

DOVER MOTORSPORTS INC
Form SC 13D/A
October 30, 2008

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Dover Motorsports, Inc.

(Name of Issuer)

\$.10 Par Value Common Stock

(Title of Class of Securities)

260174 10 7

(CUSIP Number)

Henry B. Tippie, c/o Dover Motorsports, Inc.,

3505 Silverside Road, Concord Plaza, Plaza Centre Building, Suite 203, Wilmington, DE 19810

(302) 475-6757

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 29, 2008

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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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.

* 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 (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. 260174 10 7

1. Names of Reporting Persons
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Henry B. Tippie
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
11,290,700
8. Shared Voting Power
185,000
9. Sole Dispositive Power
11,290,700
10. Shared Dispositive Power
185,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,479,700
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
39.7%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

See initial filing.

Security and Issuer

Item 2.

See initial filing.

Identity and Background

Item 3.

Not applicable.

Source and Amount of Funds or Other Consideration

Item 4.

Reporting Person's percentage has changed more than one (1%) percent since his last 13D filing due to a change in the number of the Company's outstanding shares of Common Stock in connection with the conversion of shares of Class A Common Stock to Common Stock by other shareholders. There have been no changes to the other Items of this Schedule from the prior filing.

Purpose of Transaction

Item 5.

(a)

Interest in Securities of the Issuer

8,000,000 Shares of Class A Common Stock owned by the Trust
3,000,000 Shares of Class A Common Stock held by Mr. Tippie individually
290,700 Shares of Common Stock held by Mr. Tippie individually
150,000 Shares of Common Stock held by Mr. Tippie's spouse
35,000 Shares of Common Stock held by a Foundation for which
Mr. Tippie is a Co-Trustee (Foundation Stock)

11,475,700 Total Shares of Class A Common Stock and Common Stock beneficially owned.

This represents 39.7% of the Company's outstanding Common Stock (calculated for these purposes under Rule 13d by assuming the conversion of all Class A Common Stock beneficially owned by the Reporting Person into shares of Common Stock).

Mr. Tippie does not have any pecuniary interest in the Trust Stock or the Foundation Stock and disclaims any beneficial interest in shares held by his spouse.

(b) Please refer to Items 7 through 10 on the cover page hereof and Item 5(a) above.

(c) None.

(d) See initial filing.

(e) Not applicable.

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

See initial filing.

Item 7. Material to be Filed as Exhibits

None.

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.

October 29, 2008
Date

/s/ Henry B. Tippie
Signature

Henry B. Tippie
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).