

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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

D&B ACQUISITION SUB, INC.	INVESTCORP S.A.
D&B HOLDINGS I, INC.	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.  
Sean P. Griffiths, Esq.  
Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, NY 10166  
(212) 351-4000

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 Filing Party: Dave & Buster's, Inc.  
Form or Registration No.: Schedule 14-A Date Filed: July 29, 2002

This Amendment No. 3 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, and by Amendment No. 2 to Schedule 13E-3 filed with the SEC on October 2, 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.

The information in the preliminary proxy statement filed with the SEC by D&B on July 29, 2002, as amended on September 11 and October 2, 2002, including all appendices thereto (the "Proxy Statement"), is expressly incorporated herein by reference in response to all items of this Schedule 13E-3. The Proxy Statement was filed in preliminary form, 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 11. ADDITIONAL INFORMATION.

Item 11 is hereby supplemented by including the following:

On October 24, 2002, D&B, D&B Holdings and D&B Acquisition mutually agreed to terminate the Merger Agreement, and D&B issued a press release to announce the termination. No definitive proxy materials were filed with the SEC, nor was any shareholder action solicited with respect to the Merger Agreement.

#### ITEM 16. Exhibits.

(a)(3) Press release issued by D&B on October 25, 2002.

(d)(9) Letter Agreement, dated as of October 28, 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: October 29, 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

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Name: Simon Moore  
Title: President

INVESTCORP S.A.

By: /s/ Gary Long

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Name: Gary Long  
Title: Authorized Executive

DAVE & BUSTER'S, INC.

By: /s/ David O. Corriveau

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Name: David O. Corriveau  
Title: President

/s/ David O. Corriveau

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David O. Corriveau

/s/ James W. Corley

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James W. Corley

/s/ Walter S. Henrion

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Walter S. Henrion

/s/ William C. Hammett, Jr.

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William C. Hammett, Jr.

Exhibit Index

Exhibit Number	Description
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(a) (3)	Press release issued by D&B on October 25, 2002.
(d) (9)	Letter Agreement, dated as of October 28, 2002.



DAVE & BUSTER'S MERGER AGREEMENT TERMINATED DUE TO DIFFICULT FINANCIAL  
MARKETS

Friday October 25, 12:54 am ET

DALLAS--(BUSINESS WIRE)--Oct. 24, 2002--Dave & Buster's, Inc. (NYSE: DAB - News) today announced that Investcorp and its affiliates requested, and the Special Committee of Dave & Buster's Board of Directors subsequently agreed, to terminate the pending merger due to continuing adverse conditions in the debt financing market. By the terms of the merger agreement, the consummation of the merger was subject to specific financing conditions. The Company is not obligated to pay a "break-up" fee as a result of terminating the agreement.

The Company stated that the Special Committee of the Board, which has been responsible for evaluating strategic business and acquisition proposals, remains in place.

About Dave & Buster's, Inc.

Founded in 1982 and headquartered in Dallas, Texas, Dave & Buster's operates 32 large format, high-volume restaurant/entertainment complexes throughout the United States. The Company additionally has international licensing agreements for the Dave & Buster's concept for the Pacific Rim, Canada, the Middle East, Mexico and Korea. The Company had total revenues of \$358.0 million for the fiscal year ended February 3, 2002.

Contact:

Dave & Buster's, Inc., Dallas  
Investor Relations, 214/904-2288

D&B HOLDINGS I, INC.  
D&B ACQUISITION SUB, INC.  
c/o Gibson, Dunn & Crutcher LLP  
200 Park Avenue  
New York, New York 10166

October 28, 2002

Dave & Buster's, Inc.  
2481 Manana Drive  
Dallas, Texas 75220  
Attention: Dave Corriveau

Dear Sir or Madam:

Reference is made to that certain Agreement and Plan of Merger (the "Agreement"), dated as of May 30, 2002, between D&B Holdings I, Inc., a Delaware corporation ("Parent"), D&B Acquisition Sub, Inc., a Missouri corporation ("Purchaser"), and Dave & Buster's Inc., a Missouri corporation (the "Company"), as such Agreement shall have been amended from time to time.

Pursuant to Section 8.1(a) of the Agreement, Parent, Purchaser and the Company hereby terminate the Agreement effective as of October 24, 2002.

Please countersign this letter in the space provided below to indicate your approval of the foregoing. This letter agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

Very truly yours,

D&B HOLDINGS I, INC.  
D&B ACQUISITION SUB, INC.

By: /s/Simon Moore

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Name: Simon Moore  
Title: President

Accepted and agreed:

DAVE & BUSTER'S, INC.

By: /s/ David O. Corriveau

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Name: David O. Corriveau  
Title: President