

CEC ENTERTAINMENT INC

Form 4

February 19, 2014

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 *
FRANK RICHARD M

2. Issuer Name and Ticker or Trading Symbol
CEC ENTERTAINMENT INC
[CEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4441 W. AIRPORT FREEWAY

(Street)

IRVING, TX 75062

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2014

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, Par Value \$0.10	02/14/2014		U		117,811 (1)	D	\$ 54 0	D
Common Stock, Par Value \$0.10	02/14/2014		U		100,000 (1)	D	\$ 54 0	I By Richard M. Frank Rev. Trust
Common Stock, Par Value \$0.10	02/14/2014		U		25,000 (1)	D	\$ 54 0	I By Frank Family Trust A2

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Common Stock, Par Value \$0.10	02/14/2014	U	11,100 <u>(1)</u>	D	\$ 54 0	I	By Frank Group, LLC
Common Stock, Par Value \$0.10	02/14/2014	U	57 <u>(1)</u>	D	\$ 54 0	I	By 401(k) Plan
Common Stock, Par Value \$0.10	02/14/2014	D	91,770 <u>(2)</u>	D	\$ 54 0	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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK RICHARD M 4441 W. AIRPORT FREEWAY IRVING, TX 75062	X		Executive Chairman	

Signatures

/s/ Jay Young, by power of
attorney

02/18/2014

__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) 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 Qeso 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.

(2) Shares of Restricted Common Stock that, upon consummation of the merger pursuant to the Merger Agreement, automatically vested in 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.

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