

DOVER MOTORSPORTS INC
Form 4
October 26, 2011

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 *
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)
10/24/2011

___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares, \$0.10 par value | 10/24/2011 | | S | | 20,000 | D | \$ 1.23 |
| Common Shares, \$0.10 par value | | | | | 2,310,109 | D ⁽¹⁾ | |
| Common Shares, \$0.10 par value | | | | | 2,310,109 | I | See Footnote ⁽²⁾ |
| Common Shares, \$0.10 par value | 10/26/2011 | | S | | 11,700 | D | \$ 1.1535 |
| | | | | | 2,298,409 | D ⁽¹⁾ | |

value

| | | | |
|---------------------------------|-----------|---|-------------------------|
| Common Shares, \$0.10 par value | 2,298,409 | I | See Footnote <u>(2)</u> |
|---------------------------------|-----------|---|-------------------------|

| | | | |
|---------------------------------|---------|---|-------------------------|
| Common Shares, \$0.10 par value | 154,481 | I | See Footnote <u>(3)</u> |
|---------------------------------|---------|---|-------------------------|

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)

| 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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | | |
| | | X | | |

MARATHON PARTNERS, L.P.
 6 EAST 43RD STREET
 23RD FLOOR
 NEW YORK, NY 10017

Signatures

| | |
|---|------------|
| /s/ Mario Cibelli | 10/26/2011 |
| __Signature of Reporting Person | Date |
| Cibelli Capital Management, LLC, By: /s/ Mario Cibelli | 10/26/2011 |
| __Signature of Reporting Person | Date |
| Marathon Partners, L.P., By: Cibelli Capital Management, LLC, By: /s/ Mario Cibelli | 10/26/2011 |
| __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.

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

(2) 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.

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

(3) 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.