

DOVER MOTORSPORTS INC

Form 4

January 21, 2010

**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

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**110 EAST 42ND STREET, SUITE**  
**1100**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/19/2010**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

**NEW YORK, NY 10017**

(City) (State) (Zip)

**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				(A) or (D)	Price		
			Code	V	Amount		
Common Shares, \$0.10 Par value	01/19/2010		P	10,000	A \$ 175,881	I	See Footnote (2)
Common Shares, \$0.10 Par					2,931,809	D <sup>(1)</sup>	
Common Shares, \$0.10 Par value					2,931,809	I	See Footnote (3)
Common Shares, \$0.10 Par					2.3044		

value

Common  
Shares,  
\$0.10 Par  
value

2,931,809 D <sup>(1)</sup>

Common  
Shares,  
\$0.10 Par  
value

2,931,809 I

See  
Footnote  
(2)

Common  
Shares,  
\$0.10 Par  
value 01/20/2010

P

5,500

A

\$  
2.2755

181,381

I

See  
Footnote  
(3)

Common  
Shares,  
\$0.10 Par  
value 01/21/2010

P

8,100

A

\$  
2.2654

2,939,909

D <sup>(1)</sup>

Common  
Shares,  
\$0.10 Par  
value

2,939,909

I

See  
Footnote  
(2)

Common  
Shares,  
\$0.10 Par  
value 01/21/2010

P

4,800

A

\$  
2.2654

186,181

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)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIBELLI MARIO 110 EAST 42ND STREET, SUITE 1100 NEW YORK, NY 10017		X		
MARATHON PARTNERS, L.P. 110 EAST 42ND STREET, SUITE 1100 NEW YORK, NY 10017		X		
CIBELLI CAPITAL MANAGEMENT LLC 110 EAST 42ND STREET, SUITE 1100 NEW YORK, NY 10017		X		

## Signatures

/s/ Mario Cibelli	01/21/2010
__Signature of Reporting Person	Date
Marathon Partners, L.P., By: Cibelli Capital Management, LLC, By: /s/ Mario Cibelli	01/21/2010
__Signature of Reporting Person	Date
Cibelli Capital Management, LLC, By: /s/ Mario Cibelli	01/21/2010
__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 Cibelli Capital Management, LLC as General Partner of Marathon Partners, L.P. and Mario Cibelli as managing member of Cibelli Capital Management, LLC.
- (2) 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.
- Mario Cibelli is 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., a Delaware limited partnership, which is a direct owner of Shares. Mr. Cibelli also serves as portfolio manager to a number of separate managed accounts that directly own Shares.
- (3) 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.