
**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 18, 2017

CALLAWAY GOLF COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-10962
(Commission
File No.)

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

2180 Rutherford Road
Carlsbad, California 92008-7328
(Address of Principal Executive Offices, Including Zip Code)

(760) 931-1771
(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On August 18, 2017, pursuant to the terms and conditions of the Agreement and Plan of Merger (the “Merger Agreement”) by and among Callaway Golf Company, a Delaware corporation (“Callaway”), TravisMathew, LLC, a California limited liability company (“TravisMathew”), OTP LLC, a California limited liability company and wholly-owned subsidiary of Callaway (“Merger Sub”), and John Kruger, an individual, in his capacity as the member representative, Callaway acquired TravisMathew by way of a merger of Merger Sub with and into TravisMathew, with TravisMathew surviving as a wholly-owned subsidiary of Callaway (the “Merger”).

As a result of the Merger, Callaway paid an aggregate purchase price of approximately \$125.5 million in cash, subject to a working capital adjustment. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each unit of limited liability company interest of TravisMathew (each a “Company Unit”) was converted into the right to receive the cash merger consideration, without interest.

Callaway and TravisMathew agreed to customary representations, warranties and covenants in the Merger Agreement. Subject to certain limitations, the holders of Company Units are required to indemnify Callaway for losses resulting from any breaches of TravisMathew’s representations, warranties and covenants made in the Merger Agreement and certain other matters. To supplement the indemnification provided by the holders of Company Units, Callaway has obtained representation and warranty insurance.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Callaway with the Securities and Exchange Commission on August 4, 2017, and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.*

On August 21, 2017, Callaway issued a press release captioned “Callaway Golf Company Completes Acquisition of TravisMathew for \$125.5 Million and Updates TravisMathew Financial Guidance.” A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.*

(d) Exhibits.

The following exhibit is being furnished herewith:

Exhibit 99.1 Press Release, dated August 21, 2017, captioned “Callaway Golf Company Completes Acquisition of TravisMathew for \$125.5 Million and Updates TravisMathew Financial Guidance.”

* The information furnished under Item 7.01 and Item 9.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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 hereunto duly authorized.

Date: August 21, 2017

CALLAWAY GOLF COMPANY

By: /s/ Brian P. Lynch

Brian P. Lynch

Senior Vice President, Chief Financial Officer, General Counsel and
Corporate Secretary

Exhibit Index

**Exhibit
Number**

Description

99.1	Press Release, dated August 21, 2017, captioned "Callaway Golf Company Completes Acquisition of TravisMathew for \$125.5 Million and Updates TravisMathew Financial Guidance."
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Contact: Brian Lynch
Patrick Burke
(760) 931-1771

**CALLAWAY GOLF COMPANY
COMPLETES ACQUISITION OF TRAVISMATHEW FOR \$125.5 MILLION
AND UPDATES TRAVISMATHEW FINANCIAL GUIDANCE**

CARLSBAD, Calif., August 21, 2017 – Callaway Golf Company (NYSE:ELY) announced today it has completed the previously announced acquisition of TravisMathew, LLC, a high-growth golf and lifestyle apparel company, for \$125.5 million in an all-cash transaction, subject to a working capital adjustment.

TravisMathew is a dynamic apparel business with a distinct Southern California vibe. It has a golf heritage but also has quickly grown to include other lifestyle apparel and accessories. Net sales for full year 2017 are estimated to be \$55-60 million. Post-acquisition, TravisMathew will continue to operate out of its Huntington Beach, California headquarters.

“We are excited to have completed this acquisition,” commented Chip Brewer, President and Chief Executive Officer of Callaway Golf Company. “We believe TravisMathew fits well with our business, brand and culture and aligns with our strategy of developing growth in areas tangential to the golf equipment business. We have identified potential synergies in operations and distribution, as well as growth opportunities in the golf channels and international regions. We look forward to partnering with the TravisMathew management team to realize these synergies and capture these growth opportunities.”

The Company expects that TravisMathew sales will contribute approximately \$15 million to its second half 2017 financial results. Including approximately \$5 million of non-recurring transaction expenses and incremental non-cash expense resulting from the acquisition purchase accounting adjustments, TravisMathew is expected to be approximately \$0.04 dilutive to Callaway’s 2017 earnings per share. On a non-GAAP basis, which excludes the \$5 million of non-recurring and non-cash expenses, TravisMathew is expected to be approximately \$0.01 dilutive to Callaway’s 2017 earnings per share. In 2018, after taking into account anticipated financing costs and incremental investment in the business to support future growth, TravisMathew is expected to be slightly accretive to Callaway’s 2018 earnings per share. Latham & Watkins LLP acted as legal counsel and Lazard acted as financial advisor to Callaway. Baker & Hostetler LLP acted as legal counsel and Moss Adams Capital LLC and Optivest IB acted as financial advisor to TravisMathew.

Forward-Looking Statements

Statements used in this press release that relate to future plans, events, financial results, performance or prospects, and statements relating to the expected benefits of the TravisMathew transaction, including future synergies and growth opportunities, and the estimated sales and earnings contribution from TravisMathew, are forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. These statements are based upon current information and expectations. Accurately estimating the forward-looking statements is based upon various risks and unknowns, including unanticipated difficulties or expenditures relating to the transaction or the realization of the anticipated synergies and growth opportunities; the response of customers, suppliers and others to the announcement of the transaction; potential difficulties in employee retention as a result of the transaction; consumer acceptance of and demand for the company's products; the level of promotional activity in the marketplace; unfavorable weather conditions; future consumer discretionary purchasing activity, which can be significantly adversely affected by unfavorable economic or market conditions; future retailer purchasing activity, which can be significantly negatively affected by adverse industry conditions and overall retail inventory levels; and future changes in foreign currency exchange rates and the degree of effectiveness of the company's hedging programs. Actual results may differ materially from those estimated or anticipated as a result of these risks and unknowns or other risks and uncertainties. For additional information concerning these and other risks and uncertainties that could affect these statements, see Callaway's Annual Report on Form 10-K for the year ended December 31, 2016 as well as other risks and uncertainties detailed from time to time in Callaway's reports on Forms 10-K, 10-Q and 8-K subsequently filed with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Callaway undertakes no obligation to republish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Non-GAAP Information

The Company provided in this release certain projected financial results which were calculated in accordance with accounting principles generally accepted in the United States ("GAAP"). To supplement the GAAP projections, the Company has also provided certain non-GAAP projected financial results. The non-GAAP projected financial results exclude non-recurring transaction expenses and incremental non-cash expense resulting from the acquisition purchase accounting adjustments. The Company has included in the release a reconciliation of the non-GAAP projections to the most directly comparable GAAP projections. The non-GAAP information presented in this release should not be considered in isolation or as a substitute for any measure derived in accordance with GAAP. The non-GAAP information may also be inconsistent with the manner in which similar measures are derived or used by other companies. Management uses such non-GAAP information for financial and operational decision-making purposes and as a means to evaluate period-over-period comparisons and in forecasting the Company's business going forward. Management believes that the presentation of such non-GAAP information, when considered in conjunction with the most directly comparable GAAP information, provides additional useful comparative information for investors in their assessment of the underlying performance of the Company's business without regard to these items.

About Callaway Golf

Through an unwavering commitment to innovation, Callaway Golf Company (NYSE:ELY) creates products designed to make every golfer a better golfer. Callaway Golf Company manufactures and sells golf clubs and golf balls, and sells bags, accessories and apparel in the golf and lifestyle categories, under the Callaway Golf®, Odyssey®, and OGIO brands worldwide. For more information please visit www.callawaygolf.com, www.odysseygolf.com and www.ogio.com.

About TravisMathew

Founded in 2007, TravisMathew is an iconic men's sportswear brand with premium domestic distribution in better department stores, high-end country clubs, resorts and TravisMathew's experiential retail stores. TravisMathew draws its inspiration from all aspects of Southern California culture and lifestyle. With a focus on constant innovation and extraordinary quality, TravisMathew designs and sells premium men's apparel for work and play. TravisMathew is throwing a party, and you're invited. For more information please visit www.travismathew.com.