FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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

				7			.,													
Name and Address of Reporting Person*     OHCP MGP III, LTD.				Dav	2. Issuer Name <b>and</b> Ticker or Trading Symbol  Dave & Buster's Entertainment, Inc. [ PLAY]							Relationship of Reporting Person(s) to Issuer (Check all applicable)      Director X 10% Owner								
					_											ve title			(specify	
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 02/20/2015							below) below)								
65 E. 55TH STREET																				
32ND FLOOR				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)														Forr	n filed	by One R	eporti	ng Pers	son	
NEW YO	ORK NY	,	0022													by More th	han O	ne Rep	orting	
														Pers	son					
(City)	(Sta	ate) (Z	Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
		2. Transaction Date (Month/Day/Yea	Execur) if any	2A. Deer Execution if any (Month/I				3. Transaction Code (Instr. 8)		4. Securities Disposed Of and 5)			5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D) or Indirect (I)		Indirect Beneficial Ownership (Instr.			
								Code		v	Amount	(A) or (D)	Price	Reported		(Instr. 4)	4)			
Common	Stock, \$0.0	1 par value <sup>(1)</sup>	02/20/2015					S			842,229	D	\$29.5	\$29.5 24,199,780 I		I		See footnotes <sup>(1)(3)(4)</sup>		
Common Stock, \$0.01 par value <sup>(1)(3)</sup> 02/20		02/20/2015					S			27,661	D \$29.5		794,777		I		See footnotes(2)(3)(4)			
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	4. Transac Code (Ir 8)	tio	5. n of r. De Se A (A Di of	5. Number 6. Date of Expirati		ate E	xercisable an	d 7. Ti Amo Secu Undo	tle and unt of urities erlying vative urity (Instr	8. Price of derivative Security (Instr. 5)  (Instr. 5)  (Instr. 5)  (Instr. 5)		urities For eficially Dire ned or I		ership n: ct (D) ndirect nstr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Т	Т							Amour	nt						
									Date		Expiratio		or Number of							
				Code	Įv	(A	۱)	(D) E	Exer	rcisal	ble Date	Title	Shares	·						
	nd Address of MGP III,	Reporting Person	•																	
OHOP	MOF III,	LID.																		
(Last) 65 E. 557 32ND FI	TH STREE	(First)	(Middle)																	
(Street)	)RK	NY	10022																	
(City)		(State)	(Zip)																	

	s of Reporting Person*	_
Oak Hill Capi	<u>tal Partners III, L</u>	<u>P.</u>
-		
(Last)	(First)	(Middle)
65 E. 55TH STRE	EET	
32ND FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	s of Reporting Person*	
	tal Managemen	t Partners III
L.P.	tar managemen	er araioro in,
<u>L.I.</u>		
(Last)	(First)	(Middle)
65 E. 55TH STRE	ET	
32ND FLOOR		
52ND TEOOR		
(Street)		
	NY	10022
(City)	(State)	(Zip)
1 Name and Address	s of Reporting Person*	
OHCP GenPa	· -	
OHOF Genra	<u>ai III, L.F.</u>	
(Last)	(First)	(Middle)
65 E. 55TH STRE		()
	E1	
32ND FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	s of Reporting Person*	
	PARTNERS III,	ΙP
OF TOT WIGHT	ALTINEIXO III,	<u>L.I.,</u>
4 0	(F) ()	20.00
(Last)	(First)	(Middle)
65 E. 55TH STRE	ET	
32ND FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. These securities are held by Oak Hill Capital Partners III, L.P. ("OHCP III").
- 2. These securities are held by Oak Hill Capital Management Partners III, L.P. ("OHCMP III").
- 3. The general partner of OHCP III and OHCMP III is OHCP GenPar III, L.P. The general partner of OHCP GenPar III, L.P. is OHCP MGP Partners III, L.P. The general partner of OHCP MGP Partners III, L.P. is OHCP MGP III, Ltd.
- 4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein. The signature below is on behalf of the entities listed and not made in an individual capacity.

## Remarks:

Exhibit 99.1 - Additional Signatures

By: /s/ John Monsky; Title: Vice President

 $\underline{02/23/2015}$ 

\*\* Signature of Reporting Person

Date

- $^{\star}$  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.

OAK H	IILL CAPITAL PARTNERS II	I, L.P.						
By:	OHCP GenPar III, L.P., its General Partner							
By:	OHCP MGP Partners III, L.P., its General							
	Partner							
By:	OHCP MGP III, Ltd., its General Partner							
Dvv								
By:	/s/ John Monsky	02/23/15						
	/s/ John Monsky	02/23/15 Data						
	John Monsky Date Vice President							
	vice Fiesidelli							
OAK H	IILL CAPITAL MANAGEME	NT						
PARTN	NERS III, L.P.							
By:	OHCP GenPar III, L.P., its Gene	eral Partner						
By:	OHCP MGP Partners III, L.P., its General							
	Partner							
By:	OHCP MGP III, Ltd., its Genera	l Partner						
D								
By:	/s/ John Monsky	02/22/15						
	/s/ John Monsky	02/23/15						
	John Monsky Vice President	Date						
	vice Fiesidelli							
ОНСР	GENPAR III, L.P.							
By:	OHCP MGP Partners III, L.P., its General							
•	Partner							
By:	OHCP MGP III, Ltd., its General Partner							
_								
By:	//11 34 1	02/22/15						
	/s/ John Monsky	02/23/15						
	John Monsky	Date						
	Vice President							
ОНСР	MGP PARTNERS III, L.P.							
By: OHCP MGP III, Ltd., its General Partner								
- ) -	by. Offer Mor III, Eac., to General Lattice							
	/s/ John Monsky	02/23/15						
	John Monsky	Date						
	Vice President							