Edgar Filing: CEC ENTERTAINMENT INC - Form 4

Form 4	TAINMENT IN	ЧС									
Check this box Washington, D.C. 20549 Nu Check this box if no longer Ex subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Es Section 16. SECURITIES but								OMB Number: Expires: Estimated a burden hou response	Number: 3235-028		
1. Name and Address of Reporting Person * 2. Is Swenson Bruce M Symbol CEC CEC			Symbol	C ENTERTAINMENT INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 4441 W. AIF					ansaction			X_ Director 10% Owner Officer (give title Other (specify below) below)			
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		on Date, if	Code (Instr. 8)	tr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock, Par Value \$0.10	02/14/2014			Code V U	Amount 2,190 (1)	(D) D	Price \$54		D		
Common Stock, Par Value \$0.10	02/14/2014			D	6,626 (2)	D	\$ 54	0	D		

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

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 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)	4. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address								
	Director	10% Owner	Officer	Other				
Swenson Bruce M 4441 W. AIRPORT FREEWAY IRVING, TX 75062	Х							
Signatures								
/s/ Jay Young, by power of attorney	0	2/18/2014						
**Signature of Reporting Person		Date						
Explanation of Responses:								

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).

Shares of Common Stock tendered into the tender offer launched by Q Merger Sub Inc. (the "Offeror") on January 16, 2014 pursuant to that certain Agreement and Plan of Merger, dated as of January 15, 2014, by and among CEC Entertainment, Inc., Offeror and Queso

- (1) Had certain Agreement and Flan of Merger, dated as of January 15, 2014, by and among CEC Entertainment, Inc., One of and Queso Holdings Inc. (the "Merger Agreement") to acquire all of the outstanding shares of common stock of CEC Entertainment, Inc., par value \$0.10 per share, at a purchase price of \$54.00 per share, net to the seller in cash, without interest and less any required withholding taxes.
- Shares of Restricted Common Stock that, upon consummation of the merger pursuant to the Merger Agreement, automatically vested in(2) accordance with their terms, and were cancelled and converted into the right to receive \$54.00 in cash per share, without interest and less any required withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.