

Dave & Buster's Entertainment, Inc.

Form 4

June 09, 2016

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

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Manning Margo Lynn

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)

DALLAS, TX 75220

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2016

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP of Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 06/08/2016 | | M | | 5,814 | A \$ 4.44 | 5,815 D |
| Common Stock | 06/08/2016 | | M | | 633 | A \$ 4.66 | 6,448 D |
| Common Stock | 06/08/2016 | | S ⁽¹⁾ | | 6,447 | D \$ 44.8109 | 1 D |
| | | | | | | ⁽²⁾ | |

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|----------------------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | \$ 4.44 | 06/08/2016 | | M | 5,814 | <u>(3)</u> | 06/01/2020 | Common Stock | 5,814 | |
| Stock Option (Right to Buy) | \$ 4.66 | 06/08/2016 | | M | 633 | <u>(4)</u> | 07/13/2021 | Common Stock | 633 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Manning Margo Lynn 2481 MANANA DRIVE DALLAS, TX 75220 | SVP of Human Resources |

Signatures

Jay L. Tobin,
Attorney-in-Fact 06/09/2016

**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 September 15, 2015.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold to multiple transactions at prices ranging from \$44.50 to \$45.31, 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

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of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

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

(4) Of the shares subject to the option, 3,465 shares will vest on July 13, 2016. The remaining shares 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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