

SPEEDWAY MOTORSPORTS INC

Form 4

March 06, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH MARCUS G

2. Issuer Name **and** Ticker or Trading  
Symbol  
SPEEDWAY MOTORSPORTS INC  
[TRK]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
5555 CONCORD PARKWAY  
SOUTH

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Operating Officer

(Street)  
CONCORD, NC 28027

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(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 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)
Common Stock	03/04/2014		D	(A) or (D) Amount (1) 3,500	\$ 0 98,432	D	
Common Stock	03/04/2014		A	(2) 35,000	\$ 0 133,432	D	
Common Stock	03/05/2014		F	(3) 5,040	\$ 19.89 128,392	D	
Common Stock					29,000,000 (4)	I	See Footnote 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH MARCUS G 5555 CONCORD PARKWAY SOUTH CONCORD, NC 28027	X Chief Operating Officer

## Signatures

/s/ J. Cary Tharrington IV,  
Attorney-in-Fact 03/06/2014

\*\*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) Represents the forfeiture of restricted stock units granted pursuant to the Speedway Motorsports, Inc. 2004 Stock Incentive Plan, Amended and Restated as of February 10, 2009.
- (2) Represents shares of Common Stock issuable upon conversion of restricted stock units granted by the Compensation Committee of Speedway Motorsports, Inc. pursuant to the Speedway Motorsports, Inc. 2013 Stock Incentive Plan. The restricted stock units may only be settled in shares of Common Stock and are subject to forfeiture based on the satisfaction of performance criteria for fiscal year 2014.
- (3) Represents shares delivered by the reporting person to Speedway Motorsports, Inc. to satisfy withholding tax obligations due upon vesting of restricted stock units.
- (4) The reported securities are held by Sonic Financial Corporation ("Sonic"), a North Carolina corporation, and OBS Holdings, LLC ("Holdings"), a North Carolina limited liability company, of which Mr. Smith and his affiliates are stockholders and members, respectively. Mr. Smith disclaims beneficial ownership of the Speedway Motorsports, Inc. common stock held by Sonic and Holdings,

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except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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