

CALLAWAY GOLF CO  
Form 8-K  
November 07, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**November 4, 2014**

**Date of Report (Date of earliest event reported)**

**CALLAWAY GOLF COMPANY**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-10962**  
**(Commission**  
  
**File Number)**

**95-3797580**  
**(IRS Employer**  
  
**Identification No.)**

**2180 RUTHERFORD ROAD, CARLSBAD, CALIFORNIA**  
**(Address of principal executive offices)**  
**(760) 931-1771**

**92008-7328**  
**(Zip Code)**

**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))

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 4, 2014, the Board of Directors of the Callaway Golf Company (the **Company** ), approved a Certificate of Elimination of the 7.50% Series B Cumulative Perpetual Convertible Preferred Stock (the **Series B Preferred Stock** ). The Certificate of Elimination (i) eliminated the previous designation of up to 1,400,000 of the Company's preferred shares as Series B Preferred Stock, none of which were outstanding at the time of approval, and which previously resumed their status as authorized but unissued shares of preferred stock of the Company and (ii) eliminated from the Certificate of Incorporation of the Company all references to the Series B Preferred Stock. The Certificate of Elimination was filed with the Secretary of State of Delaware and became effective on November 5, 2014. The Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished herewith:

Exhibit 3.1 Certificate of Elimination of the 7.50% Series B Cumulative Perpetual Convertible Preferred stock of Callaway Golf Company, dated November 5, 2014 (filed herewith).

**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, thereunto duly authorized.

Date: November 7, 2014

**CALLAWAY GOLF COMPANY**

By: /s/ Brian P. Lynch

Name: Brian P. Lynch

Title: Senior Vice President, General Counsel and  
Corporate Secretary

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Elimination of the 7.50% Series B Cumulative Perpetual Convertible Preferred stock of Callaway Golf Company, dated November 5, 2014 (filed herewith).