

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-9

SOLICITATION /RECOMMENDATION STATEMENT
UNDER SECTION 14(d) (4) OF
THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

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

DAVE & BUSTER'S, INC.
(Name of Person(s) Filing Statement)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

23833N104
(CUSIP Number of Class of Securities)

JOHN S. DAVIS
VICE PRESIDENT AND GENERAL COUNSEL
DAVE & BUSTER'S, INC.
2481 MANANA DRIVE
DALLAS, TEXAS 75220
(214) 357-9588

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on behalf of the Person(s) Filing Statement)

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer

This Amendment No. 1 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by Dave & Buster's, Inc. on June 4, 2002. Except as otherwise indicated, the information set forth in the original Schedule 14D-9 remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

ITEM 8. OTHER INFORMATION

Certain Legal Matters. The Company has been served with a complaint filed purportedly on behalf of the Company's stockholders alleging breach of fiduciary duties by directors of the Company in connection with their approval of the transactions contemplated by the Merger Agreement. The purported class action, filed in state district court in Dallas County, Texas on May 31, 2002, purports to seek an injunction preventing consummation of the proposed transaction and unspecified damages. The Company has been notified that a similar complaint was filed in the circuit court of Greene County, Missouri on June 3, 2002. The Company and each member of the Company's Board of Directors have been named as defendants in each of the complaints. Based upon a preliminary review of the two complaints, the Company believes the allegations therein to be without merit.

ITEM 9. EXHIBITS.

Item 9 is hereby amended and supplemented by adding the following thereto:

Exhibit No.

(a) (5) Press Release issued by Dave & Buster's, Inc. on June 5, 2002.

SIGNATURE

After reasonable 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.

DAVE & BUSTER'S, INC.

By: /s/ DAVID O. CORRIVEAU

David O. Corriveau, President

June 6, 2002

Index to Exhibits

Exhibit No.

Description

(a) (5) Press Release issued by Dave & Buster's, Inc. on June 5, 2002.

[DAVE & BUSTER'S LOGO]

TENDER OFFER FOR DAVE & BUSTER'S SHARES COMMENCED
BY MANAGEMENT- LED INVESTMENT GROUP

DALLAS - JUNE 5, 2002 - Dave & Buster's, Inc. (NYSE: DAB), a leading operator of upscale restaurant/entertainment complexes, announced today that D&B Acquisition Sub, Inc., a group led by its founders and certain members of Dave & Buster's senior executive management, together with Investcorp, a global investment group, and international investors organized by Investcorp, has commenced a cash offer to acquire all of the outstanding common shares of Dave & Buster's, Inc. at a price of \$12.00 per share, net to the seller in cash.

The tender offer is scheduled to expire at 5:00 p.m., New York City time, on Tuesday, July 2, 2002, unless extended.

The complete terms and conditions of the offer are set forth in the Offer to Purchase, dated June 4, 2002, and the accompanying Letter of Transmittal, copies of which are available by contacting the information agent, D.F. King & Co., Inc., at 800-549-6697. These offering documents are being mailed to shareholders of record as of May 31, 2002. The cash tender offer is subject to the tender of at least 80 percent of Dave & Buster's shares, exclusive of approximately one million shares held by founders and certain members of senior management, which will be exchanged for equity securities of the new parent holding company.

As announced on May 30, 2002, Dave & Buster's entered into a definitive agreement with D&B Acquisition Sub, Inc., under which the management-led investment group will acquire the company in a cash tender offer for \$12.00 per Dave & Buster's share, or approximately \$255 million, including the assumption of Dave & Buster's debt. Upon completion of the transaction, which was unanimously approved by the company's Board of Directors, acting in part upon the recommendation of a special committee of three independent, non-employee directors, Dave & Buster's will become a private company operating under the same name and with its headquarters remaining in Dallas, Texas.

The Bank of New York is serving as the depository for the offer.

ABOUT DAVE & BUSTER'S, INC.

Founded in 1982 and headquartered in Dallas, Texas, Dave & Buster's operates 31 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. Dave & Buster's had total revenues of \$358.0 million for the fiscal year ended February 3, 2002.

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

This release contains forward-looking statements that involve assumptions regarding the operations and future prospects of Dave & Buster's. Although Dave & Buster's believes these statements are based on reasonable assumptions, such statements are subject to risk and uncertainty, including, among other things, certain economic conditions and the ability to successfully complete the referenced tender offer. Caution should be taken that these factors could cause the actual results to differ from those stated or implied in this and other communications.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF DAVE & BUSTER'S, INC. D&B ACQUISITION SUB, INC. HAS FILED AN OFFER TO PURCHASE AND A LETTER OF TRANSMITTAL WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") RELATING TO THEIR OFFER TO PURCHASE ALL OUTSTANDING SHARES OF COMMON STOCK OF DAVE & BUSTER'S, INC. BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER, ALL STOCKHOLDERS OF DAVE & BUSTER'S, INC. ARE STRONGLY ADVISED TO READ THE OFFER TO PURCHASE AND LETTER OF TRANSMITTAL AND THE RELATED SOLICITATION/RECOMMENDATION STATEMENT FILED WITH THE SEC BY DAVE & BUSTER'S, INC. BECAUSE THESE DOCUMENTS CONTAIN IMPORTANT INFORMATION RELATING TO THE OFFER. THESE DOCUMENTS ARE AVAILABLE AT NO CHARGE ON THE SEC'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) AND MAY BE OBTAINED FOR FREE FROM D.F. KING & CO., INC. BY CALLING 1-800-628-8528.

Contacts:	DAVE & BUSTER'S	INVESTCORP
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