SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 7, 2021 (December 6, 2021)

DAVE & BUSTER'S ENTERTAINMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

35-2382255

001-35664 (State of (Commission File (IRS Employer incorporation) Number) Identification Number) 2481 Manana Drive Dallas TX 75220 (Address of principal executive offices) Registrant's telephone number, including area code: (214) 357-9588 Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the reporting obligation of the registrant under any of the following provisions: Written communications pursuant to Rule 425 under the Securities Act Soliciting material pursuant to Rule 14a-12 of the Exchange Act Pre-commencement communications pursuant to Rule 14d-2(b) Exchange Act Pre-commencement communications pursuant to Rule 13e-4(c) Exchange Act Securities registered pursuant to Section 12(b) of the Act: Title of each class Trading Symbol(s) Name of each exchange on which registered Common Stock \$0.01 par value **PLAY** NASDAQ Stock Market LLC Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company \square If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \square

Section 2 - Financial Information

Item 2.02. Results of Operations and Financial Condition.

The information contained in Item 2.02 of this Current Report on Form 8-K, including the Exhibit attached hereto, is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained in Item 2.02 of this Current Report on Form 8-K shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

On December 7, 2021, Dave & Buster's Entertainment, Inc. (the "Company") issued a press release (the "Press Release") announcing its third quarter 2021 results. A copy of this Press Release is attached hereto as Exhibit 99.1.

Section 8 - Other Events.

Item 8.01. Other Events.

In the Press Release, the Company also announced that on December 6, 2021, the Board of Directors authorized a \$100 million share repurchase program through the end of fiscal 2022. The Company may repurchase shares from time to time in open market transactions and may also repurchase shares in accelerated share repurchases, tender offers, privately negotiated transactions or by other means, and by plans pursuant to Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended, and the timing and amount of transactions will be determined by the Company's management in consultation with the Finance Committee of the Board of Directors based on an evaluation of market conditions, the Company's share price, legal requirements, restricted payment capacity under its debt instruments and other factors.

Further, on December 7, 2021, the Company notified the administrative agent Company's of the current Amended and Restated Credit Agreement, dated as of August 17, 2017 (as further amended, restated, amended and restated, supplemented and otherwise modified from time to time prior to the date hereof, the "Credit Agreement") of the Company's election that a Financial Covenant Reversion Date (as defined in the Credit Agreement) occurred as of December 7, 2021, triggering the end of the basket and financial covenant suspension periods under the Credit Agreement, as a result of the Company's compliance with a 3.50x maximum total leverage ratio and 1.25x minimum Fixed Charge Coverage Ratio on the last day of the fiscal quarter ended October 31, 2021.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Press release dated December 7, 2021.

104 Cover Page Interactive Data File (the Cover Page Interactive Data File is embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DAVE & BUSTER'S ENTERTAINMENT, INC.

Date: December 7, 2021 By: /s/ Robert W. Edmund

Robert W. Edmund

General Counsel, Secretary and

Senior Vice President of Human Resources



Dave & Buster's Reports Third Quarter 2021 Financial Results

Board of Directors Authorizes \$100 million Share Repurchase Program

DALLAS, Dec. 7, 2021 (GLOBE NEWSWIRE) -- Dave & Buster's Entertainment, Inc., (NASDAQ:PLAY), ("Dave & Buster's" or "the Company"), an owner and operator of entertainment and dining venues, today announced quarterly revenue, net income, and Adjusted EBITDA for its third quarter of fiscal year 2021, which ended on October 31, 2021.

As of October 31, all of the Company's 143 stores were open, including 1 new store opened during the quarter.

Key Third Quarter 2021 Highlights

- Revenue increased 6.2% from the third quarter of 2019 to \$318.0 million, compared with \$109.1 million in the third quarter of 2020 and \$299.4 million in the third quarter of 2019.
- · Comparable store sales increased 1.1% compared with the same period in 2019 excluding 7 stores located in markets that had vaccine mandates during the quarter. Including all stores, comparable store sales decreased 0.4% compared with the same period in 2019.
- · Net income totaled \$10.6 million, or \$0.21 per diluted share, compared with net loss of \$48.0 million, or \$1.01 per share in the third quarter of 2020 and net income of \$0.5 million, or \$0.02 per diluted share in the third quarter of 2019.
- · Adjusted EBITDA increased 47.4% from the third quarter of 2019 to \$68.2 million, or 21.5% of revenue, compared with Adjusted EBITDA loss of \$16.0 million in the third quarter of 2020 and Adjusted EBITDA of \$46.3 million, or 15.5% of revenue in the third quarter of 2019.
- · Ended the quarter with \$27 million in cash and approximately \$340 million of liquidity available under the Company's \$500 million revolving credit facility, net of a \$150 million minimum liquidity covenant and \$10 million in letters of credit.
- During the third quarter, the Company redeemed \$55 million of 7.625% senior secured notes at 103% of principal. Subsequently, in November 2021, the Company redeemed an additional \$55 million of the 7.625% senior secured notes at 103%.

"We are pleased to report strong third quarter financial results," said Kevin Sheehan, Dave & Buster's Interim Chief Executive Officer. "Since assuming the role, I have been impressed with our team's hard work and dedication to operating in this evolving environment. I am excited to be working with them as we look forward to more normalized operations across our stores. We have begun a new phase of innovation, growth and value creation with a focus on realizing the Company's significant upside potential. I am excited about the future and look forward to sharing our progress with all of our stakeholders."

Third Quarter 2021 Results

Total revenue of \$318.0 million increased 191.6% from \$109.1 in the third quarter of 2020 and increased 6.2% from \$299.4 million in the third quarter of 2019. Comparable store sales increased 1.1% compared with the same period in 2019 excluding 7 stores located in markets that had vaccine mandates during the quarter. Including all stores, comparable store sales decreased 0.4% compared with the same period in 2019. Walk-in comparable store sales increased 6% while Special Event comparable store sales declined 64% compared with the same period in 2019. Non-comparable store revenue totaled \$55.4 million compared with \$20.1 million in the third quarter of 2020.

Operating income totaled \$24.5 million, or 7.7% of revenue, compared with operating loss of \$56.0 million, or (51.4)% of revenue in the third quarter of 2020 and operating income \$6.5 million, or 2.2% of revenue in the third quarter of 2019.

Net income totaled \$10.6 million, or \$0.21 per diluted share, compared with net loss of \$48.0 million, or \$1.01 per share in the third quarter of 2020 and net income of \$0.5 million, or \$0.02 per diluted share in the third quarter of 2019.

Adjusted EBITDA increased 47.4% from the third quarter of 2019 to \$68.2 million, or 21.5% of revenue, compared with Adjusted EBITDA loss of \$16.0 million, or (14.6)% of revenue in the third quarter of 2020 and Adjusted EBITDA of \$46.3 million, or 15.5% of revenue in the third quarter of 2019.

Store operating income before depreciation and amortization totaled \$83.0 million, or 26.1% of revenue, compared with store operating loss before depreciation and amortization of \$7.3 million, or (6.7)% of revenue in the third quarter of 2020 and \$60.3 million, or 20.1% of revenue in the third quarter of 2019.

Balance Sheet, Liquidity and Cash Flow

The Company ended the quarter with \$27.0 million in cash and approximately \$340 million of availability under its \$500 million revolving credit facility, net of a \$150 million minimum liquidity covenant and \$10 million in letters of credit.

Total long-term debt was \$495 million at October 31, 2021, consisting of 7.625% senior secured notes maturing in 2025. The Company redeemed \$55 million, or 10%, of its senior secured notes during the third quarter utilizing a redemption option in the Company's October 2020 indenture agreement, resulting in annualized interest savings of approximately \$4.2 million and \$1.7 million in expense to redeem the notes. Subsequent to the end of the third quarter, the Company redeemed an additional \$55 million at 103% of principal, resulting in an incremental annualized interest savings of approximately \$4.2 million and \$1.7 million in expense.

Share Repurchase Authorization

The Company announced today that its Board of Directors has approved a share repurchase program authorizing the Company to repurchase up to \$100,000,000 of its common stock through the end of fiscal 2022. The program may be suspended or discontinued at any time.

Fourth Quarter Business Update and Outlook

The Company's business recovery has strengthened through the first five weeks of the fourth quarter, during which comparable store sales increased 3.5% compared with the same period in 2019. Walk-in comparable store sales increased 14% while Special Event comparable store sales declined 59% for the five-week period compared with 2019. The Company notes that fourth quarter revenue will be negatively impacted by both a lagging Special Events business relative to 2019, which typically carries a much higher penetration in the fourth quarter due to holiday parties, and from a calendar shift in its key holiday periods that will negatively impact revenue by approximately \$9.5 million as both the Christmas and New Year's holidays fall on a Friday/Saturday compared with Tuesday/Wednesday in 2019.

Based on current trends, the Company currently expects the following:

- Fourth quarter comparable store sales to be slightly positive compared with the fourth quarter of 2019. Walk-in comparable store sales are expected to remain strong, while Special Events comparable store sales will be a temporary headwind and will have a larger impact on total comparable store sales due to higher historical weightings in the fourth quarter.
- · Fourth quarter Adjusted EBITDA margin to increase by approximately 200 bps compared with the fourth quarter of 2019.
- · A total of four new store openings during fiscal year 2021 and the relocation of one existing location.
- Fiscal 2021 capital additions (net of tenant allowances) of approximately \$100 million, with approximately 43% dedicated to new stores and improvements to existing stores, 14% for games, and 43% for infrastructure upgrades and replacements.

Quarterly Report on Form 10-Q Available

The Company's Quarterly Report on Form 10-Q, which will be available at www.sec.gov and at the Company's investor relations website, contains a thorough review of its financial results for the 13 and 39 weeks ended October 31, 2021.

Investor Conference Call and Webcast

Management will hold a conference call to report these results the same day at 4:00 p.m. Central Time (5:00 p.m. Eastern Time). The conference call can be accessed over the phone by dialing (720) 543-0206 or toll-free (800) 458-4121. A replay will be available after the call for one year beginning at 7:00 p.m. Central Time (8:00 p.m. Eastern Time) and can be accessed by dialing (412) 317-6671 or toll-free (844) 512-2921; the passcode is 8107981.

Additionally, a live and archived webcast of the conference call will be available under the Investor Relations section at www.daveandbusters.com.

About Dave & Buster's Entertainment, Inc.

Founded in 1982 and headquartered in Dallas, Texas, Dave & Buster's Entertainment, Inc., is the owner and operator of 143 venues in North America that combine entertainment and dining and offer customers the opportunity to "Eat Drink Play and Watch," all in one location. Dave & Buster's offers a full menu of entrées and appetizers, a complete selection of alcoholic and non-alcoholic beverages, and an extensive assortment of entertainment attractions centered around playing games and watching live sports and other televised events. Dave & Buster's currently has stores in 40 states, Puerto Rico, and Canada.

Forward-Looking Statements

The Company cautions that this release contains forward-looking statements, including, without limitation, statements relating to the impact on our business and operations of the global spread of the novel coronavirus outbreak. These forward-looking statements involve risks and uncertainties and, consequently, could be affected by the uncertain and unprecedented impact of the coronavirus on our business and operations and the related impact on our liquidity needs; our ability to continue as a going concern; our ability to obtain waivers, and thereafter continue to satisfy covenant requirements, under our revolving credit facility; our ability to access other funding sources; the duration of government-mandated and voluntary shutdowns and restrictions; the speed with which our stores safely can be reopened and the level of customer demand following reopening; the economic impact of the coronavirus and related disruptions on the communities we serve; our overall level of indebtedness; general business and economic conditions, including as a result of the coronavirus; the impact of competition; the seasonality of the Company's business; adverse weather conditions; future commodity prices; guest and employee complaints and litigation; fuel and utility costs; labor costs and availability; changes in consumer and corporate spending, including as a result of the coronavirus; changes in demographic trends; changes in governmental regulations; unfavorable publicity, our ability to open new stores, and acts of God. Accordingly, actual results may differ materially from the forward-looking statements, and the Company therefore cautions you against relying on such forward-looking statements. Dave & Buster's intends these forward-looking statements to speak only as of the time of this release and does not undertake to update or revise them as more appropriate information becomes available, except as required by law.

*Non-GAAP Measures

To supplement its consolidated financial statements, which are prepared and presented in accordance with GAAP, the Company uses the following non-GAAP financial measures: EBITDA, EBITDA margin, Adjusted EBITDA, Adjusted EBITDA margin, Store operating income before depreciation and amortization, and store operating income before depreciation and amortization margin (collectively the "non-GAAP financial measures"). The presentation of this financial information is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. The Company uses these non-GAAP financial measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. The Company believes that they provide useful information about operating results, enhance the overall understanding of our operating performance and future prospects, and allow for greater transparency with respect to key metrics used by management in its financial and operational decision making. The non-GAAP measures used by the Company in this press release may be different from the measures used by other companies.

-- Financial Tables Follow -

DAVE & BUSTER'S ENTERTAINMENT, INC. Condensed Consolidated Balance Sheets (in thousands)

	 ber 31, 2021 naudited)	January 31, 2021 (audited)		
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 27,005	\$	11,891	
Other current assets	119,379		106,980	
Total current assets	146,384		118,871	
Property and equipment, net	779,518		815,027	
Operating lease right of use assets	1,038,269		1,037,569	
Intangible and other assets, net	386,545		381,357	
Total assets	\$ 2,350,716	\$	2,352,824	
LIABILITIES AND STOCKHOLDERS' EQUITY				
Total current liabilities	\$ 290,678	\$	271,636	
Operating lease liabilities	1,270,929		1,267,791	
Other long-term liabilities	57,873		63,777	
Long-term debt, net	484,677		596,388	
Stockholders' equity	246,559		153,232	
Total liabilities and stockholders' equity	\$ 2,350,716	\$	2,352,824	
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DAVE & BUSTER'S ENTERTAINMENT, INC. Consolidated Statements of Operations (Unaudited) (in thousands, except share and per share amounts)

		13 Weeks 1	Ended		13 Weeks En	ded		13 Weeks E	nded
		October 31			November 1,			November 3	
Food and beverage revenues	\$	107,747	33.9%	\$	38,346	35.2%	\$	124,637	41.6%
Amusement and other revenues		210,229	66.1%		70,706	64.8%		174,715	58.4%
Total revenues		317,976	100.0%		109,052	100.0%		299,352	100.0%
Cost of food and beverage (as a percentage of food									
and beverage revenues)		30,082	27.9%		10,664	27.8%		33,384	26.8%
Cost of amusement and other (as a percentage of									
amusement and other revenues)		22,531	10.7%		7,244	10.2%		18,796	10.8%
Total cost of products		52,613	16.5%		17,908	16.4%		52,180	17.4%
Operating payroll and benefits		78,995	24.8%		27,704	25.4%		76,165	25.4%
Other store operating expenses		103,322	32.5%		70,783	64.9%		110,713	37.1%
General and administrative expenses		22,104	7.0%		11,746	10.8%		16,210	5.4%
Depreciation and amortization expense		34,381	10.8%		34,384	31.5%		33,340	11.1%
Pre-opening costs		2,092	0.7%		2,570	2.4%		4,245	1.4%
Total operating costs		293,507	92.3%		165,095	151.4%		292,853	97.8%
Operating income (loss)		24,469	7.7%		(56,043)	-51.4%		6,499	2.2%
Interest expense, net		13,423	4.2%		8,213	7.6%		6,110	2.1%
Loss on debt extinguishment / refinancing		2,829	0.9%		904	0.8%		<u> </u>	0.0%
Income (loss) before provision (benefit) for									
income taxes		8,217	2.6%		(65,160)	-59.8%		389	0.1%
Provision (benefit) for income taxes		(2,368)	-0.7%		(17,117)	-15.7%		(93)	-0.1%
Net income (loss)	\$	10,585	3.3%	\$	(48,043)	-44.1 [%]	\$	482	0.2%
Net income (loss) per share:									
Basic	\$	0.22		\$	(1.01)		\$	0.02	
Diluted	\$	0.21		\$	(1.01)		\$	0.02	
Weighted average shares used in per share				_	()		_		
calculations:									
Basic shares	4	18,277,358			47,613,741		3	0,980,878	
Diluted shares		19,283,503			47,613,741			1,515,454	
Other information:									
Company-owned stores at end of period		143			137			134	
Store operating weeks in the period		1,854			1,221			1,722	
Total revenue per store operating weeks in the									
period	\$	172		\$	89		\$	174	
			5						

The following table sets forth a reconciliation of net income to EBITDA and Adjusted EBITDA for the periods shown:

	13 Weeks Ei	nded 13	Weeks Ended	13 Weeks Ende	ed
	October 31,	2021 No	vember 1, 2020	November 3, 20	19
Net income (loss)	\$ 10,585	3.3% \$ (48	3,043) -44.1%	\$ 482	0.2%
Add back: Interest expense, net	13,423	8	3,213	6,110	
Loss on debt extinguishment / refinancing	2,829		904	-	
Provision (benefit) for income taxes	(2,368)	(17	7,117)	(93)	
Depreciation and amortization expense	34,381	34	1,384	33,340	
EBITDA	58,850	18.5% (21	,659) -19.9%	39,839	13.3%
Add back: Loss on asset disposal	377		124	458	
Impairment of long-lived assets and lease					
termination costs	-		-	-	
Share-based compensation	3,778	2	2,999	1,747	
Pre-opening costs	2,092	2	2,570	4,245	
Severance and other costs	3,112		(5)	1	
Adjusted EBITDA	\$ 68,209	21.5% \$ (15	5,971) -14.6%	\$ 46,290	15.5%

The following table sets forth a reconciliation of operating income to store operating income before depreciation and amortization for the periods shown:

	13 Weeks Ended		13 Weeks En	ded	13 Weeks En	ded
	 October 31, 2021		November 1,	2020	November 3,	2019
Operating income (loss)	\$ 24,469	7.7% \$	(56,043)	-51.4% \$	6,499	2.2%
Add back: General and administrative						
expenses	22,104		11,746		16,210	
Depreciation and amortization expense	34,381		34,384		33,340	
Pre-opening costs	2,092		2,570		4,245	
Store operating income (loss) before				_		
depreciation and amortization	\$ 83,046	26.1% \$	(7,343)	-6.7% \$	60,294	20.1%

DAVE & BUSTER'S ENTERTAINMENT, INC. Consolidated Statements of Operations (Unaudited) (in thousands, except share and per share amounts)

		39 Weeks	Ended	39 Weeks E	nded	39 Weeks	s Ended
		October 3	1, 2021	 November 1	, 2020	Novembe	r 3, 2019
Food and beverage revenues	\$	316,511	32.9%	\$ 119,268	37.3%	\$ 410,779	40.8%
Amusement and other revenues		644,443	67.1%	200,423	62.7%	596,754	59.2%
Total revenues		960,954	100.0%	319,691	100.0%	1,007,533	100.0%
Cost of food and beverage (as a percentage of food							
and beverage revenues)		86,366	27.3%	32,667	27.4%	109,072	26.6%
Cost of amusement and other (as a percentage of							
amusement and other revenues)		63,729	9.9%	21,997	11.0%	64,456	10.8%
Total cost of products		150,095	15.6%	 54,664	17.1%	173,528	17.2%
Operating payroll and benefits		209,897	21.8%	85,197	26.6%	239,965	23.8%
Other store operating expenses		292,883	30.5%	229,137	71.8%	321,334	31.9%
General and administrative expenses		57,665	6.0%	35,587	11.1%	49,047	4.9%
Depreciation and amortization expense		104,355	10.9%	104,896	32.8%	97,226	9.6%
Pre-opening costs		5,427	0.6%	8,781	2.7%	15,970	1.6%
Total operating costs		820,322	85.4%	518,262	162.1%	897,070	89.0%
Operating income (loss)		140,632	14.6%	(198,571)	-62.1%	110,463	11.0%
Interest expense, net		41,971	4.3%	22,491	7.0%	14,771	1.5%
Loss on debt extinguishment / refinancing		2,829	0.3%	 904	0.3%	 	0.0%
Income (loss) before provision (benefit) for							
income taxes		95,832	10.0%	(221,966)	-69.4%	95,692	9.5%
Provision (benefit) for income taxes		12,842	1.4%	(71,777)	-22.4%	20,411	2.0%
Net income (loss)	\$	82,990	8.6%	\$ (150,189)	-47.0%	\$ 75,281	7.5%
Net income (loss) per share:							
Basic	\$	1.73		\$ (3.56)		\$ 2.19	
Diluted	\$	1.68		\$ (3.56)		\$ 2.15	
Weighted average shares used in per share calculations:							
Basic shares	4	18,050,558		42,185,163		34,405,503	
Diluted shares		19,257,269		42,185,163		35,042,311	
Other information:							
Company-owned stores at end of period		143		137		134	
Store operating weeks in the period		5,304		2,682		5,012	
Total revenue per store operating weeks in the							
period	\$	181		\$ 119		\$ 201	
			7				

The following table sets forth a reconciliation of net income to EBITDA and Adjusted EBITDA for the periods shown:

	39 Weeks Ended			39 Weeks I	Ended	39 Weeks Ended		
		October 31, 2021		 November 1	1, 2020		November 3,	2019
Net income (loss)	\$	82,990	8.6%	\$ (150,189)	-47.0%	\$	75,281	7.5%
Add back: Interest expense, net		41,971		22,491			14,771	
Loss on debt extinguishment / refinancing		2,829		904			-	
Provision (benefit) for income taxes		12,842		(71,777)			20,411	
Depreciation and amortization expense		104,355		104,896			97,226	
EBITDA		244,987	25.5%	(93,675)	-29.3%		207,689	20.6%
Add back: Loss on asset disposal		634		541			1,284	
Impairment of long-lived assets and lease								
termination costs		-		13,727			-	
Share-based compensation		9,936		5,344			5,479	
Pre-opening costs		5,427		8,781			15,970	
Other costs		3,082		54			34	
Adjusted EBITDA	\$	264,066	27.5%	\$ (65,228)	-20.4%	\$	230,456	22.9%

The following table sets forth a reconciliation of operating income to store operating income before depreciation and amortization for the periods shown:

	39 Weeks Ended		39 Weeks E	nded	39 Weeks End	ed
	 October 31, 2021		November 1,	, 2020	November 3, 2	019
Operating income (loss)	\$ 140,632	14.6%	\$ (198,571)	-62.1%	\$ 110,463	11.0%
Add back: General and administrative						
expenses	57,665		35,587		49,047	
Depreciation and amortization expense	104,355		104,896		97,226	
Pre-opening costs	5,427		8,781		15,970	
Store operating income (loss) before	 	-				
depreciation and amortization	\$ 308,079	32.1%	\$ (49,307)	-15.4%	\$ 272,706	27.1%

For Investor Relations Inquiries:

Scott Bowman, CFO Dave & Buster's Entertainment, Inc. 972.813.1151 scott.bowman@daveandbusters.com