SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

1. Name and Address of Reporting Person* <u>Hill Path Capital Partners LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>Dave & Buster's Entertainment</u> , Inc. [PLAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) X Other (specify below)
(Last) 150 EAST 58T 32ND FLOOR	(First) H STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2021	SEE EXPLANATION OF RESPONSES
(Street) NEW YORK (City)	NY (State)	10155 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)		Beneficially (D) or Owned Following Indirect (I)		t Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock ⁽¹⁾⁽²⁾								2,095,246	I	By Hill Path Capital Partners LP ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	12/13/2021		A		75,000	A	\$35.3076	2,810,664	I	By Hill Path Capital Partners II LP ⁽⁴⁾
Common Stock ⁽¹⁾⁽²⁾	12/14/2021		A		58,863	A	\$36.7079	2,869,527	I	By Hill Path Capital Partners II LP ⁽⁴⁾
Common Stock ⁽¹⁾⁽²⁾								53,231	I	By Hill Path Capital Co- Investmen Partners LP ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*

Hill Path Capital Partners LP

(Last)	(First)	(Middle)						
150 EAST 58TH STREET								
32ND FLOOR								
p								
(Street)								
NEW YORK	NY	10155						

(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
	<u>al Partners II LP</u>	
(Last)	(First)	(Middle)
150 EAST 58TH S	. ,	(
32ND FLOOR		
,		
(Street)		
NEW YORK	NY	10155
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person [*]	
<u>Hill Path Capit</u>	al Co-Investment	<u>t Partners LP</u>
(Last)	(First)	(Middle)
150 EAST 58TH S	STREET	
32ND FLOOR		
(Stroot)		
(Street) NEW YORK	NY	10155
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
	al Partners GP Li	LC
(Last)	(First)	(Middle)
150 EAST 58TH S		. ,
32ND FLOOR		
(Street)		
NEW YORK	NY	10155
(City)	(State)	(Zip)
		(
1. Name and Address		UC
	al Partners II GP	
(Last)	(First)	(Middle)
150 EAST 58TH S		(,
32ND FLOOR		
(Street)		
NEW YORK	NY	10155
(City)	(State)	(Zip)
1. Name and Address		
Hill Path Inves	<u>tment Holdings I</u>	LLC
(Last)	(First)	(Middle)
150 EAST 58TH S	STREET	
32ND FLOOR		
(Stroot)		
(Street) NEW YORK	NY	10155
(City)	(State)	(Zip)
1. Name and Address		
	<u>tment Holdings I</u>	
(Last)	(First)	(Middle)
150 EAST 58TH S		(
32ND FLOOR		
(Street)		

NEW YORK	NY	10155					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>Hill Path Capital LP</u>							
(Last)	(First)	(Middle)					
150 EAST 58TH S 32ND FLOOR	STREET						
(Street)							
NEW YORK	NY	10155					
(City)	(State)	(Zip)					
1. Name and Address <u>Hill Path Hold</u>							
(Last)	(First)	(Middle)					
150 EAST 58TH 5	STREET						
32ND FLOOR							
(Street) NEW YORK	NY	10155					
(City)	(State)	(Zip)					
1. Name and Address <u>ROSS SCOTT</u>							
(Last)	(First)	(Middle)					
150 EAST 58TH 5	STREET						
32ND FLOOR							
(Street) NEW YORK	NY	10155					
(City)	(State)	(Zip)					

Explanation of Responses:

1. This Form 4 is filed jointly by Hill Path Capital Partners LP ("Hill Path Capital"), Hill Path Capital Partners II LP ("Hill Path Capital II"), Hill Path Co-Investment Partners GP LLC ("Hill Path GP"), Hill Path Capital Partners II GP LLC ("Hill Path GP II"), Hill Path Investment Holdings LLC ("Hill Path Investment Holdings"), Hill Path Investment Holdings II LLC ("Hill Path Investment Holdings II"), Hill Path Capital LP ("Hill Path Capital LP ("Hill Path"), Hill Path Capital LC ("Hill Path Investment Holdings II"), Hill Path Investment Holdings II"), Hill Path Capital LC ("Hill Path Investment Holdings II"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LC ("Hill Path Investment Holdings II"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LC ("Hill Path Investment Holdings II"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Holdings LLC ("Hill Path Holdings"), Hill Path Capital LP ("Hill Path"), Hill Path Capital Path Capital LC ("Hill Path Holdings"), Hill Path Capital Path Ca

2. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock (the "Common Stock"). Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. Shares of Common Stock owned directly by Hill Path Capital. Hill Path GP, as the general partner of Hill Path Capital, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital. Hill Path Investment Holdings, as the managing member of Hill Path GP, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital. Hill Path Capital. Hill Path Capital, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital. Hill Path Capital. Hill Path Capital. Hill Path, as the investment manager of Hill Path Capital, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital. Hill Path, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital. Hill Path Holdings, as the general partner of Hill Path Hill Path, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital. Mr. Ross, as the managing partner of each of Hill Path Investment Holdings, Hill Path and Hill Path Holdings, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital.

4. Shares of Common Stock owned directly by Hill Path Capital II. Hill Path GP II, as the general partner of Hill Path Capital II, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path Investment Holdings II, as the managing member of Hill Path GP II, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path Investment Holdings II, as the managing member of Hill Path GP II, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path, as the investment manager of Hill Path Capital II, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path Holdings, as the general partner of Hill Path, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path Holdings, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path Holdings, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II. Hill Path Holdings, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Capital II.

5. Shares of Common Stock owned directly by Hill Path Co-Investment. Hill Path GP, as the general partner of Hill Path Co-Investment, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Co-Investment. Hill Path Investment Holdings, as the managing member of Hill Path GP, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Co-Investment. Hill Path Investment Holdings, as the managing member of Hill Path GP, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Co-Investment. Hill Path Holdings, as the general partner of Hill Path Co-Investment, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Co-Investment. Hill Path Holdings, as the general to beneficially own the shares of Common Stock owned directly by Hill Path Co-Investment. Marks of Hill Path Holdings, may be deemed to beneficially own the shares of Common Stock owned directly by Hill Path Co-Investment.

Hill Path Capital Partners LP, By: Hill Path Capital Partners GP LLC, By: /s/ Scott Ross, Managing Partner	<u>12/15/2021</u>
Hill Path Capital Partners II LP, By: Hill Path Capital Partners II GP LLC, By: /s/ Scott Ross, Managing Partner	<u>12/15/2021</u>
Hill Path Capital Co- Investment Partners LP, By:Hill Path Capital Partners GPLLC, By: /s/ Scott Ross, Managing Partner	<u>12/15/2021</u>
Hill Path Capital Partners GP LLC, By: Hill Path Investment	

<u>Holdings LLC, By: /s/ Scott</u> <u>Ross, Managing Partner</u>	
<u>Hill Path Capital Partners II</u> <u>GP LLC, By: Hill Path</u> <u>Investment Holdings II LLC,</u> <u>By: /s/ Scott Ross, Managing</u> Partner	<u>12/15/2021</u>
Hill Path Investment Holdings LLC, By: /s/ Scott Ross, Managing Partner	<u>12/15/2021</u>
<u>Hill Path Investment Holdings</u> <u>II LLC, By: /s/ Scott Ross,</u> <u>Managing Partner</u>	<u>12/15/2021</u>
<u>Hill Path Capital LP, By: Hill</u> <u>Path Holdings LLC, By: /s/</u> <u>Scott Ross, Managing Partner</u>	<u>12/15/2021</u>
<u>Hill Path Holdings LLC, By:</u> /s/ Scott Ross, Managing <u>Partner</u>	<u>12/15/2021</u>
By: /s/ Scott Ross ** Signature of Reporting Person	<u>12/15/2021</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.