

CEC ENTERTAINMENT INC
 Form 3
 February 18, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ Flesh Daniel E. (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 02/14/2014	3. Issuer Name and Ticker or Trading Symbol CEC ENTERTAINMENT INC [CEC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O APOLLO MANAGEMENT, L.P., ^ 9 WEST 57TH STREET, 43RD FLOOR
 (Street)

NEW YORK, ^ NY ^ 10019
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.10 per share	0 ⁽¹⁾ ⁽²⁾	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)
		Title			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flesh Daniel E. C/O APOLLO MANAGEMENT, L.P., 9 WEST 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X	X	X

Signatures

/s/ Daniel E. Flesh
Date: 02/18/2014

Signature of Reporting Person: _____ Date: _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Mr. Flesh is associated with Apollo Management, L.P. ("Apollo Management") and its affiliated managers, including Apollo Management VIII, L.P. ("Management VIII"). Management VIII is the manager of AP VIII Queso Holdings, L.P. ("AP VIII Queso"), which is the sole shareholder of Queso Holdings Inc. ("Queso Holdings"), which is the sole shareholder of Q Merger Sub Inc. ("Q Merger Sub"), which holds shares of common stock of CEC Entertainment, Inc. (the "Issuer"). This report does not include any securities of the Issuer that are held by Q Merger Sub or Queso Holdings, or that may be deemed to be beneficially owned by AP VIII Queso, Management VIII, Apollo Management or any other Apollo investment managers or investment advisors affiliated with AP VIII Queso, and Mr. Flesh disclaims beneficial ownership of all such securities.
- (1) (Continued from footnote 1) This report shall not be deemed an admission that Mr. Flesh is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.