CEC ENTERTAINMENT INC Form SC 13G/A February 17, 2009

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

SCHEDULE 13G (Amendment No. 1)*

Under the Securities Exchange Act of 1934

CEC ENTERTAINMENT, INC.
(Name of Issuer)
Common Stock, par value \$0.10 per share
(Title of Class of Securities)
125137109
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:
[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
CUSIP No. 125137109
(1) Names of Reporting Persons: WS Capital, L.L.C.
I.R.S. Identification Nos. of Above Persons (entities only):

(2)	Check the Appropriate Box if a	a Mei	mber of a Group (See Instructions)	
	(a) []	(o) [X]	_
(3)	SEC Use Only			_
(4)	Citizenship or Place of Organi	izat	ion: Texas	
	of Shares Beneficially Owned ach Reporting Person	(5)	Sole Voting Power: 0	*
		(6)	Shared Voting Power: 0	*
		(7)	Sole Dispositive Power: 0	*
		(8)	Shared Dispositive Power: 0	*
(9)	Aggregate Amount Beneficially 0*	Own	ed by Each Reporting Person:	_
(10)	Check Box if the Aggregate P	Amou	nt in Row (9) Excludes Certain Share:	s -
(11)	Percent of Class Represented k			_
240.13d- ("WSCQP" Investme the "WS WS Capit WSCQP, t manager WSC Mana a result Smith po of the (Opporture Manageme Stacy Sr and Mess power to by the W	-3, Walker Smith Capital, L.P. "), Walker Smith International ents, L.P. ("HHMI", and toge Funds") owned no securities of tal Management, L.P. ("WSC Manathe agent and attorney-in-fact for HHMI. WS Capital, L.L.C. agement. Reid S. Walker and G. WSC Management, WS Capital, ossess shared power to vote and Company held by the WS Funds. This prince with WSO, the "WSO Funds and MS and MS and MSO, the "WSO Funds and MSO, the "WSO Funds and MSO, the "WSO Funds and Patrick P. Walker are sers. Reid S. Walker, Patrick P. vote and direct the dispositives."	("W L Fu L F	Date"), for purposes of Reg. Section SC"), Walker Smith Capital (Q.P.), L.P. and, Ltd. ("WS International") and HHM: with WSC, WSCQP and WS International, C Entertainment, Inc. (the "Company") ent") is the general partner of WSC and or WS International and the investment wS Capital") is the general partner of acy Smith are members of WS Capital. As and Messrs. Reid S. Walker and G. Stack rect the disposition of the securities addition, as of the Reporting Date, WS Capital Fund (Q.P.), L.P. ("WSOQP", bowned no securities of the Company. WS all partner of WSVM. Reid S. Walker, Genbers of WSV. As a result, WSVM, WSV alker and G. Stacy Smith possess shared of the securities of the Company held	·I, ·dtfsyss,sv ·,d
CUSIP No	o. 125137109			

(1) Names of Reporting Persons: WS Capital Management, L.P.

I.R.S. Identification Nos. of Above Persons (entities only):

(2)	Check the Appropriate Box if	a Member of a Group (See Instructions)	
	(a) []	(b) [X]	
(3)	SEC Use Only		
(4)	Citizenship or Place of Organ	ization: Texas	
	of Shares Beneficially Owned Each Reporting Person	(5) Sole Voting Power:	0*
		(6) Shared Voting Power:	0*
		(7) Sole Dispositive Power:	0*
		(8) Shared Dispositive Power:	0*
(9)	Aggregate Amount Beneficially 0*	Owned by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amount in Row (9) Excludes Certain Sha	res
(11)	Percent of Class Represented	by Amount in Row (9): 0.0%*	
(12)	Type of Reporting Person:	IA/PN	
240.13d ("WSCQP Investm the "WS WS Capi WSCQP, manager WSC Man a resul Smith p of the Opportu and tog Venture Managem Stacy S and Mes power t	d-3, Walker Smith Capital, L.P. O"), Walker Smith International ments, L.P. ("HHMI", and tog S Funds") owned no securities of tal Management, L.P. ("WSC Man the agent and attorney-in-face for HHMI. WS Capital, L.L.C. magement. Reid S. Walker and G t, WSC Management, WS Capital cossess shared power to vote an Company held by the WS Funds. mity Fund, L.P. ("WSO") and W gether with WSO, the "WSO Funds es Management, L.P. ("WSVM") i ment, L.L.C. ("WSV") is the g Smith and Patrick P. Walker ar ssrs. Reid S. Walker, Patrick	ting Date"), for purposes of Reg. Sect ("WSC"), Walker Smith Capital (Q.P.), I I Fund, Ltd. ("WS International") and Hether with WSC, WSCQP and WS Internation of CEC Entertainment, Inc. (the "Company agement") is the general partner of WSC to for WS International and the investment ("WS Capital") is the general partner of WSC and Messrs. Reid S. Walker and G. Stad direct the disposition of the securit In addition, as of the Reporting Date, (Sopportunity Fund (Q.P.), L.P. ("WSOQ") owned no securities of the Company. It is the general partner of the WSO Funds. The general partner of WSVM. Reid S. Walker, we members of WSV. As a result, WSVM, WP. Walker and G. Stacy Smith possess shation of the securities of the Company in the securities of the Company in the company in the securities of the Company in the securities	HMMI all, ""). and eent of As acy ies WS WSV G. SVV, rred

CUSIP No. 125137109

(1)	Names of Reporting Persons:	WSV	Management, L.L.C.	
	I.R.S. Identification Nos. of	Abo	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	mber of a Group (See Instructions)	
	(a) []	(b) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	izat	ion: Texas	
	of Shares Beneficially Owned ach Reporting Person	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	0*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	0*
(10)	Check Box if the Aggregate	 Amou 	nt in Row (9) Excludes Certain Sh	ares
(11)	Percent of Class Represented	by A 	mount in Row (9): 0.0%*	
(12)	Type of Reporting Person: HC/	00		
240.13d ("WSCQP Investmenthe "WS WS Capi" WSCQP, manager WSC Mana a result Smith per of the Opporture and toget Venture: Managements Stacy Stand Mess power to	-3, Walker Smith Capital, L.P. "), Walker Smith Internationa ents, L.P. ("HHMI", and tog Funds") owned no securities o tal Management, L.P. ("WSC Man the agent and attorney-in-fac for HHMI. WS Capital, L.L.C. agement. Reid S. Walker and G t, WSC Management, WS Capital ossess shared power to vote an Company held by the WS Funds. nity Fund, L.P. ("WSO") and W ether with WSO, the "WSO Funds s Management, L.P. ("WSVM") i ent, L.L.C. ("WSV") is the g mith and Patrick P. Walker ar srs. Reid S. Walker, Patrick	("We the the the the the the the the the th	Date"), for purposes of Reg. Sec. SC"), Walker Smith Capital (Q.P.), and, Ltd. ("WS International") and rewith WSC, WSCQP and WS Internation of Entertainment, Inc. (the "Companent") is the general partner of WSC or WS International and the invest ws Capital") is the general partner acy Smith are members of WS Capital and Messrs. Reid S. Walker and G. Strect the disposition of the security addition, as of the Reporting Date portunity Fund (Q.P.), L.P. ("WSC owned no securities of the Company. The general partner of the WSO Funds. all partner of WSVM. Reid S. Walker, mbers of WSV. As a result, WSVM, alker and G. Stacy Smith possess short the securities of the Company.	L.P. HHMI Dnal, ny"). C and Ement er of L. As Stacy ties WS OQP", WSV G. WSV, nared

CUSIP N	Jo. 125137109			
(1)	Names of Reporting Persons:	 WS V	entures Management, L.P.	
	I.R.S. Identification Nos. of	Abo	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	mber of a Group (See Instructions)	
	(a) []		b) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	izat	ion: Texas	
	of Shares Beneficially Owned Cach Reporting Person	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	0*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	0*
(10)	Aggregate Amount Beneficially 0* Check Box if the Aggregate []		nt in Row (9) Excludes Certain S	hares
(11)	Percent of Class Represented	by A	mount in Row (9): 0.0%*	
(12)	Type of Reporting Person:	IA/	PN	
240.13d ("WSCQP Investm the "WS WS Capi WSCQP, manager WSC Man a resul Smith p of the Opportu and tog Venture Managem Stacy S and Mes power t	d-3, Walker Smith Capital, L.P. ""), Walker Smith International ments, L.P. ("HHMI", and tog is Funds") owned no securities of ital Management, L.P. ("WSC Man the agent and attorney-in-face is for HHMI. WS Capital, L.L.C. agement. Reid S. Walker and G it, WSC Management, WS Capital cossess shared power to vote an Company held by the WS Funds. Inity Fund, L.P. ("WSO") and W gether with WSO, the "WSO Funds is Management, L.P. ("WSVM") i ment, L.L.C. ("WSV") is the g is mith and Patrick P. Walker ar is srs. Reid S. Walker, Patrick	("W l Fu ethe f CE agem t f (" . St d di In S Op ") s th ener e me P. W	Date"), for purposes of Reg. Se SC"), Walker Smith Capital (Q.P.), nd, Ltd. ("WS International") and r with WSC, WSCQP and WS Internati C Entertainment, Inc. (the "Compa ent") is the general partner of WS or WS International and the inves WS Capital") is the general partnacy Smith are members of WS Capitand Messrs. Reid S. Walker and G. rect the disposition of the secur addition, as of the Reporting Dat portunity Fund (Q.P.), L.P. ("WS owned no securities of the Company e general partner of the WSO Funds all partner of WSVM. Reid S. Walker mbers of WSV. As a result, WSVM, alker and G. Stacy Smith possess s of the securities of the Company	L.P. HHMI onal, ny"). C and thent er of l. As Stacy ities e, WS OQP", . WSV , G. WSV, hared

CUSIP N	No. 125137109		
(1)	Names of Reporting Persons:	Reid S. Walker	
	I.R.S. Identification Nos. o	f Above Persons (entities only):	
(2)	Check the Appropriate Box if	a Member of a Group (See Instructions)	
	(a) []	(b) [X]	
(3)	SEC Use Only		
(4)	Citizenship or Place of Organ	nization: United States	
	of Shares Beneficially Owned Each Reporting Person	(5) Sole Voting Power:	0*
		(6) Shared Voting Power:	0*
		(7) Sole Dispositive Power:	0*
		(8) Shared Dispositive Power:	0*
(10)	0*	y Owned by Each Reporting Person:	 ares
(11)	Percent of Class Represented	by Amount in Row (9): 0.0%*	
(12)	Type of Reporting Person:	IN	
240.13d ("WSCQP Investm the "WS WS Capi WSCQP, manager WSC Man a resul Smith p of the Opportu and tog Venture Managem	d-3, Walker Smith Capital, L.P. O"), Walker Smith International Ments, L.P. ("HHMI", and took of Funds") owned no securities of the agent and attorney-in-fact for HHMI. WS Capital, L.L.C. agement. Reid S. Walker and of the WSC Management, WS Capital Cossess shared power to vote and Company held by the WS Funds. Inity Fund, L.P. ("WSO") and West Management, L.P. ("WSO") is the other, L.L.C. ("WSV") is the other.	rting Date"), for purposes of Reg. Sec. ("WSC"), Walker Smith Capital (Q.P.), al Fund, Ltd. ("WS International") and gether with WSC, WSCQP and WS Internation of CEC Entertainment, Inc. (the "Company nagement") is the general partner of WSC ct for WS International and the investic. ("WS Capital") is the general partner of Stacy Smith are members of WS Capital 1, and Messrs. Reid S. Walker and G. Stacy Smith are members of the securion of the securion in addition, as of the Reporting Date WS Opportunity Fund (Q.P.), L.P. ("WSOGS") owned no securities of the Company is the general partner of the WSO Funds. General partner of WSVM. Reid S. Walker, re members of WSV. As a result, WSVM,	L.P. HHMI nal, y"). and ment r of . As tacy ties , WS QP", WSV

and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP N	No. 125137109			
(1)	Names of Reporting Persons:	G. S	tacy Smith	
	I.R.S. Identification Nos. of	Abo	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	ember of a Group (See Instructions)	
	(a) []	((b) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	ıizat	ion: United States	
	of Shares Beneficially Owned Each Reporting Person	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	 0*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	 0*
(9)	Aggregate Amount Beneficially 0*	Owr	ed by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amou	nt in Row (9) Excludes Certain Shar	es
(11)	Percent of Class Represented	by A	mount in Row (9): 0.0%*	
(12)	Type of Reporting Person:	IN		
240.13d ("WSCQE Investm the "WS WS Capi WSCQP, manager WSC Mar a resul Smith p	d-3, Walker Smith Capital, L.P. P"), Walker Smith International ments, L.P. ("HHMI", and tog S Funds") owned no securities of ital Management, L.P. ("WSC Management and attorney-in-fact for HHMI. WS Capital, L.L.C. nagement. Reid S. Walker and Glt, WSC Management, WS Capital possess shared power to vote and Company held by the WS Funds.	("Wall Function of CE agents of CE ("G. St., and dimensional of the center of the cent	Date"), for purposes of Reg. Sectings", Walker Smith Capital (Q.P.), L. and, Ltd. ("WS International") and HH er with WSC, WSCQP and WS International Content of Company" and the general partner of WSC as for WS International and the investme LWS Capital") is the general partner accy Smith are members of WS Capital. and Messrs. Reid S. Walker and G. State and Messrs. Reid S. Walker and G. State and Company and the security addition, as of the Reporting Date, apportunity Fund (Q.P.), L.P. ("WSOQP	P. MI l,). nd nt of As Cy es WS

and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

CUSIP	No. 12513/109		
(1)	Names of Reporting Persons:	Patrick P. Walker	
	I.R.S. Identification Nos. of	Above Persons (entities only):	
(2)	Check the Appropriate Box if	a Member of a Group (See Instructio	ns)
	(a) []	(b) [X]	
(3)	SEC Use Only		
(4)	Citizenship or Place of Organ	nization: United States	
	er of Shares Beneficially Owned Each Reporting Person	(5) Sole Voting Power:	0*
		(6) Shared Voting Power:	0 *
		(7) Sole Dispositive Power:	0*
		(8) Shared Dispositive Power:	0*
(9)	Aggregate Amount Beneficially	Owned by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amount in Row (9) Excludes Certai	n Shares
(11)	Percent of Class Represented	by Amount in Row (9): 0.0%*	
(12)	Type of Reporting Person: IN		
240.13 ("WSCQ Invest the "W WS Cap WSCQP, manage WSC Ma a resu	3d-3, Walker Smith Capital, L.P. QP"), Walker Smith International Ements, L.P. ("HHMI", and too NS Funds") owned no securities of the agent and attorney-in-factor for HHMI. WS Capital, L.L.C. anagement. Reid S. Walker and Calt, WSC Management, WS Capital	cting Date"), for purposes of Reg. ("WSC"), Walker Smith Capital (Q.P. al Fund, Ltd. ("WS International") gether with WSC, WSCQP and WS Internof CEC Entertainment, Inc. (the "Conagement") is the general partner of ct for WS International and the in ("WS Capital") is the general page. Stacy Smith are members of WS Capital, and Messrs. Reid S. Walker and addirect the disposition of the se	and HHMI ational, mpany"). WSC and westment artner of ital. As G. Stacy

of the Company held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund, L.P. ("WSO") and WS Opportunity Fund (Q.P.), L.P. ("WSOQP", and together with WSO, the "WSO Funds") owned no securities of the Company. WS Ventures Management, L.P. ("WSVM") is the general partner of the WSO Funds. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the securities of the Company held by the WSO Funds.

- Item 1(a). Name of Issuer: CEC ENTERTAINMENT, INC.
- Item 1(b). Address of Issuer's Principal Executive Offices:
 4441 West Airport Freeway
 Irving, Texas 75062
- Item 2(a). Name of Person Filing:
 WS Capital, L.L.C.
 WS Capital Management, L.P.
 WSV Management, L.L.C.
 WS Ventures Management, L.P.
 Reid S. Walker
 G. Stacy Smith
 Patrick P. Walker
- Item 2(c). Citizenship:
 WS Capital, L.L.C.: Texas
 WS Capital Management, L.P.: Texas
 WSV Management, L.L.C.: Texas
 WS Ventures Management, L.P.: Texas

Reid S. Walker: United States
G. Stacy Smith: United States
Patrick P. Walker: United States

- Item 2(e). CUSIP Number: 125137109
- Item 3. Not Applicable.
- Item 4. Ownership:

(a)	Amount Beneficially Owned:	
	WS Capital, L.L.C.	0 *
	WS Capital Management, L.P.	0 *
	WSV Management, L.L.C.	0 *
	WS Ventures Management, L.P.	0 *
	Reid S. Walker	0 *
	G. Stacy Smith	0 *
	Patrick P. Walker	0 *

(b)	Perce	nt of Class:	
	WS Ca	pital, L.L.C.	0.0%*
		pital Management, L.P.	0.0%*
		anagement, L.L.C.	0.0%*
		ntures Management, L.P.	0.0%*
		S. Walker	0.0%*
		acy Smith	0.0%*
		ck P. Walker	0.0%*
(c)	Numbe	r of shares as to which such person has:	
	(i)	sole power to vote or to direct the vote:	
		WS Capital, L.L.C.	0*
		WS Capital Management, L.P.	0 *
		WSV Management, L.L.C.	0 *
		WS Ventures Management, L.P.	0*
		Reid S. Walker	0*
		G. Stacy Smith	0 *
		Patrick P. Walker	0 *
	(ii)	shared power to vote or to direct the vote	:
		WS Capital, L.L.C.	0*
		WS Capital Management, L.P.	0 *
		WSV Management, L.L.C.	0 *
		WS Ventures Management, L.P.	0 *
		Reid S. Walker	0 *
		G. Stacy Smith	0 *
		Patrick P. Walker	0 *
	(iii)	sole power to dispose or to direct the dis	position of:
		WS Capital, L.L.C.	0 *
		WS Capital Management, L.P.	0 *
		WSV Management, L.L.C.	0 *
		WS Ventures Management, L.P.	0 *
		Reid S. Walker	0 *
		G. Stacy Smith	0 *
		Patrick P. Walker	0 *
	(iv)	shared power to dispose or to direct the d	isposition of
		WS Capital, L.L.C.	0 *
		WS Capital Management, L.P.	0 *
		WSV Management, L.L.C.	0 *
		WS Ventures Management, L.P.	0 *
		Reid S. Walker	0 *
		G. Stacy Smith	0*
		Patrick P. Walker	0*

^{*} See footnote to cover pages.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2009

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WSV MANAGEMENT, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS VENTURES MANAGEMENT, L.P. $\,$

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

/s/ Reid S. Walker

._____

REID S. WALKER

/s/ G. Stacy Smith

G. STACY SMITH

/s/ Patrick P. Walker

PATRICK P. WALKER

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the common stock of CEC ENTERTAINMENT, INC. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of February 17, 2009.

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/	Reid S. Walker
Reid	d S. Walker, Member
WSV MANA	AGEMENT, L.L.C.
By: /s/	Reid S. Walker
Reid	d S. Walker, Member
WS VENTU	JRES MANAGEMENT, L.P.
By: WSV	/ Management, L.L.C., its general partner
By: /s/	Reid S. Walker
Reid	d S. Walker, Member
	/s/ Reid S. Walker
-	REID S. WALKER
	/s/ G. Stacy Smith
-	G. STACY SMITH
	/s/ Patrick P. Walker
-	PATRICK P. WALKER