

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DAVE & BUSTER'S ENTERTAINMENT, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

35-2382255
(IRS Employer Identification Number)

1221 S. Belt Line Rd., Suite 500
Coppell, Texas 75019
(Address of principal executive offices)

Dave & Buster's Entertainment, Inc.
Inducement Plan
(Full title of the plan)

Rodolfo Rodriguez, Jr.
SVP, Chief Legal Officer and Corporate Secretary
Dave & Buster's Entertainment, Inc.
1221 S. Belt Line Rd., Suite 500
Coppell, Texas 75019
214-500-0104
(Name, address, telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Dave & Buster’s Entertainment, Inc., a Delaware corporation (the “Registrant” or the “Company”), relating to 2,000,000 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issuable under the Dave & Buster’s Entertainment, Inc. Inducement Plan (the “Plan”).

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.

The documents containing the information specified in Part I will be sent or given to participants in the Plan as specified by Rule 428(b). These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended (the “Securities Act”).

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “Commission”):

- the Company’s [Annual Report on Form 10-K for the year ended February 4, 2025, filed with the Commission on April 7, 2025](#);
- the Company’s [Quarterly Report on Form 10-Q for the quarterly period ended May 6, 2025, filed with the Commission on June 10, 2025](#);
- the Company’s Current Report on Form 8-K filed with the Commission on [May 2, 2025](#), [June 13, 2025](#), [June 20, 2025](#) and [July 15, 2025](#);
- and the description of common stock set forth in the Company’s registration statement filed with the Commission on [Form 8-A pursuant to Section 12 of the Securities Exchange Act of 1934, as amended \(the “Exchange Act”\) on October 6, 2014](#), and any amendment or report filed for the purpose of updating that description, including Exhibit 4.3 to the Registrant’s [Quarterly Report on Form 10-Q, filed with the Commission on June 10, 2021](#).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement (other than information in such filings deemed, under Commission rules or otherwise, not to have been filed with the Commission) and, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (“DGCL”) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the corporation. Section 145 of the DGCL also provides that expenses (including attorneys’ fees) incurred by a director or officer in defending an action may be paid by a corporation in advance of the final disposition of an action if the director or officer undertakes to repay the advanced amounts if it is determined such person is not entitled to be indemnified by the corporation. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. The Company’s Fourth Amended and Restated Certificate of Incorporation (the “Charter”) and Fifth Amended and Restated Bylaws (the “Bylaws”) provide that, to the fullest extent permitted by law, the Company shall indemnify and hold harmless any person who was or is made or is threatened to be made a party or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person, or the person for whom he is the legally representative, is or was a director or officer of the Company, against all liabilities, losses, expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding. In addition to this provision in the Bylaws, the Company has entered into indemnification agreements with each of its directors and officers that provide the same indemnification by the Company as described above.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director’s or officer’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (relating to unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions), (iv) for any transaction from which the director or officer derived an improper personal benefit, or (v) with respect to officers, in any action by or in the right of the corporation. The Charter provides for such limitation of liability for the benefit of the Company’s directors.

The Company maintains standard policies of insurance under which coverage is provided (a) to the Company’s directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Company with respect to payments which may be made by the Company to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on June 12, 2017 (No. 001-35664))</u>
4.2	<u>Fifth Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended February 4, 2025, filed with the Commission on April 7, 2025 (No. 001-35664))</u>
5.1*	<u>Opinion of Sidley Austin LLP</u>
10.1*	<u>Dave and Buster's Entertainment, Inc. Inducement Plan</u>
23.1*	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm</u>
23.2*	<u>Consent of Sidley Austin LLP (included in the opinion as Exhibit 5.1 hereto)</u>
24.1*	<u>Power of Attorney (included on signature page)</u>
107.1*	<u>Calculation of Filing Fee Table</u>

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;
 - i. to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - ii. to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - iii. to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;
 - a. provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.
2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Calculation of Filing Fee Table

FORM S-8
(Form Type)

Dave & Buster's Entertainment, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value \$0.01 per share	Other	2,000,000	\$32.13	\$64,260,000.00	0.00015310	\$9,838.21
Total Offering Amounts						\$64,260,000.00		\$9,838.21
Total Fee Offsets								\$-
Net Fee Due								\$9,838.21

Offering Notes

1

- (a) Dave & Buster's Entertainment, Inc., a Delaware corporation (the "Registrant"), is registering 2,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), that may be issued under the Dave & Buster's Entertainment, Inc. Inducement Plan (the "Plan"). Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of securities as may become issuable pursuant to the provisions of the Plan relating to adjustments for changes resulting from a stock dividend, stock split or similar change.
- (b) The offering price per unit and in the aggregate are estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The price of \$32.13 per share represents the average high and low sales prices of the Common Stock as quoted on the NASDAQ Global Select Market on July 9, 2025.
- (c) The number of shares of Common Stock listed in row 1 represents the shares that may be issued under the Plan.

SIDLEYSIDLEY AUSTIN LLP
ONE SOUTH DEARBORN STREET
CHICAGO, IL 60603
+1 312 853 7000
+1 312 853 7036 FAX

July 15, 2025

Dave & Buster's Entertainment, Inc.
1221 S. Belt Line Rd., Suite 500
Coppell, Texas 75019Re: 2,000,000 shares of Common Stock, \$0.01 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Dave & Buster's Entertainment, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 2,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), of the Company which may be issued under the Dave & Buster's Entertainment, Inc. Inducement Plan (the "Plan," and the aggregate shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Fourth Amended and Restated Certificate of Incorporation, the Company's Fifth Amended and Restated Bylaws, the Plan and the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) a certificate representing such Registered Share shall have been duly executed,

Dave & Buster's Entertainment, Inc.

July 15, 2025

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countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

[s]
Sidley Austin LLP

Dave & Buster's Entertainment, Inc.**Inducement Plan****1. PURPOSE OF PLAN**

The purpose of this Dave & Buster's Entertainment, Inc. Inducement Plan (this "**Plan**") of Dave & Buster's Entertainment, Inc., a Delaware corporation (the "**Company**"), is to advance the interests of the Company by providing a material inducement for the best available individuals to join the Company and its Subsidiaries as employees by affording such individuals an opportunity to acquire a proprietary interest in the Company.

2. DEFINED TERMS

2.1. "**2025 Plan**" means the Dave & Buster's Entertainment, Inc. 2025 Omnibus Incentive Plan, as may be amended from time to time.

2.2. "**Company**" has the meaning set forth in Section 1 above.

2.3 "**Effective Date**" has the meaning set forth in Section 5 below.

2.4 "**Eligible Persons**" means such individuals who are expected to become officers and other employees of the Company and its Subsidiaries as the Committee in its sole discretion may select from time to time and who are eligible to receive an award under this Plan pursuant to the Inducement Rules.

2.5 "**Inducement Rules**" has the meaning set forth in Section 3 below.

2.6 "**Plan**" has the meaning set forth in Section 1 above.

2.7 Defined terms not defined herein shall have the meaning set forth in the 2025 Plan.

3. ELIGIBILITY

This Plan shall be reserved solely for awards to Eligible Persons whom the Company may issue Shares of common stock of the Company, par value \$0.01 per share, without stockholder approval pursuant to Rule 5635(c)(4) of the NASDAQ Listing Rules, or any successor rule relating to inducement awards (the "**Inducement Rules**").

4. SHARE LIMITS; GRANT OF AWARDS

The maximum number of Shares that may be delivered pursuant to awards granted to Eligible Persons under this Plan is Two Million (2,000,000) Shares, which limit is subject to adjustment as contemplated by Section 5.1(b) of the 2025 Plan.

5. **EFFECTIVE DATE**

This Plan is effective as of July 14, 2025, the date of its approval by the Board (the “*Effective Date*”). Unless earlier terminated by the Board, this Plan shall terminate at the close of business on the day before the tenth anniversary of the Effective Date. After the termination of this Plan either upon such stated expiration date or its earlier termination by the Board, no additional awards may be granted under this Plan, but previously granted awards (and the authority of the Committee with respect thereto, including the authority to amend such awards to the extent permitted by the Inducement Rules) shall remain outstanding in accordance with their applicable terms and conditions and the terms and conditions of this Plan.

6. **OTHER TERMS**

Except as expressly set forth herein, the terms of this Plan shall be identical to the terms of the 2025 Plan, and such terms from the 2025 Plan are incorporated by reference into this Plan (with such non-substantive changes as are necessary to reflect their usage in this Plan instead of the 2025 Plan); provided, however, that no Incentive Stock Options shall be awarded under this Plan. In the event of any conflict between the provisions in this Plan and those of the 2025 Plan, the provisions of this Plan shall govern.

* * *



Exhibit 23.1

KPMG LLP
Suite 1400
2323 Ross Avenue
Dallas, TX 75201-2721

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated April 7, 2025, with respect to the consolidated financial statements of Dave & Buster's Entertainment, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Dallas, Texas
July 15, 2025