

CALLAWAY GOLF CO  
Form 8-K  
May 25, 2012

**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**

**Date of report (Date of earliest event reported): May 23, 2012**

**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.)**

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**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:

- .. 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 5.07 Submission of Matters to a Vote of Security Holders.**

The Callaway Golf Company (the Company) 2012 Annual Meeting of Shareholders was held on May 23, 2012. Of the 65,029,855 shares of the Company's common stock outstanding as of the record date, 59,661,160 shares were represented at the 2012 Annual Meeting of Shareholders.

A description of each matter voted upon at the 2012 Annual Meeting of Shareholders is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 11, 2012. The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

- (1) The voting results for the annual election of directors are as follows:

| Director Nominee      | For        | Withhold All | Broker Non Votes |
|-----------------------|------------|--------------|------------------|
| Oliver G. Brewer, III | 46,788,045 | 2,304,968    | 10,568,147       |
| Samuel H. Armacost    | 38,157,167 | 10,935,846   | 10,568,147       |
| Ronald S. Beard       | 38,260,123 | 10,832,890   | 10,568,147       |
| John C. Cushman, III  | 38,332,503 | 10,760,510   | 10,568,147       |
| Yotaro Kobayashi      | 46,766,570 | 2,326,443    | 10,568,147       |
| John F. Lundgren      | 38,348,278 | 10,744,735   | 10,568,147       |
| Adebayo O. Ogunlesi   | 46,963,167 | 2,129,846    | 10,568,147       |
| Richard L. Rosenfield | 38,086,197 | 11,006,816   | 10,568,147       |
| Anthony S. Thornley   | 46,831,357 | 2,261,656    | 10,568,147       |

- (2) The voting results for the ratification, on an advisory basis, of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 are as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 59,194,716 | 445,391 | 21,053  |

- (3) The voting results for the approval, on an advisory basis, of the compensation of the Company's named executive officers are as follows:

| For        | Against    | Abstain | Broker Non Votes |
|------------|------------|---------|------------------|
| 38,533,053 | 10,475,432 | 84,528  | 10,568,147       |

No other items were presented for shareholder approval at the 2012 Annual Meeting of Shareholders.

**SIGNATURE**

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.

Date: May 25, 2012

**CALLAWAY GOLF COMPANY**

By: /s/ Brian P. Lynch

Name: Brian P. Lynch

Title: Vice President and Corporate Secretary