

Dave & Buster's Entertainment, Inc.
Form 8-A12B
September 24, 2012

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Dave & Buster s Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

35-2382255
(I.R.S. Employer Identification No.)

2481 Mañana Drive

Dallas, Texas
(Address of principal executive offices)

75220
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

Common Stock, par value \$0.01 per share

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-175616**

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in the Registrant's prospectus, which constitutes a part of the Registrant's Registration Statement on Form S-1 (File No. 333-175616), originally filed with the Securities and Exchange Commission on July 15, 2011, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: September 24, 2012

Dave & Buster's Entertainment, Inc.

By: /s/ Jay L. Tobin

Name: Jay L. Tobin

Title: Senior Vice President, General Counsel and
Secretary