

Dave & Buster's Entertainment, Inc.
Form SC 13G
February 12, 2015

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

SCHEDULE 13G

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, 2014
(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

1	NAMES OF REPORTING PERSONS OAK HILL CAPITAL PARTNERS III, L.P.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): 98-0553247		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b) S	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS		
	5	SOLE VOTING POWER	25,042,009
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	25,042,009
	8	SHARED DISPOSITIVE POWER	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		25,042,009
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		62.3%*
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		PN

* See Item 4

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CUSIP No. 238337 109

SCHEDULE 13G

1	NAMES OF REPORTING PERSONS OAK HILL CAPITAL MANAGEMENT PARTNERS III, L.P.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): 98-0553244		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b) S	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS		
	5	SOLE VOTING POWER	822,438
6	SHARED VOTING POWER		0
7	SOLE DISPOSITIVE POWER		822,438
8	SHARED DISPOSITIVE POWER		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		822,438
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		2.0%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		PN

CUSIP No. 238337 109

SCHEDULE 13G

1	NAMES OF REPORTING PERSONS OHCP GenPar III, L.P.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): 98-0553239		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b) S	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS		
	5	SOLE VOTING POWER	25,864,447
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	0
	7	SOLE DISPOSITIVE POWER	25,864,447
	8	SHARED DISPOSITIVE POWER	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		25,864,447
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		64.3%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		PN

CUSIP No. 238337 109

SCHEDULE 13G

1	NAMES OF REPORTING PERSONS OHCP MGP Partners III, L.P.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): 98-0553232		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b) S	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS		
	5	SOLE VOTING POWER	25,864,447
6	SHARED VOTING POWER		0
7	SOLE DISPOSITIVE POWER		25,864,447
8	SHARED DISPOSITIVE POWER		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		25,864,447
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		64.3%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		PN

CUSIP No. 238337 109

SCHEDULE 13G

1	NAMES OF REPORTING PERSONS OHCP MGP III, Ltd.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): 98-0553224		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) (b) S	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS		
	5	SOLE VOTING POWER	25,864,447
6	SHARED VOTING POWER		0
7	SOLE DISPOSITIVE POWER		25,864,447
8	SHARED DISPOSITIVE POWER		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		25,864,447
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		64.3%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		OO

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 13D 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, Kevin G. Levy, Denis J. Nayden, Shawn Hessing and John R. Monsky are the executive officers of OHCP MGP III, Ltd. Each of these executive officers is a citizen of the United States.

J. Taylor Crandall, Steven B. Gruber, Tyler Wolfram, Kevin G. Levy, Denis J. Nayden, Shawn Hessing and John R. Monsky 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);