YORK NY 10022 | | | 0022 | | | | | | | | | | | Person | by More a | | ne nep | onung |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | |
| | | Tabl | e I - Non-Deriv | ative S | ecu | rities | Acqu | uire | d, | Disposed | of, or | Benefic | ially O | wned | | | | |
| 1. Title of S | Security (Ins | tr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | η | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned | | Form: Direct (D) or Indirect (I) | | 7. Nature of Indirect Beneficial Ownership (Instr. | | |
| | | | | | | | Code | v | | Amount | (A) or (D) | Price | Followi Reporte Transac (Instr. 3 | d tion(s) | (Instr. 4) | | 4) | |
| Common Stock, \$0.01 par value ⁽¹⁾ | | | 02/11/2015 | | | S | | | 5,614,870 | D | \$29.5 | 25,04 | 25,042,009 | | I S fo | | otes ⁽¹⁾⁽³⁾⁽⁴⁾ | |
| Common Stock, \$0.01 par value ⁽¹⁾⁽³⁾ | | | 02/11/2015 | | | S | | | 184,405 | D | \$29.5 | 822 | 822,438 | | See footnotes ⁽²⁾⁽³⁾⁽⁴ | | otes ⁽²⁾⁽³⁾⁽⁴⁾ | |
| Table II - Derivative Sec (e.g., puts, call | | | | | | | | | | | | | | ned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Execution Date, if any | 4. Transact Code (In 8) | | 5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5 | ative ities red sed 3, 4 | 6. Date Exercisable ar Expiration Date (Month/Day/Year) | | d 7. Title and Amount of Securities Underlying Derivative Security (Instr 3 and 4) | | of deriv Derivative Secu Security Bene (Instr. 5) Own Follo Repo | | urities Form eficially Dire ned or Ir owing (I) (In orted 4) nsaction(s) | | ct (D) direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | | Date Exerci | isa | Expiration ble Date | n Title | Amoun or Numbe of Shares | | | | | | |
| 1. Name and Address of Reporting Person [*] OHCP MGP III, LTD. | | | | | | | | | | | | | | | | | | |
| (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR | | | | | | | | | | | | | | | | | | |
| (Street) NEW YORK NY | | NY | 10022 | | | | | | | | | | | | | | | |
| (City) (State) | | (Zip) | | | | | | | | | | | | | | | | |
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| 1. Name and Address of Reporting Person* Oak Hill Capital Partners III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* Oak Hill Capital Management Partners III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP GenPar III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP MGP PARTNERS III, L.P. (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP MGP PARTNERS III, L.P. (Last) (First) (Middle) | | | |
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| 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* Oak Hill Capital Management Partners III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP GenPar III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP GenPar III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP MGP PARTNERS III, L.P. (Last) (First) (Middle) | | | <u>P.</u> |
| NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person [*] Oak Hill Capital Management Partners III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person [*] OHCP GenPar III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (City) (State) (Zip) 1. Name and Address of Reporting Person [*] OHCP MGP PARTNERS III, L.P. (City) (State) (Zip) 1. Name and Address of Reporting Person [*] OHCP MGP PARTNERS III, L.P. (Last) (First) (Middle) | 65 E. 55TH STRE | | (Middle) |
| 1. Name and Address of Reporting Person* Oak Hill Capital Management Partners III, L.P. (Last) (First) (Last) (First) (Street) NEW YORK NY 1. Name and Address of Reporting Person* OHCP GenPar III, L.P. (Last) (First) (Last) (First) (Street) NEW YORK NY 1. Name and Address of Reporting Person* OHCP GenPar III, L.P. (Last) (First) (Street) NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP MGP PARTNERS III, L.P. (Last) (First) (Last) (First) | | NY | 10022 |
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| NEW YORK NY 10022 (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP GenPar III, L.P. (Last) (First) (Middle) 65 E. 55TH STREET 32ND FLOOR (Street) NEW YORK NY 10022 (City) (State) (City) (State) (Zip) 1. Name and Address of Reporting Person* OHCP MGP PARTNERS III, L.P. (Last) (First) (Middle) | 65 E. 55TH STRE | | (Middle) |
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| 1. Name and Address of Reporting Person [*] OHCP MGP PARTNERS III, L.P. (Last) (First) (Middle) | | NY | 10022 |
| OHCP MGP PARTNERS III, L.P. (Last) (First) (Middle) | (City) | (State) | (Zip) |
| | | | <u>L.P.</u> |
| 32ND FLOOR | 65 E. 55TH STRE | | (Middle) |
| (Street) NEW YORK NY 10022 | . , | NY | 10022 |
| (City) (State) (Zip) | (City) | (State) | (Zip) |

Explanation of Responses:

1. These securities are held by Oak Hill Capital Partners III, L.P. ("OHCP III").

2. These securities are held by Oak Hill Capital Management Partners III, L.P. ("OHCMP III").

3. The general partner of OHCP III and OHCMP III is OHCP GenPar III, L.P. The general partner of OHCP GenPar III, L.P. is OHCP MGP Partners III, L.P. The general partner of OHCP MGP Partners III, L.P. is OHCP MGP III, Ltd.

4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein. The signature below is on behalf of the entities listed and not made in an individual capacity.

Remarks:

Exhibit 99.1 - Additional Signatures

By: /s/ John Monsky; Title: Vice President



** 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.

OAK HILL CAPITAL PARTNERS III, L.P.

- By: OHCP GenPar III, L.P., its General Partner
- By: OHCP MGP Partners III, L.P., its General Partner
- By: OHCP MGP III, Ltd., its General Partner

By:

| /s/ John Monsky | 02/11/15 |
|-----------------|----------|
| John Monsky | Date |
| Vice President | |

OAK HILL CAPITAL MANAGEMENT PARTNERS III, L.P.

- By: OHCP GenPar III, L.P., its General Partner
- By: OHCP MGP Partners III, L.P., its General Partner
- By: OHCP MGP III, Ltd., its General Partner

By:

| /s/ John Monsky | 02/11/15 |
|-----------------|----------|
| John Monsky | Date |
| Vice President | |

OHCP GENPAR III, L.P.

- By: OHCP MGP Partners III, L.P., its General Partner
- By: OHCP MGP III, Ltd., its General Partner

By:

| /s/ John Monsky | 02/11/15 |
|-----------------|----------|
| John Monsky | Date |
| Vice President | |

OHCP MGP PARTNERS III, L.P.

By: OHCP MGP III, Ltd., its General Partner

| /s/ John Monsky | 02/11/15 |
|-----------------|----------|
| John Monsky | Date |
| Vice President | |