

Dave & Buster's Entertainment, Inc.
Form DEFA14A
May 02, 2018

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

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

DAVE & BUSTER S ENTERTAINMENT, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

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Important Notice Regarding the Availability of Proxy Materials for the

Dave & Buster's Entertainment, Inc. Shareholder Meeting to be Held on June 14, 2018

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement and Annual Report on Form 10-K are available at:

Easy Online Access – A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.envisionreports.com/play to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before June 4, 2018 to facilitate timely delivery.

02SREA

Shareholder Meeting Notice

Dave & Buster's Entertainment, Inc.'s Annual Meeting of Shareholders will be held on June 14, 2018 at the Westin O'Hare Hotel, 6100 N. River Road, Rosemont, IL 60018 at 8:30 a.m. Central Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote **FOR** the Election of Eight Directors and **FOR** Proposals 2-3.

1. Election of Directors.
2. Ratification of Appointment of KPMG LLP as Independent Registered Public Accounting Firm.
3. Advisory Approval of Executive Compensation.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below.

If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- g **Internet** Go to www.envisionreports.com/play. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- g **Email** Send email to investorvote@computershare.com with Proxy Materials Dave & Buster's Entertainment, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of the current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by June 4, 2018.

02SREA

"font-size: 8pt"> CLP Holdings Ltd. 1,856,156 1.4 9,270,000 Emperor Watch & Jewellery Ltd. 439,159 0.3 4,778,000 Hutchison Telecommunications Hong Kong Holdings Ltd. 1,747,127 1.3 319,100 Television Broadcasts Ltd. 1,113,356 0.8 9,364,725 6.8 India: 8.0% 354,903 Coal India Ltd. 1,519,129 1.1 294,744 GAIL India Ltd. 2,144,673 1.5 418,645 ICICI Bank Ltd. 2,007,325 1.5 393,153 ITC Ltd. 1,561,210 1.1 684,969 NTPC Ltd. 1,924,351 1.4 256,813 Tech Mahindra Ltd. 1,948,600 1.4 11,105,288 8.0 Indonesia: 3.3% 3,291,000 Bank Negara Indonesia Persero Tbk PT 1,970,804 1.4 831,800 Indo Tambangraya Megah PT 1,302,658 0.9 1,927,500 Semen Indonesia Persero Tbk PT 1,339,531 1.0 4,612,993 3.3 Malaysia: 3.2% 2,149,213 Berjaya Sports Toto BHD 1,219,263 0.9 1,070,400 CIMB Group Holdings Bhd 1,583,548 1.1 2,146,900 IJM Corp. Bhd 1,622,184 1.2 4,424,995 3.2 New Zealand: 1.0% 286,783 Fletcher Building Ltd. 1,365,316 1.0 Singapore: 1.1% 1,131,200 First Resources Ltd. 1,570,076 1.1 South Korea: 13.5% 188,461 DGB Financial Group, Inc. 1,732,114 1.3 80,812 Hite Jinro Co. Ltd. 1,759,931 1.3 54,408 Kangwon Land, Inc. 1,857,346 1.3 47,750 Korea Electric Power Corp. 1,653,005 1.2 53,403 KT Corp. 1,502,528 1.1 38,725 LG Display Co., Ltd. 1,106,486 0.8 5,792 POSCO 1,779,043 1.3 1,633 Samsung Electronics Co., Ltd. 3,843,205 2.8 6,989 Samsung Fire & Marine Insurance Co. Ltd. 1,675,404 1.2 38,643 Shinhan Financial Group Co., Ltd. 1,724,100 1.2 18,633,162 13.5

Voya Asia Pacific High Dividend Equity Income Fund **PORTFOLIO OF INVESTMENTS**
as of November 30, 2017 (Unaudited) (Continued)

Shares		Value	Percentage of Net Assets
COMMON STOCK: (continued)			
	Taiwan: 7.9%		
106,000	Catcher Technology Co., Ltd.	\$1,149,480	0.8
1,573,000	Cathay Financial Holding Co., Ltd.	2,726,057	2.0
2,784,664	CTBC Financial Holding Co. Ltd.	1,863,999	1.3
122,265	MediaTek, Inc.	1,339,845	1.0
575,000	Quanta Computer, Inc.	1,182,213	0.8
359,292	Taiwan Semiconductor Manufacturing Co., Ltd.	2,713,933	2.0
		10,975,527	7.9
	United Kingdom: 1.3%		
181,200	HSBC Holdings PLC (HKD)	1,809,359	1.3
	Total Common Stock (Cost \$136,333,821)	132,100,753	95.4
PREFERRED STOCK: 3.0%			
	South Korea: 3.0%		
9,958	Hyundai Motor Co.	894,741	0.6
18,077	Hyundai Motor Co.- Series 2	1,802,301	1.3
751	Samsung Electronics Co., Ltd. - Pref	1,456,487	1.1
	Total Preferred Stock (Cost \$2,692,279)	4,153,529	3.0
RIGHTS: -%			
	Taiwan: -%		
38,139	(1) Chinatrust Financial Holding Co., Ltd.	-	-
	Total Rights (Cost \$-)	-	-
	Total Long-Term Investments (Cost \$139,026,100)	136,254,282	98.4
SHORT-TERM INVESTMENTS: 1.5%			
	Mutual Funds: 1.5%		
2,105,143	(2) BlackRock Liquidity Funds, FedFund, Institutional Class, 0.960% (Cost \$2,105,143)	2,105,143	1.5

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Total Short-Term Investments (Cost \$2,105,143)	2,105,143	1.5
Total Investments in Securities (Cost \$141,131,243)	\$ 138,359,425	99.9
Assets in Excess of Other Liabilities	133,067	0.1
Net Assets	\$ 138,492,492	100.0

ADR American Depositary Receipt

- (1) Non-income producing security.
- (2) Rate shown is the 7-day yield as of November 30, 2017.

Sector Diversification	Percentage of Net Assets	
Financials	29.5	%
Information Technology	14.6	
Industrials	8.0	
Consumer Staples	6.8	
Utilities	6.8	
Telecommunication Services	6.7	
Real Estate	6.5	
Consumer Discretionary	6.5	
Materials	6.0	
Energy	5.2	
Health Care	1.8	
Rights	0.0	
Short-Term Investments	1.5	
Assets in Excess of Other Liabilities	0.1	
Net Assets	100.0	%

Voya Asia Pacific High Dividend Equity Income Fund PORTFOLIO OF INVESTMENTS
as of November 30, 2017 (Unaudited) (Continued)

Fair Value Measurements

The following is a summary of the fair valuations according to the inputs used as of November 30, 2017 in valuing the assets and liabilities:⁽¹⁾

	Quoted Prices in Active Markets for Identical Investments (Level 1)	Significant Other Observable Inputs# (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at November 30, 2017
Asset Table				
Investments, at fair value				
Common Stock				
Australia	\$ –	\$26,668,700	\$ –	\$26,668,700
China	5,717,981	35,852,631	–	41,570,612
Hong Kong	3,408,671	5,956,054	–	9,364,725
India	5,434,161	5,671,127	–	11,105,288
Indonesia	3,310,335	1,302,658	–	4,612,993
Malaysia	4,424,995	–	–	4,424,995
New Zealand	–	1,365,316	–	1,365,316
Singapore	–	1,570,076	–	1,570,076
South Korea	3,617,277	15,015,885	–	18,633,162
Taiwan	–	10,975,527	–	10,975,527
United Kingdom	–	1,809,359	–	1,809,359
Total Common Stock	25,913,420	106,187,333	–	132,100,753
Preferred Stock	1,802,301	2,351,228	–	4,153,529
Rights	–	–	–	–
Short-Term Investments	2,105,143	–	–	2,105,143
Total Investments, at fair value	\$ 29,820,864	\$108,538,561	\$ –	\$138,359,425
Liabilities Table				
Other Financial Instruments+				
Written Options	\$ –	\$(338,617)	\$ –	\$(338,617)
Total Liabilities	\$ –	\$(338,617)	\$ –	\$(338,617)

For the period ended November 30, 2017, as a result of the fair value pricing procedures for international equities utilized by the Fund certain securities have transferred in and out of Level 1 and Level 2 measurements during the (1) year. The Fund's policy is to recognize transfers between levels at the beginning of the reporting period. At November 30, 2017, securities valued at \$13,835,828 were transferred from Level 2 to Level 1 within the fair value hierarchy.

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Other Financial Instruments are derivatives not reflected in the Portfolio of Investments and may include open forward foreign currency contracts, futures, centrally cleared swaps, OTC swaps and written options. Forward foreign currency contracts, futures and centrally cleared swaps are valued at the unrealized gain (loss) on the instrument. OTC swaps and written options are valued at the fair value of the instrument.

The earlier close of the foreign markets gives rise to the possibility that significant events, including broad market moves, may have occurred in the interim and may materially affect the value of those securities. To account for this, the Fund may frequently value many of its foreign equity securities using fair value prices based on third party vendor modeling tools to the extent available. Accordingly, a portion of the Fund's investments are categorized as Level 2 investments.

At November 30, 2017, the following OTC written equity options were outstanding for Voya Asia Pacific High Dividend Equity Income Fund:

Description	Counterparty	Put/Call	Expiration Date	Exercise Price		Number of Contracts	Notional Amount	Premiums Received	Fair Value
S&P/ASX 200 Index	Morgan Stanley and Co. International PLC	Call	12/07/17	5,927.100	AUD	2,900	17,312,687	\$ 147,223	\$(137,025)
Hang Seng Index	Morgan Stanley and Co. International PLC	Call	12/07/17	28,568.540	HKD	2,200	64,190,170	109,443	(198,741)

Voya Asia Pacific High Dividend Equity Income Fund PORTFOLIO OF INVESTMENTS
as of November 30, 2017 (Unaudited) (Continued)

Description	Counterparty	Expiration Date	Exercise Price		Number of Contracts		Premiums Received	Fair Value
Korea Stock Exchange	Morgan Stanley and Co.	Call 12/07/17	339.589	KRW	24,600,000	8,001,150,000	\$91,881	\$(570)
KOSPI 200 Index	International PLC							
Taiwan Stock Exchange	Morgan Stanley and Co.	Call 12/07/17	10,812.190	TWD	17,600	185,863,744	58,004	(2,281)
Weighted Index	International PLC							
							\$406,551	\$(338,617)

Currency Abbreviations
AUD - Australian Dollar
HKD - Hong Kong Sar Dollar
KRW - South Korean Won
TWD - Taiwan New Dollar

A summary of derivative instruments by primary risk exposure is outlined in the following tables.

The fair value of derivative instruments as of November 30, 2017 was as follows:

		Fair Value
Derivatives not accounted for as hedging instruments		
Liability Derivatives	<u>Instrument Type</u>	
Equity contracts	Written options	\$ 338,617
Total Liability Derivatives		\$ 338,617

The following is a summary by counterparty of the fair value of OTC derivative instruments subject to Master Netting Agreements and collateral pledged (received), if any, at November 30, 2017:

	Morgan Stanley & Co. International PLC
Liabilities:	
Written options	\$ 338,617
Total Liabilities	\$ 338,617
Net OTC derivative instruments by counterparty, at fair value	\$ (338,617)
Total collateral pledged by the Fund/(Received from counterparty)	\$ 338,617
Net Exposure⁽¹⁾⁽²⁾	\$ -

(1) Positive net exposure represents amounts due from each respective counterparty. Negative exposure represents amounts due from the Fund.

(2) At November 30, 2017, the Fund had pledged \$590,000 in cash collateral to Morgan Stanley & Co. International PLC. Excess cash collateral is not shown for financial reporting purposes.

At November 30, 2017, the aggregate cost of securities and other investments and the composition of unrealized appreciation and depreciation of securities and other investments at period end were:

Cost for federal income tax purposes was \$141,079,246.

Net unrealized depreciation consisted of:

Gross Unrealized Appreciation	\$15,416,870
Gross Unrealized Depreciation	(18,429,529)
Net Unrealized Depreciation	\$(3,012,659)

Item 2. Controls and Procedures.

(a) Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant's disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-Q are being prepared, and the registrant's disclosure controls and procedures allow timely preparation and review of the information for the registrant's Form N-Q and the officer certifications of such Form N-Q.

(b) There were no significant changes in the registrant's internal controls over financial reporting that occurred during the registrant's last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): Voya Asia Pacific High Dividend Equity Income Fund

By /s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: January 26, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: January 26, 2018

By /s/ Todd Modic
Todd Modic
Senior Vice President and Chief Financial Officer

Date: January 26, 2018