

DOVER MOTORSPORTS INC
Form SC 13D/A
December 17, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)
Amendment No. 18

Dover Motorsports, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.10 per share
(Title of Class of Securities)

260174107
(CUSIP Number)

Mario Cibelli, c/o Cibelli Capital Management, L.L.C.
110 East 42ND Street, Suite 1100, New York, NY 10017
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 17, 2009
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) 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 disclosures provided in a prior cover page.

The information required on 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 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. 260174107

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Mario Cibelli

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

AF, WC, PN

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

3,014,871

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

3,014,871

10. SHARES DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,014,871

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.66%

14. TYPE OF REPORTING PERSON*

IN

CUSIP No. 260174107

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Cibelli Capital Management, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware; United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,869,390

9. SOLE DISPOSITIVE POWER

0

10. SHARES DISPOSITIVE POWER

2,869,390

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,869,390

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.86%

14. TYPE OF REPORTING PERSON*

CO

CUSIP No. 260174107

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

Marathon Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York; United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,869,390

9. SOLE DISPOSITIVE POWER

0

10. SHARES DISPOSITIVE POWER

2,869,390

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,869,390

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW (11)

15.86%

14. TYPE OF REPORTING PERSON*

PN

CUSIP No. 260174107

Item 1. Security and Issuer.

The name of the issuer is Dover Motorsports, Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's offices is 1131 North DuPont Highway, Dover, Delaware, 19901. This Schedule 13D relates to the Issuer's Common Stock, \$0.10 par value (the "Shares").

Item 2. Identity and Background.

(a-c, f) This Schedule 13D is being filed by Mario Cibelli, a United States citizen, Marathon Partners, L.P., a New York limited partnership ("MP") and Cibelli Capital Management, L.L.C., a Delaware limited liability company that is an investment management firm which serves as the general partner of MP ("CCM"), each of whose principal business address is located at c/o Cibelli Capital Management, L.L.C., 110 East 42ND Street, New York, NY 10017. Mr. Cibelli is the managing member of "CCM". Mr. Cibelli is also the managing member of Cibelli Research & Management, L.L.C. ("CRM"), a Delaware limited liability company that is an investment management firm which serves as the general partner of Marathon Focus Fund, L.P., a New York limited partnership ("MFF"). Mr. Cibelli also serves as portfolio manager to a number of separate managed accounts.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof, Mr. Cibelli may be deemed to beneficially own 3,014,871 Shares, and MP and CCM may be deemed to beneficially own 2,869,390 Shares. The Shares are held by MP, MFF, and the separate managed accounts for which Mr. Cibelli serves as portfolio manager through his position in CCM and/or CRM (together, the "Clients"). The funds for the purchase of the Shares by the Clients came from the Clients' respective funds. Mr. Cibelli is also the beneficial owner of the Shares held in his personal accounts and in the accounts of his family members as follows: Mario Cibelli C/F S. Cibelli UTMA: 1,600 Shares; Mario Cibelli C/F G. Cibelli UTMA: 1,000 Shares; Mario Cibelli C/F L. Cibelli UTMA: 1,000 Shares; Mario Cibelli C/F C. Cibelli UTMA: 700 Shares; Mario Cibelli Simple IRA: 2,000; The total cost for the Shares held by Mr. Cibelli is \$40,851.76.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

Item 4. Purpose of Transaction.

On December 17, 2009, the Reporting Persons sent a letter to the Issuer's Board of Directors, attached hereto as Exhibit 99.2.

The Reporting Persons intend to review their investments in the Issuer on a continuing basis and may engage in further discussions with management, the Board, other stockholders of the Issuer and other relevant parties concerning the business, operations, management, strategy and future plans of the Issuer.

Depending on various factors including, without limitation, the Issuer's financial position and strategic direction, the outcome of any discussions referenced above, actions taken by the Board, price levels of the Shares, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investments in the Issuer as they deem appropriate including, without limitation, purchasing additional Shares or selling some or all of the Shares held by the Reporting Persons and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

Except as expressly set forth above, the Reporting Persons have no present plans, proposals, commitments, arrangements or understandings with respect to any of the matters set forth in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

As of the date hereof, Mr. Cibelli may be deemed to be the beneficial owner of 3,014,871 Shares, constituting 16.66% of the Shares of the Issuer, and MP and CCM may be deemed to be the beneficial owner of 2,869,390 Shares, constituting 15.86% of the Shares of the Issuer, in each case based upon the 18,093,166 Common Shares outstanding as of October 30, 2009, according to the Issuer's most recently filed Form 10-Q.

Mr. Cibelli has the sole power to vote or direct the vote and to dispose or direct the disposition of 3,014,871 Shares and the shared power to vote or direct the vote and dispose or direct the disposition of 0 Shares to which this filing relates. MP and CCM each have the sole power to vote or direct the vote and dispose or direct the disposition of 0 Shares and the shared power to vote or direct the vote and dispose or direct the disposition of 2,869,390 Shares to which this filing relates.

The trading dates, number of shares purchased and sold and price per share for all transactions in the Shares during the past 60 days by Mr. Cibelli through his position in, CCM, and CRM on behalf of the Clients are set forth in Schedule A and were all effected in broker transactions.

The 3,014,871 Shares were acquired for investment purposes. Mr. Cibelli and/or Mr. Cibelli on behalf of the Clients and MP and CCM may acquire additional Shares, dispose of all or some of these Shares from time to time, in each case in open markets or private transactions, block sales or purchases or otherwise, or may continue to hold the Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to the Shares.

Item 7. Material to be Filed as Exhibits.

A description of the transactions in the Shares that were effected by the Reporting Persons during the 60 days prior to December 17, 2009 is filed herewith as Exhibit 99.1.

A copy of the December 17, 2009 letter to the Board of Directors is filed herewith as Exhibit 99.2.

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.

December 17, 2009
(Date)

/s/ Mario Cibelli*
Mario Cibelli

MARATHON PARTNERS, L.P.
By its General Partner
Cibelli Capital Management, L.L.C.

/s/ Mario Cibelli*
By: Mario Cibelli
Title: Managing Member

CIBELLI CAPITAL MANAGEMENT,
L.L.C.

/s/ Mario Cibelli*
Title: Managing Member

* The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interest therein.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Transactions in the Shares

TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D

| Date of Transaction | Number of Shares Purchased/(SOLD) | Price Per Share |
|---------------------|-----------------------------------|-----------------|
| 12/01/09 | 22,200 | 1.9094 |
| 12/01/09 | 1,000 | 1.9094 |
| 12/02/09 | 14,210 | 1.9754 |
| 12/02/09 | 1,000 | 1.9754 |
| 12/03/09 | 40,000 | 2.0014 |
| 12/03/09 | 1,456 | 2.0014 |

Via Fed-Ex and Facsimile

December 17, 2009

Board of Directors
Dover Motorsports, Inc.
1311 N. DuPont Highway
Dover, Delaware 19903

Dear Board Members,

It was with amazement that we read certain quotations contained in a recent press release announcing that Mr. Tippie will be awarded an honorary doctorate by the University of Iowa at commencement ceremonies on Saturday, December 19, 2009. In the official University of Iowa press release dated December 3, 2009, Dean Curt Hunter describes Mr. Tippie as follows:

"Henry Tippie is a man of humble demeanor but extraordinary achievement, and he is a role model for University of Iowa students," said Hunter. "He has built his businesses the right [way]*, with hard work and ethical considerations always foremost. His generosity with the University ensures that he will continue to inspire our students for generations to come."

Source: <http://tippie.uiowa.edu/news/story.cfm?id=2248>

*Note: Amended due to apparent typographical/grammatical error

How can the Mr. Tippie that Dean Hunter knows be the same Mr. Tippie that the shareholders of Dover Motorsports ("Dover" or "Company") have come to know? The Mr. Tippie that the Dover shareholders know has not put 'ethical considerations' first and foremost. In fact, in our 20 years of investing, we have never encountered such an overt and detrimental conflict of interest as is present in Mr. Tippie's dual role as Chairman of Dover Motorsports and voting Trustee of RMT Trust. This arrangement has eliminated the criticism and tension that would have naturally arisen by now given Mr. Tippie's terrible track record at Dover over the past decade.

While we commend Mr. Tippie for his generous philanthropic activities and congratulate him for the award, the facts surrounding conflicts of interest and mismanagement at Dover stand in stark contrast to the lavish praise offered by Dean Hunter.

Here are the facts the Dover shareholders and board members know:

- Since 2002, the Company has taken goodwill write-downs and asset impairments in excess of \$130 million.
- Operating losses for the Midwest tracks have likely exceeded \$45 million over this period.

- Shareholders' equity has fallen by 60% over this period.
- Dover's share price has fallen a staggering 70% over this period.
- Deteriorating support for Mr. Tippie as reflected in the last three director re-elections (2003, 2006, 2009).

At Mr. Tippie's direction, the Q&A segment of quarterly conference calls was eliminated in mid-2008, suppressing legitimate questions, concern and criticism by outside shareholders.

The Board of Directors of Dover has failed the shareholders of the Company. The red ink from years of mismanagement is all over the board's hands.

The door remains wide open to intelligent, value enhancing alternatives that would benefit all the shareholders of the Company. Recent industry events such as the resolution of the Kentucky litigation and approval of the Kansas City casino project open the door even wider. Any concerned fiduciary who focused on the facts would find our logic and recommendations worthy of consideration and action.

As I have stated in the past, the longer the board's inaction continues, the more closely associated you will all be with the toxic situation Mr. Tippie has forced upon the owners of the business. It is clear the Mr. Tippie described above was long ago replaced by a self-serving and power hungry individual who values control of these racing assets above all else.

Remember your obligation - you are charged with maximizing shareholder value at Dover. In your absence, we will continue to act as advocates for the long-forgotten shareholders of the Company.

Sincerely,

Mario D. Cibelli
Managing Member

cc: Sally Mason, President, The University of Iowa
William C. Hunter, Dean, Henry B. Tippie College of Business
Charles H. Whiteman, Senior Associate Dean, Henry B. Tippie College of Business
Jarjisu Sa-Aadu, Associate Dean, Henry B. Tippie College of Business
Lon D. Moeller, Associate Dean, Henry B. Tippie College of Business