
**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): January 20, 2011

SPEEDWAY MOTORSPORTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Other Jurisdiction of Incorporation)

1-13582

(Commission File Number)

51-0363307

(IRS Employer Identification No.)

5555 Concord Parkway South, Concord, NC

(Address of Principal Executive Offices)

28027

(Zip Code)

(704) 455-3239

(Registrant's Telephone Number, Including Area Code)

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 (*see* General Instruction A.2. below):

- 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))
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Item 8.01. Other Events.

On January 20, 2011, Speedway Motorsports, Inc., a Delaware corporation (the “Company”), issued a press release announcing its private offering of \$150 million aggregate principal amount of Senior Notes due 2019. The Company intends to use the proceeds from the offering, along with additional borrowings under its existing credit facility or any other borrowings available to the Company, to finance the tender offer discussed below. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

In addition, the Company issued a press release on January 20, 2011 announcing that it commenced a cash tender offer and consent solicitation for any and all of its outstanding 6 ³/₄ % Senior Subordinated Notes due 2013 pursuant to an Offer to Purchase and Consent Solicitation Statement dated January 20, 2011. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated by reference herein.

The information filed in this Current Report on Form 8-K, including the information included in Exhibits 99.1 and 99.2, is neither an offer to sell nor the solicitation of an offer to buy the Senior Notes due 2019 or the 6 ³/₄ % Senior Subordinated Notes due 2013.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Speedway Motorsports, Inc. dated January 20, 2011.
99.2	Press Release of Speedway Motorsports, Inc. dated January 20, 2011.

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.

January 20, 2011

SPEEDWAY MOTORSPORTS, INC.

/s/ William R. Brooks

William R. Brooks

Vice Chairman, Chief Financial Officer and Treasurer

Contact:
Janet Kirkley
(704) 532-3318

***SPEEDWAY MOTORSPORTS, INC. ANNOUNCES
\$150 MILLION SENIOR NOTES OFFERING***

Concord, North Carolina (January 20, 2011) — Speedway Motorsports, Inc. (NYSE: TRK) (the “Company”) is initiating an offering, subject to market and other conditions, of \$150 million of Senior Notes due 2019 (the “New Notes”). The Company intends to use the proceeds from the offering, along with additional borrowings under its existing credit facility, to finance a tender offer for any and all of its outstanding 6 ³/₄ % Senior Subordinated Notes due 2013 (the “2003 Notes”). The aggregate principal amount outstanding of the 2003 Notes currently is \$330 million.

The New Notes will be offered and sold to “qualified institutional buyers” in the United States pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The New Notes will be guaranteed on an unsecured, senior basis by each of the Company’s operative subsidiaries, except for Oil-Chem Research Corporation and its subsidiaries.

The New Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release will not constitute an offer to sell or a solicitation of an offer to purchase the New Notes or any other securities, and will not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

About Speedway Motorsports, Inc.

Speedway Motorsports, Inc. is a leading marketer and promoter of motorsports entertainment in the United States. The Company, through its subsidiaries, owns and operates the following premier facilities: Atlanta Motor Speedway, Bristol Motor Speedway, Charlotte Motor Speedway, Infineon Raceway, Kentucky Speedway, Las Vegas Motor Speedway, New Hampshire Motor Speedway and Texas Motor Speedway. The Company provides souvenir merchandising services through its SMI Properties subsidiaries; manufactures and distributes smaller-scale, modified racing cars and parts through its US Legend Cars International subsidiary; and produces and broadcasts syndicated motorsports programming to radio stations nationwide through its Performance Racing Network subsidiary. The Company also equally owns Motorsports Authentics, a joint venture formed with International Speedway Corporation to produce, market and sell licensed motorsports merchandise.

This news release contains forward-looking statements concerning the Company’s offering of New Notes and tender offer for the 2003 Notes. The terms of, and the Company’s ability to complete, the New Notes offering and 2003 Notes tender offer will depend upon prevailing

market conditions and other factors including, but not limited to, economic factors, geopolitical conditions, weather, the success of NASCAR and others as sanctioning bodies, the success of our Motorsports Authentics merchandising joint venture, capital projects and expansion, financing needs, and a host of other factors both within and outside of management control. These factors and other factors, including those contained in our Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q, involve certain risks and uncertainties that could cause actual results or events to differ materially from management's views and expectations. Inclusion of any information or statement in this news release does not necessarily imply that such information or statement is material. The Company does not undertake any obligation to release publicly revised or updated forward-looking information, and such information included in this news release is based on information currently available and may not be reliable after this date.

Contact:
Janet Kirkley
(704) 532-3318

***SPEEDWAY MOTORSPORTS, INC. LAUNCHES
TENDER OFFER AND CONSENT SOLICITATION***

Concord, North Carolina (January 20, 2011) — Speedway Motorsports, Inc. (NYSE: TRK) (the “Company”) announced today that it commenced a cash tender offer (the “Tender Offer”) and consent solicitation (the “Consent Solicitation,” and together with the Tender Offer, the “Offer”) for any and all of its outstanding 6 ³/₄ % Senior Subordinated Notes due 2013 (CUSIP No. 847788AK2) (the “Notes”). The Tender Offer and Consent Solicitation are described in the Offer to Purchase and Consent Solicitation Statement dated January 20, 2011 (the “Offer to Purchase”) and related Letter of Transmittal (collectively, the “Offer Documents”). Holders who validly tender their Notes will be deemed to have consented to the proposed amendments to the indenture governing the Notes. The Offer will expire at midnight, Charlotte, North Carolina time, on February 16, 2011, unless extended or earlier terminated (the “Expiration Date”).

Holders who validly tender their Notes and provide their consents to the proposed amendments to the indenture governing the Notes prior to the consent payment deadline of 5:00 p.m., Charlotte, North Carolina time, on February 2, 2011, unless extended (the “Consent Payment Deadline”), shall receive the total consideration equal to \$1,013.75 per \$1,000 principal amount of the Notes, which includes a consent payment of \$13.75 per \$1,000 principal amount of the Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes. The proposed amendments would, among other modifications, eliminate substantially all of the restrictive covenants and certain events of default in the indenture. The Offer contemplates that holders whose Notes are validly tendered prior to the Consent Payment Deadline and accepted for purchase would receive the total consideration promptly following the Company’s acceptance of the Notes for purchase.

Holders who validly tender their Notes after the Consent Payment Deadline but on or prior to the Expiration Date shall receive the tender offer consideration equal to \$1,000 per \$1,000 principal amount of the Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes. Holders of Notes tendered after the Consent Payment Deadline will not receive a consent payment.

Following receipt of the consent of the holders of at least a majority in aggregate principal amount of the outstanding Notes and the Consent Payment Deadline, the Company will execute a supplemental indenture effecting the proposed amendments. Except in certain circumstances, Notes tendered and consents delivered may not be withdrawn after the earlier to occur of (1) 5:00 p.m., Charlotte, North Carolina time, on February 2, 2011, and (2) the execution of the supplemental indenture.

The Offer is subject to a number of conditions that are set forth in the Offer to Purchase, including, without limitation, (1) the receipt of the required consents to amend the indenture governing the Notes in connection with the Consent Solicitation and the execution of a supplemental indenture effecting such amendments by the applicable parties, and (2) the receipt by the Company of net proceeds from a new debt financing on terms acceptable to the Company that, when combined with up to \$190 million of other available funds, will be sufficient to pay the total consideration (including the consent payment) in respect of all Notes (regardless of whether or not such Notes are tendered) plus estimated fees and expenses relating to the Offer, as more fully described in the Offer Documents.

The Company has engaged BofA Merrill Lynch, J.P. Morgan, SunTrust Robinson Humphrey and Wells Fargo Securities as the Dealer Managers and Solicitation Agents for the Offer. Persons with questions regarding the Offer should contact BofA Merrill Lynch at 888-292-0070 (toll-free) or 980-388-9217 (collect); J.P. Morgan at 800-245-8812 (toll-free) or 212-270-3394 (collect); SunTrust Robinson Humphrey at 404-926-5051 (collect); or Wells Fargo Securities at 866-309-6316 (toll-free) or 704-715-8341 (collect). Requests for copies of the Offer Documents or other tender offer materials may be directed to Global Bondholder Services Corporation, the Information Agent, at 866-873-5600 (toll-free) or 212-430-3774 (collect).

This press release does not constitute an offer to purchase the Notes or a solicitation of consents to amend the related indenture. The Offer is made solely pursuant to the Offer to Purchase. The tender offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made by the Dealer Managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

About Speedway Motorsports, Inc.

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This news release contains forward-looking statements concerning the proposed Offer. The terms of, and the Company's ability to complete, the Offer will depend on prevailing market conditions and other factors including, but not limited to, economic factors, geopolitical conditions, weather, the success of NASCAR and others as sanctioning bodies, the success of our Motorsports Authentics merchandising joint venture, capital projects and expansion, financing needs, and a host of other factors both within and outside of management control. These factors and other factors, including those contained in our Annual Report on Form 10-K

and subsequently filed Quarterly Reports on Form 10-Q, involve certain risks and uncertainties that could cause actual results or events to differ materially from management's views and expectations. Inclusion of any information or statement in this news release does not necessarily imply that such information or statement is material. The Company does not undertake any obligation to release publicly revised or updated forward-looking information, and such information included in this news release is based on information currently available and may not be reliable after this date.