
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 12, 2019

SPEEDWAY MOTORSPORTS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13582
(Commission
File Number)

51-0363307
(IRS Employer
Identification No.)

5555 Concord Parkway South, Concord, North Carolina
(Address of principal executive offices)

28027
(Zip Code)

Registrant's telephone number, including area code:

(704) 455-3239

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

- Emerging growth company
 - If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective February 12, 2019, the Board of Directors of Speedway Motorsports, Inc. (the “Company”), in accordance with Article 7 of the Bylaws of the Company, as amended (the “Bylaws”), adopted Amendment No. 2 to the Bylaws of Speedway Motorsports, Inc. (“Amendment No. 2”). Amendment No. 2 amends Section 2.06 of the Bylaws to change the method of election of directors to the Company’s Board of Directors, which was previously a plurality of votes cast standard. As amended, Section 2.06 of the Bylaws requires that in an uncontested election a director nominee must receive an affirmative majority of the votes cast by shares entitled to vote on such matter. Pursuant to Amendment No. 2, a “majority of the votes cast” means that the number of votes cast “for” such nominee must exceed the number of votes cast “against” such nominee. In the event a director nominee who is an existing director does not receive a majority of the votes cast, such director shall promptly tender his resignation to the Board of Directors for consideration. If the Board of Directors declines such resignation, the Company will publicly disclose the Board of Director’s reason for declining the resignation. A plurality of votes cast standard shall be required for election to the Board of Directors in a contested election.

The foregoing description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to the text of Amendment No. 2, which is included as Exhibit 3.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment No. 2 to the Bylaws of Speedway Motorsports, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPEEDWAY MOTORSPORTS, INC.
(Registrant)

Date: February 15, 2019

By: /s/ J. Cary Tharrington IV
J. Cary Tharrington IV
Senior Vice President, Secretary and
General Counsel

AMENDMENT NO. 2 TO THE BYLAWS OF SPEEDWAY MOTORSPORTS, INC.

The Board of Directors of Speedway Motorsports, Inc. (the "Corporation") pursuant to the authority granted by Article 7 of the Bylaws of the Corporation, hereby amends such Bylaws by replacing Section 2.06 with the following new Section 2.06:

SECTION 2.06. VOTING

If a quorum is present, the affirmative vote of a majority of the votes cast by shares entitled to vote on the subject matter shall be the act of the stockholders, unless the vote of a greater number or voting by class is required by the Act, the Certificate of Incorporation or these Bylaws. Where a separate vote by class is required, the affirmative vote of a majority of the votes cast by shares of such class shall be the act of such class unless the vote of a greater number is required by the Act, the Certificate of Incorporation or these Bylaws. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders, except as may otherwise be provided by the Act or by the Certificate of Incorporation.

Except as otherwise provided by the Act or the Certificate of Incorporation, each director nominee, other than those who may be elected by the holders of any series of Preferred Stock, shall be elected by an affirmative vote of a majority of the votes cast with respect to such director nominee by the stockholders entitled to vote in the election at a meeting at which a quorum is present, unless the number of nominees exceeds the number of directors to be elected in which case each director nominee shall be elected by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. For purposes of this section, "a majority of the votes cast" means that the number of votes cast "for" such nominee must exceed the number of votes cast "against" such nominee. In the event that a nominee is already a director of the Corporation and does not receive a majority of the votes cast with respect to such nominee in an election where the number of nominees equals the number of directors to be elected, such nominee shall promptly tender his or her resignation to the Board for consideration. In the event the Board declines the resignation, the Corporation will publicly disclose the Board's reasons for doing so.

Cumulative voting of shares is prohibited. A stockholder may vote either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Any such proxy shall be delivered to the secretary of such meeting at or prior to the time designated for holding such meeting, but in any event not later than the time designated in the order of business for so delivering such proxies. No such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a different period.