

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13d-101)

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

(Amendment No. 1)(1)

Dave & Buster's, Inc.

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

23833N104

(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 28, 2006

(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 that 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 /_/.

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 12 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEWCASTLE PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 785,600
OWNED BY

EACH 8 SHARED VOTING POWER
REPORTING - 0 -
PERSON WITH

9 SOLE DISPOSITIVE POWER
785,600

10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
785,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.5%

14 TYPE OF REPORTING PERSON*
PN

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
NEWCASTLE CAPITAL MANAGEMENT, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

785,600

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

785,600

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

785,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEWCASTLE CAPITAL GROUP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

785,600

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

785,600

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

785,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON*

00

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MARK E. SCHWARZ

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT / /
TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 785,600
OWNED BY

8 SHARED VOTING POWER
EACH
REPORTING - 0 -
PERSON WITH

9 SOLE DISPOSITIVE POWER
785,600

10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
785,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.5%

14 TYPE OF REPORTING PERSON*

IN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following constitutes Amendment No. 1 ("Amendment No. 1") to the Schedule 13D filed by the undersigned. This Amendment No. 1 amends the Schedule 13D as specifically set forth.

Item 3 is hereby amended in its entirety to read as follows:

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As of February 28, 2006, NP had invested \$14,065,913 (inclusive of brokerage commissions) in shares of Common Stock of the Issuer. The source of these funds was the working capital of NP.

Item 4 is hereby amended to include the following:

Item 4. PURPOSE OF TRANSACTION.

On February 28, 2006, NP, as beneficial owner of the shares of Common Stock, delivered a letter to the Issuer (i) objecting to the proposal of the Company to approve the Agreement and Plan of Merger, dated as of December 8, 2005, among the Company, WS Midway Holdings, Inc. and WS Acquisition Sub, Inc., pursuant to which WS Acquisition Sub, Inc. will be merged with and into the Company (the "Plan of Merger"), (ii) notifying the Issuer that NP had voted against the Plan of Merger, and (iii) notifying the Issuer that NP intends to make a written demand on the Issuer for payment of full value of its shares pursuant to the appraisal rights provisions of Missouri law.

Items 5(a) and (b) are hereby amended in their entirety to read as follows:

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate percentage of shares of Common Stock reported to be owned by the Reporting Persons is based upon 14,313,500 shares outstanding, which is the total number of shares of Common Stock outstanding as of January 18, 2006, as reported in the Issuer's proxy statement filed with the Securities and Exchange Commission on January 25, 2006.

As of February 1, 2006, NP beneficially owned 785,600 shares of Common Stock, representing approximately 5.5% of the issued and outstanding Common Stock of the Issuer.

NCM, as the general partner of NP, may also be deemed to beneficially own the 785,600 shares of Common Stock beneficially owned by NP.

NCG, as the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 785,600 shares of Common Stock beneficially owned by NP.

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Mark E. Schwarz, as the managing member of NCG, the general partner of NCM, which in turn is the general partner of NP, may also be deemed to beneficially own the 785,600 shares of Common Stock beneficially owned by NP.

NCM, NCG and Mr. Schwarz disclaim beneficial ownership of the shares of Common Stock beneficially owned by NP, except to the extent of their pecuniary interest therein.

(b) By virtue of his position with NP, NCM and NCG, Mr. Schwarz has the sole power to vote and dispose of the shares of Common Stock reported in this Statement.

Item 5(c) is hereby amended to include the following:

(c) Except as set forth below, Schedule A annexed hereto lists all transactions in the Common Stock since the filing of the initial Schedule 13D. Such transactions in the Common Stock were effected in the open market.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

2. Letter dated February 27, 2006 sent by Cede & Co., at the request of Banc of America Securities, L.L.C. in behalf of NP, to Dave &

SIGNATURES

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

Dated: March 2, 2006

NEWCASTLE PARTNERS, L.P.

By: Newcastle Capital Management, L.P.,
 its General Partner

By: Newcastle Capital Group, L.L.C.,
 its General Partner

By: /s/ Mark E. Schwarz

 Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL MANAGEMENT, L.P.

By: Newcastle Capital Group, L.L.C.,
 its General Partner

By: /s/ Mark E. Schwarz

 Mark E. Schwarz, Managing Member

NEWCASTLE CAPITAL GROUP, L.L.C.

By: /s/ Mark E. Schwarz

 Mark E. Schwarz, Managing Member

/s/ Mark E. Schwarz

 MARK E. SCHWARZ

SCHEDULE A

TRANSACTIONS IN THE COMMON STOCK SINCE THE FILING OF THE INITIAL SCHEDULE 13D

Shares of Common Stock Purchased	Price Per Share(\$)	Date of Purchase
-----	-----	-----
	NEWCASTLE PARTNERS, L.P.	
60,900	\$17.90	2/2/06
7,200	\$17.90	2/2/06
	NEWCASTLE CAPITAL MANAGEMENT, L.P.	
	None	
	NEWCASTLE CAPITAL GROUP, L.L.C.	
	None	
	MARK E. SCHWARZ	
	None	

EXHIBIT INDEX

Exhibit -----	Page -----
1. Joint Filing Agreement by and among Newcastle Partners, L.P., Newcastle Capital Management, L.P., Newcastle Capital Group, L.L.C. and Mark E. Schwarz, dated February 2, 2006.	Previously filed.
2. Letter dated February 27, 2006 sent by Cede & Co., at the request of Banc of America Securities, L.L.C. in behalf of NP, to Dave & Buster's, Inc	11-12

EXHIBIT 2

CEDE & CO.
C/O THE DEPOSITORY TRUST COMPANY
55 WATER STREET
NEW YORK, NEW YORK 10041

February 27, 2006

BY FACSIMILE AND OVERNIGHT COURIER

Dave & Buster's, Inc.
2481 Manana Drive
Dallas, Texas 75220
Attention: Corporate Secretary

Dear Sir:

Cede & Co., the nominee of The Depository Trust Company ("DTC"), is a holder of record of shares of common stock of Dave & Buster's, Inc. (the "Company"). DTC is informed by its Participant, Banc of America Securities LLC (the "Participant"), that on the date hereof 785,600 of such shares (the "Shares") credited to Participant's DTC account are beneficially owned by Newcastle Partners, L.P. ("Newcastle"), a customer of Participant.

Cede & Co., on behalf of Newcastle, states that on or about January 25, 2006, the Company mailed a Notice of Special Meeting of Stockholders (the "Merger Proxy") requesting, among other things, that the Company's stockholders consider and vote upon a proposal to approve the Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 8, 2005, among the Company, WS Midway Holdings, Inc. and WS Acquisition Sub, Inc., pursuant to which WS Acquisition Sub, Inc. will be merged with and into the Company, and upon the merger becoming effective, each issued and outstanding share of Common Stock of the Company will be converted into the right to receive \$18.05 in cash, other than shares held by stockholders who perfect their appraisal rights under Missouri law, and certain other shares.

Cede & Co., on behalf of Newcastle, as provided in the Merger Proxy and pursuant to Section 351.455 of the Missouri General and Business Corporation Law ("Section 351.455"), hereby (i) objects to the Plan of Merger, (ii) notifies the Company that Newcastle has taken such required action as is necessary to cause its shares to be voted against the Plan of Merger, and (iii) notifies the Company that Newcastle intends to make a written demand on the Company for payment of full value of its shares pursuant to Section 351.455.

While Cede & Co. is furnishing this request as the shareholder of record of the Shares, it does so only at the request of Participant and only as a nominal party for the true party in interest, Newcastle. Cede & Co. has no interest in this matter other than to take those steps which are necessary to

ensure that Newcastle is not denied its rights as the beneficial owner of the Shares, and Cede & Co. assumes no further responsibility in this matter.

Please address any correspondence to Newcastle Partners, L.P., Attention: Mark E. Schwarz, telephone (214) 661-7474, facsimile (214) 661-7475 (with a copy to our counsel, Olshan Grundman Frome Rosenzweig & Wolosky LLP, Park Avenue Tower, 65 East 55th Street, New York, New York 10022, Attention: Steven Wolosky, Esq., telephone (212) 451-2333, facsimile (212) 451-2222).

Very truly yours,

Cede & Co.

By: /s/ Patricia Mobley

Patricia Mobley,
Partner