

Dave & Buster's Entertainment, Inc.
Form SC 13G/A
February 08, 2016

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

SCHEDULE 13G
AMENDMENT NO. 1

Under the Securities Exchange Act of 1934

DAVE & BUSTER'S ENTERTAINMENT, INC.
(Name of Issuer)

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

238337 109
(CUSIP Number)

DECEMBER 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

CUSIP No. 238337 109 SCHEDULE 13G

NAMES OF REPORTING PERSONS
OAK HILL CAPITAL PARTNERS
III, L.P.

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

98-0553247

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

CAYMAN ISLANDS

SOLE VOTING POWER

5

7,255,088

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

7,255,088

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,255,088

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

17.45%*

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

* See Item 4

2

CUSIP No. 238337 109 SCHEDULE 13G

NAMES OF REPORTING PERSONS
OAK HILL CAPITAL
MANAGEMENT PARTNERS III,
L.P.

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY):

98-0553244

2

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

CAYMAN ISLANDS

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SOLE VOTING POWER

5

238,274

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

238,274

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

238,274

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.57%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

3

CUSIP No. 238337 109 SCHEDULE 13G

NAMES OF REPORTING PERSONS
OHCP GenPar III, L.P.

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

98-0553239

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

CAYMAN ISLANDS

SOLE VOTING POWER

5

7,493,362

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

7,493,362

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,493,362

10

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

18.02%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

4

CUSIP No. 238337 109 SCHEDULE 13G

NAMES OF REPORTING PERSONS
OHCP MGP Partners III, L.P.

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

98-0553232

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

CAYMAN ISLANDS

SOLE VOTING POWER

5

7,493,362

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

7,493,362

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,493,362

10

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

18.02%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

5

CUSIP No. 238337 109 SCHEDULE 13G

NAMES OF REPORTING PERSONS
OHCP MGP III, Ltd.

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

98-0553224

2 CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

3

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

CAYMAN ISLANDS

SOLE VOTING POWER

5

7,493,362

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

7,493,362

SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,493,362

10

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

18.02%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

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Item 1(a). Name of Issuer

Dave & Buster's Entertainment, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

2481 Mañana Drive
Dallas, Texas 75220

Item 2. (a) – (c) This statement is being filed jointly by the Reporting Persons.

The shares of Common Stock reported in this Schedule 13G are beneficially owned by Oak Hill Capital Partners III, L.P., a Cayman Islands exempted limited partnership and Oak Hill Capital Management Partners III, L.P., a Cayman Islands exempted limited partnership (together, the "Oak Hill Funds"). The general partner of Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. is OHCP GenPar III, L.P., a Cayman Islands exempted limited partnership. The general partner of OHCP GenPar III, L.P. is OHCP MGP Partners III, L.P., a Cayman Islands exempted limited partnership. The general partner of OHCP MGP Partners III, L.P. is OHCP MGP III, Ltd., a Cayman Islands exempted company.

J. Taylor Crandall, Steven Gruber and Denis Nayden are the directors of OHCP MGP III, Ltd. Each of these directors is a citizen of the United States. J. Taylor Crandall, Steven B. Gruber, Tyler Wolfram, Denis J. Nayden, John R. Monsky, Caitlin Melchior, Jon Zagrodzky and Chris Taylor are the officers of OHCP MGP III, Ltd. Each of these officers is a citizen of the United States.

J. Taylor Crandall, Steven B. Gruber, Tyler Wolfram, Denis J. Nayden, John R. Monsky, Caitlin Melchior, Jon Zagrodzky and Chris Taylor are referred to as the "Related Persons". Each of the Related Persons expressly disclaims beneficial ownership of the shares of Common Stock referred to herein.

The business address of each of the Reporting Persons and the Related Persons is c/o Oak Hill Capital Management, LLC, 65 East 55th Street, 32nd Floor, New York, NY 10022.

The Reporting Persons are principally engaged in the business of investments in securities.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(e) CUSIP Number

238337 109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- A group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

(a)-(c)

| Reporting Person | Amount Beneficially Owned ^(a) | Percent of Class ^(b) | Number of shares as to which the person has: Sole power to vote or to direct the vote | Number of shares as to which the person has: Shared power to vote or to direct the vote | Number of shares as to which the person has: Sole power to dispose or to direct the disposition of: | Number of shares as to which the person has: Shared power to dispose or to direct the disposition of: |
|--|--|---------------------------------|---|---|---|---|
| Oak Hill Capital Partners III, L.P. | 7,255,088 | 17.45% | 7,255,088 | 0 | 7,255,088 | 0 |
| Oak Hill Capital Management Partners III, L.P. | 238,274 | 0.57% | 238,274 | 0 | 238,274 | 0 |
| OHCP GenPar III, L.P. | 7,493,362 | 18.02% | 7,493,362 | 0 | 7,493,362 | 0 |
| OHCP MGP Partners III, L.P. | 7,493,362 | 18.02% | 7,493,362 | 0 | 7,493,362 | 0 |
| OHCP MGP III, Ltd. | 7,493,362 | 18.02% | 7,493,362 | 0 | 7,493,362 | 0 |

^(a) OHCP MGP III, Ltd. is the sole general partner of OHCP MGP Partners III, L.P., which is the sole general partner of OHCP GenPar III, L.P., which is the sole general partner of each of Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. OHCP MGP III, Ltd. exercises voting and dispositive control over the shares held by each of the Oak Hill Funds. Investment and voting decisions with regard to the shares of the Company's common stock owned by the Oak Hill Funds are made by an Investment Committee of the Board of Directors of OHCP MGP III, Ltd. The members of the Board of Directors are J. Taylor Crandall, Steven B. Gruber, Denis J. Nayden and Tyler J. Wolfram. Each of these individuals disclaims beneficial ownership of the shares owned by the Oak Hill Funds.

(b) Ownership percentages are based upon the 41,567,172 shares of Common Stock outstanding as of December 31, 2015 as provided by the Issuer's transfer agent.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2016

OAK HILL CAPITAL PARTNERS III, 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

By: /s/ John Monsky

Name: John Monsky

Title: Assistant Secretary

OAK HILL CAPITAL MANAGEMENT PARTNERS
III, 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

By: /s/ John Monsky

Name: John Monsky

Title: Assistant Secretary

OHCP GENPAR III, L.P.

By: OHCP MGP Partners III, L.P., its general partner

By: OHCP MGP III, LTD., its general partner

By: /s/ John Monsky

Name: John Monsky

Title: Assistant Secretary

OHCP MGP PARTNERS III, L.P.

By: OHCP MGP III, LTD., its general partner

By: /s/ John Monsky

Name: John Monsky

Title: Assistant Secretary

OHCP MGP III, LTD.

By: /s/ John Monsky

Name: John Monsky

Title: Assistant Secretary

EXHIBIT INDEX

Exhibit

| <u>No.</u> | |
|------------|---|
| <u>1</u> | Joint Filing Agreement, dated February 8, 2016, among Oak Hill Capital Partners III, L.P., Oak Hill Capital Management Partners III, L.P, OHCP GenPar III, L.P., OHCP MGP Partners III, L.P. and OHCP MGP III, Ltd. |

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