

CALLAWAY GOLF CO  
Form 8-K  
August 27, 2015

**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): August 25, 2015**

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

**Commission File No. 1-10962**

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

**95-3797580**  
**(I.R.S. Employer**  
**Identification No.)**

**2180 Rutherford Road, Carlsbad, CA 92008-7328**  
**(Address of principal executive offices) (Zip Code)**  
**(760) 931-1771**

**(Registrant's telephone number, including area code)**

**Former name or former address, if changed since last report: NOT APPLICABLE**

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 1.01 Entry into a Material Definitive Agreement**

On August 25, 2015, the Company amended the Second Amended and Restated Loan and Security Agreement, dated as of December 22, 2011, to allow for certain payments to holders of the Company's 3.75% Convertible Senior Notes due August 15, 2019 and to exclude such payments from the calculation of the Fixed Charge Coverage Ratio.

The foregoing description of the amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	Fifth Amendment, dated as of August 25, 2015, among Callaway Golf Company, Callaway Golf Sales Company, Callaway Golf Ball Operations, Inc., Callaway Golf Canada Ltd., Callaway Golf Europe Ltd., Bank of America, N.A. as administrative agent and certain financial institutions as lenders, to Second Amended and Restated Loan and Security Agreement, dated as of December 22, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CALLAWAY GOLF COMPANY**

Date: August 26, 2015

By: /s/ Brian P. Lynch  
Name: Brian P. Lynch  
Title: Senior Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

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