

DOVER MOTORSPORTS INC

Form 4

November 08, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CIBELLI MARIO

2. Issuer Name **and** Ticker or Trading
Symbol
DOVER MOTORSPORTS INC
[DVD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**6 EAST 43RD STREET, 23RD
FLOOR**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10017

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$0.10 par value	11/04/2011		S	396,950	D \$ 0.93	1,815,959	D <u>(1)</u>
Common Shares, \$0.10 par value						1,815,959	I See Footnote (2)
Common Shares, \$0.10 par	11/04/2011		S	103,050	D \$ 0.93	51,431	I See Footnote (3)

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value

Common
Shares,
\$0.10 par
value

11/04/2011

S 9,285 D \$ 1 1,806,674 D ⁽¹⁾

Common
Shares,
\$0.10 par
value

1,806,674

I

See
Footnote
(2)

Common
Shares,
\$0.10 par
value

11/04/2011

S 2,431 D \$ 1 49,000 I

See
Footnote
(3)

Common
Shares,
\$0.10 par
value

11/07/2011

S 106,191 D \$ 1.0033 1,700,483 D ⁽¹⁾

Common
Shares,
\$0.10 par
value

1,700,483

I

See
Footnote
(2)

Common
Shares,
\$0.10 par
value

49,000

I

See
Footnote
(3)

Common
Shares,
\$0.10 par
value

11/08/2011

S 75,000 D \$ 1.0733 1,625,483 D ⁽¹⁾

Common
Shares,
\$0.10 par
value

1,625,483

I

See
Footnote
(2)

Common
Shares,
\$0.10 par
value

49,000

I

See
Footnote
(3)

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

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.

SEC 1474
(9-02)

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

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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. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIBELLI MARIO 6 EAST 43RD STREET 23RD FLOOR NEW YORK, NY 10017		X		
CIBELLI CAPITAL MANAGEMENT LLC 6 EAST 43RD STREET 23RD FLOOR NEW YORK, NY 10017		X		
MARATHON PARTNERS, L.P. 6 EAST 43RD STREET 23RD FLOOR NEW YORK, NY 10017		X		

Signatures

/s/ Mario Cibelli 11/08/2011

**Signature of Reporting Person _____ Date _____

Cibelli Capital Management, LLC, By: /s/ Mario Cibelli 11/08/2011

Signature of Reporting Person _____ Date _____

Marathon Partners, L.P., By: Cibelli Capital Management, LLC, By: /s/ Mario Cibelli 11/08/2011

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).

(1) These securities are owned by Marathon Partners, L.P., which is a Reporting Person

(2)

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The reported securities are directly owned by Marathon Partners, L.P. and may be deemed beneficially owned by (i) Cibelli Capital Management, LLC, as General Partner of Marathon Partners, L.P. and (ii) Mario Cibelli, as managing member of Cibelli Capital Management, LLC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) The reported securities are directly owned by Marathon Focus Fund, L.P., a Delaware limited partnership, and may be deemed beneficially owned by Mario Cibelli as the managing member of Cibelli Research & Management, L.L.C., a Delaware limited liability company that is an investment management firm which serves as the general partner of Marathon Focus Fund, L.P. The reported securities are also directly owned by a number of separate managed accounts to which Mr. Cibelli serves as portfolio manager and therefore may be deemed to be beneficially owned by Mr. Cibelli. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the 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.