

DOVER MOTORSPORTS INC
Form SC 13D/A
September 13, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

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)

September 9, 2005

(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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.

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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)

(A) Estate of John W. Rollins, Sr. (E.I.N. # 54-6461824)

(B) 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

(A) State of Delaware

(B) United States

7. Sole Voting Power

(A) 8,000,000

(B) 3,820,700

8. Shared Voting Power

(A) 0

(B) 192,000

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

9. Sole Dispositive Power

(A) 8,000,000

(B) 3,290,700

10. Shared Dispositive Power

(A) 0

(B) 192,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

(A) 8,000,000

(B) 4,012,700

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

(A) 34.1%

(B) 21.2%

14. Type of Reporting Person (See Instructions)

(a) 00

(b) IN

Item 1. Security and Issuer

See Amendment No. 3 filed December 27, 2004.

Item 2. Identity and Background

See Amendment No. 3.

Item 3. Source and Amount of Funds or Other Consideration

(A) Not applicable.

(B) Not applicable.

Item 4. Purpose of Transaction

On August 10, 2005, the Company commenced a self-tender for up to 10% of the Company's outstanding shares of Common Stock and up to 10% of the Company's outstanding shares of Class A Common Stock. In connection with this self-tender, on September 9, 2005 the Estate sold to the Company 2,311,960 shares of Class A Common Stock at the purchase price of \$7.00 per share.

Item 5. Interest in Securities of the Issuer

- (a) (A) Estate: Amount beneficially owned: 8,000,000. The Estate beneficially owns 8,000,000 shares of Class A Common Stock or 34.1% of the Common Stock (which for purposes of this calculation is based on 15,440,532 shares of Common Stock outstanding to which have been added 8,000,000 shares of Common Stock by assuming the conversion of all shares of Class A Common Stock beneficially owned by the Estate into shares of Common Stock).
- (B) Mr. Tippie: Amount beneficially owned: 4,012,700. The Reporting Person beneficially owns 482,700 shares of Common Stock and 3,530,000 shares of Class A Common Stock or 21.2% of the Common Stock (which for purposes of this calculation is based on 15,440,532 shares of Common Stock outstanding to which have been added 3,530,000 shares of Common Stock by assuming the conversion of all shares of Class A Common Stock beneficially owned by the Reporting Person into shares of Common Stock). The above numbers include 42,000 shares of Common Stock held as Co-Trustee and 150,000 shares of Common Stock held by Mr. Tippie's wife.
- (b) Please refer to Items 7 through 10 on the cover page hereof and Item 5(a) above.
- (c) (A) Please refer to Item 4 above.
(B) None.
- (d) (A) None.
(B) None.
- (e) (A) Not applicable.
(B) Not applicable.

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

Please refer to Amendment No. 4 filed August 9, 2005 and the Stockholders Voting Agreement and Irrevocable Proxy (the Agreement) referenced at Item 4 of Amendment No. 4. The Agreement is attached as Exhibit A to Amendment No. 4 and has a term of nine (9) successive one (1) year periods. Amendment No. 4 inadvertently mischaracterized the term of the Agreement as having four (4) successive one (1) year periods and is amended hereby.

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.

Date: September 12, 2005

Estate of John W. Rollins, Sr.

/s/ Henry B. Tippie
Signature

Henry B. Tippie, Executor
Name/Title

/s/ Henry B. Tippie
Signature

Henry B. Tippie, Individually
Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)