

Dave & Buster's Entertainment, Inc.
 Form 4
 December 12, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
JENKINS BRIAN

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)
12/08/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

DALLAS, TX 75220

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/08/2016		M	45,000 A \$ 4.44	45,000	I	LTD Partners, LP
Common Stock	12/08/2016		S	45,000 D \$ 56.406 (1)	0	I	LTD Partners, LP
Common Stock	12/12/2016		M	7,500 A \$ 4.44	7,500	I	LTD Partners, LP
Common Stock	12/12/2016		S(2)	7,500 D \$ 56.2195	0	I	LTD Partners,

(3)

LP

Common
Stock

1

D

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

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(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	12/08/2016		M	45,000	(4) 06/01/2020	Common Stock	45,000
Stock Option (Right to Buy)	\$ 4.44	12/12/2016		M	7,500	(4) 06/01/2020	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JENKINS BRIAN 2481 MANANA DRIVE DALLAS, TX 75220			SVP & CFO	

Signatures

Jay L. Tobin,
Attorney-in-Fact
12/12/2016

**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 price reported in Column 4 is a weighted average price. These shares were sold to multiple transactions at prices ranging from \$56.05 to \$56.6650, inclusive. The reporting person undertakes to provide to Dave & Buster's Entertainment, Inc., any security holder of Dave & Buster's Entertainment, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the LTD Partners LP on July 6, 2016.

(3) The price reported in Column 4 is a weighted average price. These shares were sold to multiple transactions at prices ranging from \$55.90 to \$57.010, inclusive. The reporting person undertakes to provide to Dave & Buster's Entertainment, Inc., any security holder of Dave & Buster's Entertainment, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

(4) All of the shares subject to the option have previously vested.

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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