

CALLAWAY GOLF CO
Form 3
February 08, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Arnett Richard H. | | (Month/Day/Year) | CALLAWAY GOLF CO [ELY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/06/2017 | | |
| 2180 RUTHERFORD ROAD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CARLSBAD,Â CAÂ 92008 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, Glb. Mktg. & Pres., OGIO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 39,523 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------|-------|-------|--------------|-----------|------|-------------------|-----|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 6,918.67 | \$ 0 | | D Â |
| Performance Stock Unit | Â (2) | Â (2) | Common Stock | 32,762.23 | \$ 0 | | D Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 18,028.75 | \$ 0 | | D Â |
| Performance Stock Unit | Â (4) | Â (4) | Common Stock | 10,975 | \$ 0 | | D Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 87,034.16 | \$ 0 | | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arnett Richard H. 2180 RUTHERFORD ROAD CARLSBAD, CA 92008 | Â | Â | Â SVP, Glb. Mktg. & Pres., OGIO | Â |

Signatures

/s/ Hina M.D. Patel Attorney-in-Fact for Richard H. Arnett under a Limited Power of Attorney dated January 31, 2017.

02/08/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The RSUs were granted on February 2, 2015 and vest in three equal annual installments beginning on the first anniversary of the grant date.
The Performance Stock Units were originally granted on February 2, 2015 and were subject to the achievement of certain performance criteria. On January 18, 2016, the Compensation and Management Succession Committee of the Board of Directors determined that the performance criteria were achieved for the number of units being reported on this form. The Performance Stock Units vest on the third anniversary of the grant date provided the recipient remains employed by Callaway Golf Company.
- (2) The RSUs were granted on February 8, 2016 and vest in three equal annual installments beginning on the first anniversary of the grant date.
The Reporting Person was granted a total of 21,950 "target" Performance Stock Units ("PSUs") on February 8, 2016, the vesting of which are subject to the achievement of certain performance criteria. The Reporting Person may be eligible to vest in up to 200% of such "target" PSUs during the three year period ending December 31, 2018. On January 18, 2017, the Compensation and Management Succession Committee of the Board of Directors determined that 50% of the "target" award was deemed to be achieved under the terms of the PSUs as a result of the Company's performance during 2016. As a result, 10,975 of the PSUs converted to time-based units that will vest on the third anniversary of the grant date provided the recipient remains employed by Callaway Golf Company through such date. The Reporting Person remains eligible to vest in the remaining PSUs subject to the original award subject to the achievement of certain performance criteria.
- (3) The RSUs were granted on September 1, 2016 and 50% vest on September 1, 2021 and remaining 50% vest in five equal annual installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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