SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

X ---- QUARTERLY REPORT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT FOR THE QUARTER ENDED AUGUST 1, 1999.

---- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934 FOR THE TRANSACTION PERIOD FROM _______ TO _______.

COMMISSION FILE NUMBER: 0-25858

DAVE & BUSTER'S, INC.
(Exact Name of Registrant as Specified in Its Charter)

MISSOURI	43-1532756
(State of Incorporation)	(I.R.S. Employer Identification No.)
2481 MANANA DRIVE DALLAS, TEXAS	75220
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code:
(214) 357-9588

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

The number of shares of the Registrant's common stock, $.01 par value, outstanding as of September 9, 1999 was 13,128,375 shares.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

DAVE & BUSTER'S, INC.
CONSOLIDATED STATEMENTS OF INCOME
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	13 Weeks Ended		26 Weeks Ended	
	August 1,	August 2,	August 1,	August 2,

	1999	1998	1999	1998
Food and beverage revenues	$ 27,444	$ 19,439	$ 56,145	$ 38,631
Amusement and other revenues	30,173	21,252	61,172	40,977
Total revenues	57,617	40,691	117,317	79,608
Cost of revenues	10,657	7,965	21,695	15,595
Operating payroll and benefits	17,902	11,756	35,669	22,649
Other restaurant operating expenses	15,569	10,303	30,624	20,549
General and administrative expenses	3,654	2,500	7,095	4,907
Depreciation and amortization expense	4,705	2,795	8,863	5,243
Preopening costs	1,461	992	3,157	1,967
Total costs and expenses	53,948	36,311	107,103	70,910
Operating income	3,669	4,380	10,214	8,698
Interest (income) expense, net	545	(121)	1,038	(412)
Income before provision for income taxes and cumulative effect of a change in an accounting principle	3,124	4,501	9,176	9,110
Provision for income taxes	1,134	1,700	3,373	3,443
Income before cumulative effect of a change in an accounting principle	1,990	2,801	5,803	5,667
Cumulative effect of a change in an accounting principle, net of income tax benefit of $2,928	--	--	4,687	--
Net income	$ 1,990	$ 2,801	$ 1,116	$ 5,667
Net income per share - basic				
Before cumulative effect of a change in an accounting principle	$ 0.15	$ 0.21	$ 0.44	$ 0.43
Cumulative effect of a change in an accounting principle	--	--	(0.35)	--
	$ 0.15	$ 0.21	$ 0.09	$ 0.43
Net income per share - dilutive				
Before cumulative effect of a change in an accounting principle	$ 0.15	$ 0.21	$ 0.43	$ 0.43
Cumulative effect of a change in an accounting principle	--	--	(0.35)	--
	$ 0.15	$ 0.21	$ 0.08	$ 0.43
Weighted average shares outstanding:				
Basic	13,111	13,052	13,091	13,041
Diluted	13,461	13,272	13,369	13,157

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

ASSETS

	August 1, 1999 (unaudited)	January 31, 1999
Current assets:		
Cash and cash equivalents	$ 3,911	$ 4,509
Inventories	13,286	10,811
Prepaid expenses	1,998	1,743
Preopening costs	--	7,369
Other current assets	3,150	5,286
Total current assets	22,345	29,718
Property and equipment, net	206,326	177,910
Goodwill, net of accumulated amortization of $1,692 and $1,502	8,016	8,206
Other assets	979	758
Total assets	$ 237,666	$ 216,592

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable	$ 7,475	$ 13,695
Accrued liabilities	3,551	3,785

Deferred income taxes	4,226	4,018
Total current liabilities	15,252	21,498
Deferred income taxes	2,768	5,638
Other liabilities	1,995	1,454
Long-term debt	70,000	42,500
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, 10,000,000 authorized; none issued	0	0
Common stock, $0.01 par value, 50,000,000 authorized; 13,128,375 and 13,069,050 shares issued and outstanding as of August 1, 1999 and January 31, 1999, respectively	131	131
Paid in capital	115,654	114,621
Retained earnings	31,866	30,750
Total stockholders' equity	147,651	145,502
	$ 237,666	$ 216,592

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(IN THOUSANDS)
(UNAUDITED)

	Common Stock				
	Shares	Amount	Paid in Capital	Retained Earnings	Total
Balance, January 31, 1999	13,069	$ 131	$114,621	$ 30,750	$145,502
Stock options exercised	59	0	757	0	757
Tax benefit related to options exercised	0	0	276	0	276
Net income	0	0	0	1,116	1,116
Balance, August 1, 1999	13,128	$ 131	$115,654	$ 31,866	$147,651

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	26 Weeks Ended	
	August 1, 1999	August 2, 1998

Cash flows from operating activities		
Net income	$ 1,116	$ 5,667
Adjustments to reconcile net income to net cash provided by operating activities		
Cumulative effect of change in an accounting principle	4,687	--
Depreciation and amortization	8,863	7,210
Provision for deferred income taxes	266	(1,834)
Changes in assets and liabilities		
Inventories	(2,475)	(1,456)
Prepaid expenses	(255)	(439)
Preopening costs	0	(3,967)
Other assets	1,942	(255)
Accounts payable	(6,220)	3,606
Accrued liabilities	(234)	1,719
Income taxes payable	0	2,233
Other liabilities	541	212
Net cash provided by operating activities	8,231	12,696
Cash flows from investing activities		
Capital expenditures	(37,086)	(36,284)
Sale of short-term investments	--	8,507
Net cash used by investing activities	(37,086)	(27,777)
Cash flows from financing activities		
Proceeds from issuance of common stock	757	671
Borrowings under long-term debt	27,500	3,500
Repayments of long-term debt	--	(3,000)
Net cash provided by financing activities	28,257	1,171
Cash (used)	(598)	(13,910)
Beginning cash and cash equivalents	4,509	14,309
Ending cash and cash equivalents	$ 3,911	$ 399

See accompanying notes to consolidated financial statements.

DAVE & BUSTER'S, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 1, 1999

(UNAUDITED)

NOTE 1: RESULTS OF OPERATIONS

The results of operations for the interim periods reported are not necessarily indicative of results to be expected for the year. The information furnished herein reflects all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary to present a fair statement of the results for the interim periods.

NOTE 2: BASIS OF PRESENTATION

The consolidated financial statements include the accounts of Dave & Buster's, Inc. and all wholly-owned subsidiaries (the "Company"). All material intercompany accounts and transactions have been eliminated in consolidation. The consolidated balance sheet data presented herein for January 31, 1999 was derived from the Company's audited consolidated financial statements for the fiscal year then ended. The preparation of financial statements in accordance with generally accepted accounting principles requires the Company's management to make certain estimates and assumptions for the reporting periods covered by the financial statements. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses. Actual amounts could differ from these estimates. The Company's one industry segment is the ownership and operation of restaurant/entertainment Complexes (a "Complex" or "Store") under the name "Dave & Buster's" which are located in Texas, Georgia, Pennsylvania, Illinois, Florida, Maryland, California, Ohio, Colorado, Michigan, New York, and Missouri.

NOTE 3: RECENT ACCOUNTING PRONOUNCEMENTS

In April 1998, the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants issued a Statement of Position ("SOP") 98-5 entitled "Reporting on the Costs of Start-Up Activities". The SOP, was effective for fiscal years beginning after December 15, 1998, requires entities to expense as incurred all start-up and preopening costs that are not otherwise capitalizable as long-lived assets. Restatement of previously issued annual financial statements is not permitted by the SOP, and entities are not permitted to report the pro forma effects of the retroactive application of the new accounting standard. The Company adopted the SOP in the first quarter of fiscal 1999 and recorded a charge for the cumulative effect of a change in an accounting principle of approximately $4,687,000, net of income tax benefits of approximately $2,928,000.

NOTE 4: CONTINGENCIES

The Company is subject to certain legal proceedings and claims that arise in the ordinary course of its business. In the opinion of management, based on discussions with and advice of legal counsel, the amount of ultimate liability with respect to these actions will not materially affect the consolidated results of operations or financial condition of the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (DOLLARS IN THOUSANDS)

Results of Operations - 13 Weeks Ended August 1, 1999 Compared to 13 Weeks Ended August 2, 1998

Total revenues increased to $57,617 for the 13 weeks ended August 1, 1999 from $40,691 for the 13 weeks ended August 2, 1998, an increase of $16,926 or 42%. The increase in revenues was attributable to incremental revenues from eight complexes opened after May 3, 1998. Revenues at comparable Stores decreased 2.2% for the 13 weeks ended August 1, 1999. Total revenues for the 13 weeks ended August 1, 1999 from the Bass licensing agreement were $62.

Cost of revenues increased to $10,657 for the 13 weeks ended August 1, 1999 from $7,965 for the 13 weeks ended August 2, 1998, an increase of $2,692 or 34%. The increase was principally attributable to the 42% increase in revenues. As a percentage of revenues, cost of revenues decreased to 18.5% in the 13 weeks ended August 1, 1999 from 19.6% in the 13 weeks ended August 2, 1998 due to lower food, beverage and amusement costs.

Operating payroll and benefits increased to $17,902 for the 13 weeks ended August 1, 1999 from $11,756 for the 13 weeks ended August 2, 1998, an increase of $6,146 or 52%. As a percentage of revenue, operating payroll and benefits increased to 31.1% in the 13 weeks ended August 1, 1999 from 28.9% in the 13 weeks ended August 2, 1998 due to higher variable and fixed labor costs.

Other restaurant operating expenses increased to $15,569 for the 13 weeks ended August 1, 1999 from $10,303 for the 13 weeks ended August 2, 1998, an increase of $5,266 or 51%. As a percentage of revenues, other restaurant operating expenses were 27.0% of revenues in the 13 weeks ended August 1, 1999 as compared to 25.3% of revenues in the 13 weeks ended August 2, 1998. Other restaurant operating expenses were higher due to increased restaurant, marketing and occupancy costs at the Stores.

General and administrative increased to $3,654 for the 13 weeks ended August 1, 1999 from $2,500 for the 13 weeks ended August 2, 1998, an increase of $1,154 or 46%. The increase over the prior comparable period resulted from increased administrative payroll and related costs for new personnel, and additional costs associated with the Company's growth plans. As a percentage of revenues, general and administrative expenses increased to 6.3% in the 13 weeks ended August 1, 1999 from 6.1% in the 13 weeks ended August 2, 1998.

Depreciation and amortization increased to $4,705 for the 13 weeks ended August 1, 1999 from $2,795 for the 13 weeks ended August 2, 1998, an increase of $1,910 or 68%. As a percentage of revenues, depreciation and amortization increased to 8.2% from 6.9% for the comparable prior period. The increase was attributable to new Stores opened after May 3, 1998.

Beginning in fiscal 1999, in accordance with the adoption of SOP 98-5 (see note 3), the Company expenses all costs incurred during start-up activities, including preopening costs, as incurred. Preopening costs incurred and recorded as expense for the 13 weeks ended August 1, 1999 were $1,461. The amount of preopening costs recorded for fiscal 1998 represents preopening costs which were amortized over the 12 months following opening. This amortization expense for the 13 weeks ended August 2, 1998 was $992. The timing of Complex openings affects the amount of such costs in any given quarter.

Interest expense for the 13 weeks ended August 1, 1999 was $545 versus an interest income of $121 for the 13 weeks ended August 2, 1998. The increase was primarily due to higher average debt in 1999 versus 1998.

The effective tax rate for the 13 weeks ended August 1, 1999 was 36.3% as compared to 37.8% for the 13 weeks ended August 2, 1998, and the result of a lower effective state tax rate.

Results of Operations - 26 Weeks Ended August 1, 1999 Compared to 26 Weeks Ended August 2, 1998

Total revenues increased to $117,317 for the 26 weeks ended August 1, 1999 from $79,608 for the 26 weeks ended August 2, 1998, an increase of $37,709 or 47%. The increase in revenues was attributable to incremental revenues from eight complexes opened after February 1, 1998. Revenues at comparable Stores increased 0.5% for the 26 weeks ended August 1, 1999. Total revenues for the 26 weeks ended August 1, 1999 from the Bass licensing agreement were $177.

Cost of revenues increased to $21,695 for the 26 weeks ended August 1, 1999 from $15,595 for the 26 weeks ended August 2, 1998, an increase of $6,100 or 39%. The increase was principally attributable to the 47% increase in revenues. As a percentage of revenues, cost of revenues decreased to 18.5% in the 26 weeks ended August 1, 1999 from 19.6% in the 26 weeks ended August 2, 1998 due to lower food, beverage and amusement costs.

Operating payroll and benefits increased to $35,669 for the 26 weeks ended August 1, 1999 from $22,649 for the 26 weeks ended August 2, 1998, an increase of $13,020 or 58%. As a percentage of revenue, operating payroll and benefits increased to 30.4% in the 26 weeks ended August 1, 1999 from 28.4% in the 26 weeks ended August 2, 1998 due to higher variable and fixed labor costs.

Other restaurant operating expenses increased to $30,624 for the 26 weeks ended August 1, 1999 from $20,549 for the 26 weeks ended August 2, 1998, an increase of $10,075 or 49%. As a percentage of revenues, other restaurant operating expenses were 26.1% of revenues in the 26 weeks ended August 1, 1999 as compared to 25.8% of revenues in the 26 weeks ended August 2, 1998. Other restaurant operating expenses were higher due to increased restaurant and occupancy costs at the Stores offset by lower utilities and repairs and maintenance costs.

General and administrative increased to $7,095 for the 26 weeks ended August 1, 1999 from $4,907 for the 26 weeks ended August 2, 1998, an increase of $2,188 or 45%. The increase over the prior comparable period resulted from increased administrative payroll and related costs for new personnel, and additional costs associated with the Company's growth plans. As a percentage of revenues, general and administrative expenses decreased to 6.0% in the 26 weeks ended August 1, 1999 from 6.2% in the 26 weeks ended August 2, 1998.

Depreciation and amortization increased to $8,863 for the 26 weeks ended August 1, 1999 from $5,243 for the 26 weeks ended August 2, 1998, an increase of $3,620 or 69%. As a percentage of revenues, depreciation and amortization increased to 7.6% from 6.6% for the comparable prior period. The increase was attributable to new Stores opened after February 1, 1998.

Beginning in fiscal 1999, in accordance with the adoption of SOP 98-5 (see note 3), the Company expenses all costs incurred during start-up activities, including preopening costs, as incurred. Preopening costs incurred and recorded as expense for the 26 weeks ended August 1, 1999 were $3,157. The amount of preopening costs recorded for fiscal 1998 represents preopening costs which were amortized over the 12 months following opening. This amortization expense for the 26

weeks ended August 2, 1998 was $1,967. The timing of Complex openings affects the amount of such costs in any given quarter.

Interest expense for the 26 weeks ended August 1, 1999 was $1,038 versus an interest income of $412 for the 26 weeks ended August 2, 1998. The increase was primarily due to higher average debt in 1999 versus 1998.

The effective tax rate for the 26 weeks ended August 1, 1999 was 36.8% as compared to 37.8% for the 26 weeks ended August 2, 1998, and the result of a lower effective state tax rate.

Liquidity and Capital Resources

Cash flows from operations decreased to $7,955 for the 26 weeks ended August 1, 1999 from $12,696 for the 26 weeks ended August 2, 1998. The decrease was attributable to a decrease in accounts payable associated with new Store development costs.

The Company has a secured revolving line of credit, which permits borrowing up to a maximum of $100,000. Borrowings under this facility bear interest at a floating rate based on the London Interbank Offered Rate ("LIBOR") or, at the Company's option, the bank's prime rate plus in each case a margin based upon financial performance (7.1% at August 1, 1999) and is secured by all capital stock or equity interest in the stock of the Company and its subsidiaries. The facility, which matures in May 2001, has certain financial covenants including a minimum consolidated tangible net worth level, a maximum leverage ratio, minimum fixed charge coverage, and maximum level of capital expenditures on new Stores. At August 1, 1999, $29,620 was available under this facility.

On July 29, 1999 the Company terminated its interest rate swap agreement that fixed its variable-rate debt to fixed-rate debt on notional amounts aggregating $45,000. The terminated agreement resulted in a $40 gain being recognized during the period.

The Company's plan is to open six and seven complexes in fiscal 1999 and 2000, respectively. The Company estimates that its capital expenditures will be approximately $68,000 and $69,000 for 1999 and 2000, respectively. The Company intends to finance this development with cash flow from operations, the senior revolving credit facility and other additional capital resources which, management is currently pursuing. However, there is no assurance that the company can secure these resources. Through August 1, 1999, new complexes have opened in San Antonio, Texas, Atlanta, Georgia and St. Louis, Missouri.

Impact of the Year 2000 Issues

The Company's comprehensive Year 2000 initiative is designed to ensure that there is no adverse effect on the Company's core business operations and that transactions with customers, suppliers and financial institutions are fully supported. The Company is well under way with these efforts, which are scheduled to be completed by August 31, 1999. The Company currently estimates that it will spend approximately $3.5 million on new software, which will replace existing software that may not be year 2000 compliant. Such costs are being capitalized. While the Company believes its planning efforts are adequate to address its Year 2000' concerns, there can be no guarantee that the systems of other companies on which the Company's systems and operations rely will be converted on a timely basis and will not have a material effect on the Company.

"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995

Certain statements in this Annual Report constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions; competition; availability, locations and terms of sites for complex development; quality of management; changes in, or the failure to comply with, government regulations; and other risk indicated in this filing.

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On June 15, 1999, the Company held its annual meeting of stockholders (i) to elect one class of directors and (ii) to consider and vote upon a proposed amendment to the Dave & Buster's, Inc. 1995 Stock Option Plan. The Company's Board of Directors is separated into three classes, and the directors in each class are elected to serve three-year terms. Each of the directors nominated by the Company was elected with voting results as follows:

	For	Abstain or Withheld
David O. Corriveau	11,451,819	508,232
Mark A. Levy	11,452,634	507,417
Christopher C. Maguire	11,088,434	871,617

The proposal to amend the Stock Option Plan was also approved with voting results as follows:

For	Against	Abstaining
8,701,136	3,219,791	39,124

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

27 Financial Data Schedule

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the 26 weeks ended August 1, 1999.

SIGNATURE

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 thereunto duly authorized.

DAVE & BUSTER'S, INC.

Dated: September 15, 1999 by /s/ David O. Corriveau

David O. Corriveau
Co-Chairman of the Board,
Co-Chief Executive Officer
and President

Dated: September 15, 1999 by /s/ Charles Michel

Charles Michel
Vice President,
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
27	Financial Data Schedule

<ARTICLE> 5

<PERIOD-TYPE>	6-MOS	
<FISCAL-YEAR-END>		JAN-30-2000
<PERIOD-END>		AUG-01-1999
<CASH>		3,911
<SECURITIES>		0
<RECEIVABLES>		0
<ALLOWANCES>		0
<INVENTORY>		13,286
<CURRENT-ASSETS>		22,345
<PP&E>		249,118
<DEPRECIATION>		42,792
<TOTAL-ASSETS>		237,666
<CURRENT-LIABILITIES>		15,252
<BONDS>		70,000
<PREFERRED-MANDATORY>		0
<PREFERRED>		0
<COMMON>		131
<OTHER-SE>		147,520
<TOTAL-LIABILITY-AND-EQUITY>		147,651
<SALES>		117,317
<TOTAL-REVENUES>		117,317
<CGS>		21,695
<TOTAL-COSTS>		107,103
<OTHER-EXPENSES>		0
<LOSS-PROVISION>		0
<INTEREST-EXPENSE>		1,038
<INCOME-PRETAX>		9,176
<INCOME-TAX>		3,373
<INCOME-CONTINUING>		5,803
<DISCONTINUED>		0
<EXTRAORDINARY>		0
<CHANGES>		4,687
<NET-INCOME>		1,116
<EPS-BASIC>		.09
<EPS-DILUTED>		.08