

Dave & Buster's Entertainment, Inc.
 Form 4
 December 13, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Metzinger Michael Joseph

2. Issuer Name and Ticker or Trading Symbol
 Dave & Buster's Entertainment, Inc.
 [PLAY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2481 MANANA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Accounting & Controller

DALLAS, TX 75220
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/12/2016 | | M | 2,965 A \$ 4.44 | 2,966 | D | |
| Common Stock | 12/12/2016 | | M | 4,596 A \$ 6.27 | 7,562 | D | |
| Common Stock | 12/12/2016 | | M | 6,442 A \$ 9.34 | 14,004 | D | |
| Common Stock | 12/12/2016 | | S ⁽¹⁾ | 14,003 D \$ 56.68 | 1 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 4.44 | 12/12/2016 | | M | 2,965 | ⁽²⁾ 06/01/2020 | Common Stock | 2,965 |
| Stock Option (Right to Buy) | \$ 6.27 | 12/12/2016 | | M | 4,596 | ⁽³⁾ 12/05/2022 | Common Stock | 4,596 |
| Stock Option (Right to Buy) | \$ 9.34 | 12/12/2016 | | M | 6,442 | ⁽⁴⁾ 09/27/2023 | Common Stock | 6,442 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Metzinger Michael Joseph
2481 MANANA DRIVE
DALLAS, TX 75220

VP of Accounting & Controller

Signatures

Jay L. Tobin,
Attorney-in-Fact

12/13/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 8, 2016.
- (2) All of the shares subject to the option have previously vested.
- (3) Of the shares subject to the option, the remaining shares will vest on December 5, 2017.
- (4) Of the shares subject to the option, 308 shares have previously vested and the remaining shares will vest ratably on September 27, 2017 and September 27, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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