Edgar Filing: CEC ENTERTAINMENT INC - Form 4

CEC ENTER Form 4 February 19,	TAINMENT II 2014	NC									
February 19, 2014 FORM 4 Check this box if no longer subject to Section 16. Form 4 or							OMB APPROVAL OMB 3235-02 Number: January 3 Expires: 20 Estimated average burden hours per response 0				
Form 5 obligation may conti <i>See</i> Instru 1(b).	^s nue. Section 17	(a) of the		ility Hold	ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40			
(Print or Type R	esponses)										
Forsythe Randy G Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			CEC ENTERTAINMENT INC [CEC] (Check						k all applicable)		
(Month/			3. Date of (Month/D) 02/14/20	-				Director 10% Owner X Officer (give title Other (specify below) below) EVP and Director of Operations			
				ndment, Dat th/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)	Tabl	I - Non-D	erivative S	ecurit	ies Acc	Person	f or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	c) Execution any	emed on Date, if	n Date, if Transaction(A) or Disposed of Code (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of			
Common Stock, Par Value \$0.10	02/14/2014			Code V U	Amount 20,001 (1)	(D) D	Price \$54		D		
Common Stock, Par Value \$0.10	02/14/2014			D	25,007 (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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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	Relationships							
reporting officer runner runn of	Director	10% Owner	Officer	Other				
Forsythe Randy G 4441 W. AIRPORT FREEWAY IRVING, TX 75062			EVP and Director of Operations					
Signatures								
lel low Voung by nower of								

/s/ Jay Young, by power of	02/18/2014
attorney	02/10/2011

**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).

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.