
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2(a)**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)**

Speedway Motorsports, Inc.
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share
(Title of Class of Securities)

847788 10 6
(CUSIP Number)

**O. Bruton Smith, Speedway Motorsports, Inc.,
5555 Concord Parkway South, Concord, NC 28027;
(704) 455-3239**
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 14, 2012
(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.

1	Name of Reporting Persons O. Bruton Smith	
2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (<i>See Instructions</i>) 00 and PF	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 29,000,800
	8	Shared Voting Power 0
	9	Sole Dispositive Power 29,000,800
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,000,800	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (<i>See Instructions</i>) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 70.1%	
14	Type of Reporting Person (<i>See Instructions</i>) IN	

1	Name of Reporting Persons Sonic Financial Corporation	
2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (<i>See Instructions</i>) 00	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization North Carolina	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 23,700,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 23,700,000
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 23,700,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (<i>See Instructions</i>) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 57.3%	
14	Type of Reporting Person (<i>See Instructions</i>) CO	

1	Name of Reporting Person OBS Holdings, LLC	
2	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (<i>See Instructions</i>) 00	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization North Carolina	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 5,300,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 5,300,000
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,300,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (<i>See Instructions</i>) <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 12.8%	
14	Type of Reporting Person (<i>See Instructions</i>) 00	

Item 1. Security and Issuer.

This Schedule is filed with respect to the common stock, par value \$.01 per share (the "Common Stock"), of Speedway Motorsports, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 5555 Concord Parkway South, Concord, North Carolina 28027.

Item 2. Identity and Background.

This Schedule is filed on behalf of a group consisting of O. Bruton Smith ("Mr. Smith"), Sonic Financial Corporation, a North Carolina corporation ("Sonic"), and OBS Holdings, LLC, a North Carolina limited liability company ("Holdings"). Mr. Smith, a United States citizen, is Chairman and Chief Executive Officer of the Company, whose principal office and business address is 5555 Concord Parkway South, Concord, North Carolina 28027. The Company is a leading promoter, marketer and sponsor of motorsports activities in the United States. The principal office and business address of Sonic is 5401 East Independence Boulevard, Charlotte, North Carolina 28212. Sonic is an investment holding company. The principal office and business address of Holdings is 5401 East Independence Boulevard, Charlotte, North Carolina 28212. Holdings is an investment holding company.

During the last five years, neither Mr. Smith, Sonic nor Holdings has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or been party to or subject to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The 29,000,800 aggregate amount of shares of Common Stock beneficially owned by Mr. Smith consist of 23,700,000 shares held by Sonic, 5,300,000 shares held by Holdings and 800 shares held in an IRA. Applicable transactions relating to these shares of Common Stock are as follows:

- 1,000 shares of Common Stock were acquired by Mr. Smith on December 21, 1994 in exchange for \$1,000.

- 11,850,000 shares of Common Stock were acquired by Sonic on March 3, 1995 in exchange for all of the outstanding capital stock of Charlotte Motor Speedway, Inc. (See Exhibit 99.1).
- 2,649,000 shares of Common Stock were acquired by Mr. Smith on March 3, 1995 in exchange for all of the outstanding capital stock of Atlanta Motor Speedway, Inc. (“AMS”) (See Exhibit 99.2). An additional 500,000 shares of Common Stock were also acquired by Mr. Smith on March 3, 1995 as part of the AMS transaction, but such shares were resold by him that same day in the Company’s initial public offering (the “IPO”).
- A two-for-one Common Stock split was effective on October 11, 2004.
- On December 14, 2012, Mr. Smith transferred 5,300,000 shares of Common Stock to Holdings.

Item 4. Purpose of Transaction.

Mr. Smith, directly and indirectly through Sonic, acquired the majority of the shares of Common Stock described in Item 3 in a restructuring of the Company incident to the IPO. His purpose in acquiring the shares was to continue his control of the Company. Mr. Smith acquired the shares held by his IRA for personal financial planning purposes. Mr. Smith transferred 5,300,000 shares of Common Stock to Holdings for portfolio management purposes.

Item 5. Interest in Securities of the Issuer.

The 29,000,800 shares held by Mr. Smith constitute approximately 70.1% of the Common Stock outstanding at the date of filing of this Schedule. Mr. Smith has sole voting and dispositive power over such shares. See, however, Item 6. The 23,700,000 shares held by Sonic constitute approximately 57.3% of the Common Stock outstanding at the date of filing of this Schedule. Sonic has sole voting and dispositive power over such shares. See, however, Item 6. The 5,300,000 shares held by Holdings constitute approximately 12.8% of the Common Stock outstanding at the date of filing of this Schedule. Holdings has sole voting and dispositive power over such shares. See, however, Item 6.

Mr. Smith, Sonic and Holdings have effected no transactions in the Common Stock during the past 60 days, except as explained in Item 3.

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

Mr. Smith is the President of and owns, of record and beneficially, the substantial majority, and Holdings owns, of record and beneficially, approximately 25%, of Sonic's outstanding capital stock. In addition, Mr. Smith is the sole manager of Holdings. An aggregate of 10,550,000 shares have been pledged by Mr. Smith or Sonic to a financial institution as security for loans.

Item 7 Material to be Filed as Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
24.1	Power of Attorney of O. Bruton Smith
99.1	Subscription Agreement between Sonic and the Company dated March 3, 1995 (incorporated by reference to Exhibit 1 to the Schedule 13D filed by Mr. Smith and Sonic, File No. 005-47812 (the "Schedule 13D"))
99.2	Subscription Agreement between Mr. Smith and the Company dated March 3, 1995 (incorporated by reference to Exhibit 2 to the Schedule 13D)
99.3	Joint Filing Agreement between Sonic, Holdings and Mr. Smith dated December 20, 2012

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: December 20, 2012

O. BRUTON SMITH

By: /s/ William R. Brooks, Attorney-In-Fact

William R. Brooks

Attorney-In-Fact

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: December 20, 2012

SONIC FINANCIAL CORPORATION

By: /s/ William R. Brooks _____

William R. Brooks

Vice President

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: December 20, 2012

OBS HOLDINGS, LLC

By: /s/ William R. Brooks _____

William R. Brooks

Vice President

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of William R. Brooks and J. Cary Tharrington IV, or either of them signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact (each, individually, an "Attorney-in-Fact" and collectively, the "Attorneys-in-Fact") to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or beneficial owner of Speedway Motorsports, Inc., a Delaware corporation (the "Company"):

(a) Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the United States Securities and Exchange Commission (the "SEC") thereunder; and

(b) Schedule 13D (and any amendments thereto) in accordance with Section 13(d) of the Exchange Act and the rules and regulations of the SEC thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such form, schedule or amendment thereto, including filing and applying for any accession, CCC and CIK filing codes (including filing SEC Form ID (or any similar form)), completing and executing any amendment or amendments thereto and timely filing any such form with the SEC and any stock exchange or similar regulatory authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-Fact may approve in such Attorney-in-Fact's discretion.

The undersigned hereby grants to each such Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-Fact, or such Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorneys-in-Fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 16 or 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms, schedules or amendments thereto with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing Attorneys-in-Fact.

This Power of Attorney revokes any currently existing power of attorney solely to the extent any such currently existing power of attorney gives the agent(s) designated therein the power or authority to do or perform any act or thing in the exercise of any of the rights and powers herein granted. This Power of Attorney shall not be revoked by any subsequent power of attorney I may execute, unless such subsequent power specifically refers to this Power of Attorney or specifically states that the instrument is intended to revoke all prior powers of attorney.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of December, 2012.

/s/ O. Bruton Smith

O. Bruton Smith

[Signature Page to Power of Attorney]

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement on Schedule 13D jointly pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended. Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. In accordance with Rule 13d-1(k)(1), as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them to such a statement on Schedule 13D with respect to the Common stock or other securities of Speedway Motorsports, Inc. beneficially owned by each of them. Each of the undersigned hereby expressly authorizes each other party to file on its behalf any and all amendments to such statement. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13D.

IN WITNESS WHEREOF, each of the undersigned has executed and delivered this agreement as of the 20th day of December, 2012.

O. BRUTON SMITH

By: /s/ William R. Brooks, Attorney-In-Fact

William R. Brooks

Attorney-In-Fact

SONIC FINANCIAL CORPORATION

By: /s/ William R. Brooks

William R. Brooks

Vice President

OBS HOLDINGS, LLC

By: /s/ William R. Brooks

William R. Brooks

Vice President