

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
Amendment No. 2  
(Final)

Under the Securities Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Dave & Buster's, Inc.

-----  
(Name of Issuer)

Common Stock, \$.01 par value  
-----  
(Title of Class of Securities)

23833N104  
-----  
(CUSIP Number)

Ezra G. Levin, Esq.  
Kramer Levin Naftalis & Frankel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 715-9100  
-----  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

January 16, 2004  
-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report  
the acquisition which is the subject of this Schedule 13D, and is filing this  
schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following  
box: .

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SCHEDULE 13D

CUSIP No. 23833N104  
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- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Dolphin Limited  
Partnership I, L.P. 06-156-7782  
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- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)   
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- 3) SEC USE ONLY  
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- 4) SOURCE OF FUNDS  
WC  
-----
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)   
-----
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----
- 7) SOLE VOTING POWER  
678,700  
-----
- 8) SHARED VOTING POWER
- NUMBER OF  
SHARES  
BENEFICIALLY

OWNED BY none  
EACH -----  
REPORTING 9) SOLE DISPOSITIVE POWER  
PERSON 678,700  
WITH -----  
10) SHARED DISPOSITIVE POWER  
none  
-----  
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
678,700  
-----  
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
|\_ |  
-----  
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.99%  
-----  
14) TYPE OF REPORTING PERSON  
PN  
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AMENDMENT NO. 2 (FINAL) TO SCHEDULE 13D

This Amendment amends the Schedule 13D, dated March 3, 2003, as amended by Amendment No. 1 dated November 14, 2003 (the "Schedule 13D"), filed by Dolphin Limited Partnership I, L.P. ("Dolphin"), with respect to the Common Stock, \$.01 par value (the "Common Stock") of Dave & Buster's, Inc. (the "Company"). Notwithstanding this Amendment, the Schedule 13D speaks as of its respective dates.

Item 3. Source and Amount of Funds or Other Consideration.  
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Item 3 of the Schedule 13D, "Source and Amount of Funds or Other Consideration," is amended and restated in its entirety as follows::

"All purchases of Common Stock by Dolphin were made in the open market and were funded by working capital. The amount of the funds expended by Dolphin for such purchases was approximately \$12,166,000."

Item 4. Purpose of Transaction.  
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Item 4 of the Schedule 13D, "Purpose of Transaction," is amended by adding the following to the end of the Item:

"As noted in the Schedule 13D, Dolphin continues to hold the Common Stock that it owns for investment but is monitoring the Company's operating performance and governance initiatives. Depending on these and other considerations recited in the Schedule 13D, Dolphin may acquire or dispose of securities of the Company or take any other action in connection with its investment in the Company permitted by law."

Item 5. Interest in Securities of the Issuer.  
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Items 5(a), 5(c) and 5(e) of the Schedule 13D, "Interest in Securities of the Issuer," are amended and restated in their entirety by the following:

"(a) Dolphin beneficially owns an aggregate of 678,700 shares of Common Stock, representing approximately 4.99% of the issued and outstanding shares of Common Stock of the Company.(1)"

"(c) Except as set forth on Schedule II hereto, Dolphin has not effected any transactions in the Common Stock during the past 60 days."

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1 Percentage based upon 13,607,618 shares of Common Stock reported outstanding as of December 12, 2003 in the Company's Quarterly Report on Form 10-Q for the quarter ended November 2, 2003.

"(e) Dolphin ceased to be the beneficial owner of more than 5% of the Common Stock on January 16, 2004. Accordingly, Dolphin is no longer subject to the reporting obligations under Section 13(d) of the Securities Exchange Act, and Dolphin intends not to further amend its report on Schedule 13D to reflect changes in the facts set forth herein that may occur after the date hereof."

SIGNATURES

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: January 20, 2004

DOLPHIN LIMITED PARTNERSHIP I, L.P.

by DOLPHIN ASSOCIATES LLC, its general partner,

by DOLPHIN HOLDINGS CORP.,  
its managing member,

by: /s/ Donald T. Netter

-----  
Name: Donald T. Netter  
Title: Senior Managing Director

SCHEDULE II

Shares sold by Dolphin Limited Partnership I, L.P.

Date -----	Number of Shares Bought/(Sold) -----	Price Per Share(1) -----
11/28/03	(2,600)	\$13.9893
12/01/03	(4,300)	14.0379
12/02/03	(18,500)	13.9871
12/02/03	(2,400)	14.0597
12/03/03	(8,400)	14.0868
12/04/03	(13,200)	13.9885
12/04/03	(8,000)	13.9916
12/05/03	(20,100)	13.9896
12/05/03	(10,900)	13.9985
12/11/03	15,000	12.9908
12/17/03	400	12.3925
12/18/03	(400)	12.6869
12/19/03	400	12.3925
12/22/03	(400)	12.6869
01/02/04	5,000	12.3940
01/05/04	(5,000)	12.7483
01/06/04	(1,000)	12.9869
01/07/04	(17,900)	13.0025
01/13/04	3,800	12.2945
01/14/04	(4,800)	12.8023
01/16/04	(15,000)	12.9494
01/16/04	(15,000)	13.0594
01/16/04	(13,200)	13.0953
01/16/04	(65,000)	13.1194
01/16/04	(1,500)	13.1747
01/16/04	(30,000)	13.1994
01/16/04	(10,000)	13.6694(2)

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- 1 Net of all transaction costs.
  - 2 Shares sold vs. option assignments.

Transactions in American Stock Exchange traded call options:

Date -----	Number of Options (Sold)/Purchased (1) -----	Price Per Share(2) -----
12/09/03	(100)	\$1.1799
12/31/03	(40)	0.5299
01/02/04	(10)	0.5300
01/06/04	(100)	0.5300
01/09/04	(125)	0.4800
01/12/04	(40)	0.4800
01/14/04	(340)	0.5800
01/15/04	(200)	0.5800
01/16/04	650(3)	0.9200

In addition, on January 16, 2004, the holder of 100 call options written by Dolphin on December 19, 2003 exercised the options. See preceding table.

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- 1 Options in 100's of shares. Options sold were written by Dolphin.
  - 2 Net of commissions.
  - 3 Purchased to close previously opened written call positions.