

GREGORY JOHN M
Form 4
June 05, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREGORY JOHN M

2. Issuer Name and Ticker or Trading Symbol
ADAMS GOLF INC [ADGF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

340 MARTIN LUTHER KING, JR. BLVD., SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

BRISTOL, TN 37620

(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 (A) 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)
				Code V	Amount	(A) or (D)	Price
Common Stock	06/01/2012			D	12,273 ⁽¹⁾	D	\$ 10.8
Common Stock	06/01/2012			U	1,116,923 ⁽¹⁾	D	\$ 10.8

By SJ
Strategic Investments LLC

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

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SEC 1474 (9-02)

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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. Nu Deriv Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREGORY JOHN M 340 MARTIN LUTHER KING, JR. BLVD. SUITE 200 BRISTOL, TN 37620	X	X		

Signatures

/s/ John M. Gregory
06/05/2012

**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).
- Effective June 1, 2012, pursuant to that certain Agreement and Plan of Merger, dated as of March 18, 2012, by and among Adams Golf, Inc. (the "Issuer"), Taylor Made Golf Company, Inc. ("Taylor Made") and Apple Tree Acquisition Corp., a wholly owned subsidiary of Taylor Made ("Apple Tree"), Apple Tree merged with and into the Issuer, with the Issuer continuing as the surviving corporation and as a
- (1) wholly owned subsidiary of Taylor Made (the "Merger"). As consideration for the Merger, the shares of common stock held by the reporting person, including 7500 shares of restricted stock held directly by the reporting person and 7500 shares of restricted stock held by a group member that vested in full upon consummation of the Merger, were automatically cancelled and converted into the right to receive \$10.80 per share in cash.
 - (2) In prior Form 4s, the reporting person indicated indirect ownership of 1,131,946 shares held by a group member. Upon further consideration, the reporting person does not believe that he has or ever had indirect ownership of those shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.