

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): September 30, 2002

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

MISSOURI
(State of
incorporation)

0000943823
(Commission File
Number)

43-1532756
(IRS Employer
Identification Number)

2481 MANANA DRIVE
DALLAS TX 75220
(Address of principal executive offices)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: 214 357-9588

ITEM 5. OTHER EVENTS.

Dave & Buster's, Inc. (the "Company") previously announced that the Company, D&B Holdings I, Inc. ("Holdings") and D&B Acquisition, Sub, Inc., a wholly-owned subsidiary of Holdings ("Acquisition") entered into a definitive merger agreement dated as of May 30, 2002, providing for the merger of the Company and Acquisition whereby the Company will become a wholly-owned subsidiary of Holdings. Holdings has been formed by a group consisting of the founders and certain members of senior executive management of the Company together with Investcorp, a global investment group and international investors organized by Investcorp. Pursuant to the merger agreement, as amended, each of the outstanding shares of common stock of the Company will, by virtue of the merger, be converted into the right to receive \$13.50 in cash. Consummation of the merger is conditioned upon the approval of the Company's stockholders, certain regulatory approvals, and other customary conditions.

On September 30, 2002, the Company, Holdings and Acquisition entered into a second amendment to the merger agreement which extended the termination deadline from October 31, 2002 to November 27, 2002.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits. The following are filed as Exhibits to this Report.

- 2.1 Second Amendment to Agreement and Plan of Merger by and among Dave & Buster's Inc., D&B Holdings I, Inc. and D&B Acquisition, Sub, Inc., dated as of September 30, 2002.
- 99.1 Dave & Buster's, Inc. Press Release dated September 30, 2002, announcing the second amendment to the merger agreement.

ITEM 9. REGULATION FD DISCLOSURE.

On September 30, 2002, Dave & Buster's Inc. issued a news release announcing that it had entered into a second amendment to the definitive merger agreement whereby a group led by its founders and certain executive management together with Investcorp, a global investment group and international investors organized by Investcorp will acquire the company. The press release is attached as Exhibit 99.1 to this Report.

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, INC.

Date: October 1, 2002

By: /s/ W.C. Hammett, Jr.

W.C. Hammett, Jr.,
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NO.
DESCRIPTION

--- 2.1
Second
Amendment
to
Agreement
and Plan of
Merger by
and among
Dave &
Buster's
Inc., D&B
Holdings I,
Inc. and
D&B

Acquisition,
Sub, Inc.,
dated as of
September
30, 2002.

99.1 Dave &
Buster's,
Inc. Press
Release
dated
September
30, 2002,
announcing
the second
amendment
to the
merger
agreement.

SECOND AMENDMENT
TO THE
AGREEMENT AND PLAN OF MERGER
BY AND AMONG
D&B HOLDINGS I, INC.,
D&B ACQUISITION SUB, INC.
AND
DAVE & BUSTER'S, INC.

This SECOND AMENDMENT TO THE AGREEMENT AND PLAN OF MERGER (this "Amendment"), dated as of September 30, 2002, is entered into by and among D&B Holdings I, Inc., a Delaware corporation ("Parent"), D&B Acquisition Sub, Inc., a Missouri corporation and wholly-owned subsidiary of Parent ("Purchaser") and Dave & Buster's, Inc., a Missouri corporation (the "Company").

A. Parent, Purchaser and the Company entered into an Agreement and Plan of Merger, dated as of May 30, 2002, and an amendment thereto dated July 12, 2002 (the "Agreement"), providing for the merger of Purchaser with and into the Company.

B. In accordance with Section 9.10 of the Agreement, Parent, Purchaser and the Company desire to enter into this Amendment to amend the terms of the Agreement as provided herein.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual covenants contained herein, Parent, Purchaser and the Company agree as follows:

1. Section 8.1(b)(i) is hereby amended to delete the reference to October 31, 2002, and insert in its place November 27, 2002.

2. Except as specifically modified by this Amendment, all terms and conditions of the Agreement shall remain in full force and effect without modification.

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date and year first written above.

D&B HOLDINGS I, INC.

DAVE & BUSTER'S, INC.

By: /s/ Simon Moore

Name: Simon Moore
Title: President

By: /s/ W. C. Hammett, Jr.

Name: W. C. Hammett, Jr.
Title: Vice President, Chief
Financial Officer

D&B ACQUISITION SUB, INC.

By: /s/ Simon Moore

Name: Simon Moore
Title: President

[DAVE AND BUSTERS LOGO]

NEWS RELEASE

FOR IMMEDIATE RELEASE
FOR MORE INFORMATION CONTACT:
INVESTOR RELATIONS 214.904.2288

DAVE & BUSTER'S, INC. ANNOUNCES EXTENSION OF MERGER DEADLINE

DALLAS (September 30, 2002) -- Dave & Buster's, Inc. (NYSE:DAB) announced today that the Company and D&B Acquisition Sub, Inc., a group led by Dave & Buster's Inc. founders and certain members of its senior executive management, together with Investcorp, a global investment group, and international investors organized by Investcorp, have amended the previously announced merger agreement to extend the termination deadline from October 31, 2002 to November 27, 2002. All other terms and conditions of the merger remain unchanged.

The Company stated that the date was extended to allow additional time to complete and mail proxy materials and to allow appropriate time for its shareholders to review the information before voting on the merger. The Company is currently working to finalize the proxy materials. Once the Company has received clearance to mail the proxy materials, Dave & Buster's will set the date for the special shareholders meeting and issue an associated news release.

Founded in 1982, Dave & Buster's is one of the country's leading upscale, restaurant/ entertainment concepts with 32 locations throughout the United States. Additionally, Dave & Buster's has international license agreements for the Pacific Rim, Canada, the Middle East, Mexico and Korea.

This release contains forward-looking statements that involve assumptions regarding Company operations and future prospects. Although the Company believes its expectations are based on reasonable assumptions, such statements are subject to risk and uncertainty that could cause the actual results to differ from those stated or implied in this and other Company communications.

###