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

Form 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2013

OR

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period __________ to __________

Commission file number 001-10962

Callaway Golf Company
(Exact name of registrant as specified in its charter)

Delaware	**95-3797580**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2180 Rutherford Road,Carlsbad, CA 92008
(760) 931-1771
(Address, including zip code, and telephone number, including area code, of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer	o	Accelerated filer	☒
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☒

As of June 30, 2013, the number of shares outstanding of the Registrant’s common stock and preferred stock outstanding was 71,137,199 and 417,639, respectively.

Important Notice to Investors Regarding Forward-Looking Statements: Statements made in this report that relate to future plans, events, liquidity, financial results or performance including, but not limited to, statements relating to future cash flows and liquidity, compliance with debt covenants, estimated unrecognized stock compensation expense, projected capital expenditures and depreciation and amortization expense, future contractual obligations, the realization of deferred tax assets, including loss and credit carryforwards, the reversal of the deferred tax valuation allowance in future periods, future income tax expense, the estimated amount or timing of charges and savings related to the Company's various restructuring initiatives, the reinvestment of the savings and the benefits to be derived therefrom, as well as improved financial results during 2013, are forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. These statements are based upon current information and expectations. Actual results may differ materially from those anticipated if the information on which those estimates was based ultimately proves to be incorrect or as a result of certain risks and uncertainties, including delays, difficulties, changed strategies, or increased costs in implementing the Company's turnaround plans, including the 2012 cost reduction initiatives; consumer acceptance of and demand for the Company's products; the level of promotional activity in the marketplace; future consumer discretionary purchasing activity, which can be significantly adversely affected by unfavorable economic or market conditions; future changes in foreign currency exchange rates and the degree of effectiveness of the Company's hedging programs; adverse changes in the credit markets or continued compliance with the terms of the Company's credit facilities; delays, difficulties or increased costs in the supply of components needed to manufacture the Company's products or in manufacturing the Company's products; adverse weather conditions and seasonality; any rule changes or other actions taken by the USGA or other golf association that could have an adverse impact upon demand or supply of the Company's products; a decrease in participation levels in golf; and the effect of terrorist activity, armed conflict, natural disasters or pandemic diseases on the economy generally, on the level of demand for the Company's products or on the Company's ability to manage its supply and delivery logistics in such an environment; as well as the general risks and uncertainties applicable to the Company and its business. For details concerning these and other risks and uncertainties, see Part I, Item IA, "Risk Factors" contained in the Company's most recent Form 10-K, as well as the Company's other reports on Forms 10-Q and 8-K subsequently filed with the Commission from time to time. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Investors should also be aware that while the Company from time to time does communicate with securities analysts, it is against the Company's policy to disclose to them any material non-public information or other confidential commercial information. Furthermore, the Company has a policy against distributing or confirming financial forecasts or projections issued by analysts and any reports issued by such analysts are not the responsibility of the Company. Investors should not assume that the Company agrees with any report issued by any analyst or with any statements, projections, forecasts or opinions contained in any such report.

Callaway Golf Company Trademarks: *The following marks and phrases, among others, are trademarks of Callaway Golf Company: Anypoint—Backstryke—Big Bertha—Black Series Tour Designs—Callaway—Callaway Golf—C Grind—Chev—Chev 18—Chevron Device—D.A.R.T.—Demonstrably Superior and Pleasingly Different—Divine—Eagle—ERC—FTiZ—FT Optiforce—FT Performance—FT Tour—Fusion—Gems—Great Big Bertha—Heavenwood—HX—HX Diablo—Hex Aerodynamics—Hex Black Tour—Hex Chrome—Hex Hot—Hex Diablo—Hex Solaire—Hex Warbird—IMIX—Legacy—Legacy Aero—Legend—Mack Daddy—Marksman—Metal—X—Number One Putter in Golf—Odyssey—OptiFit—ORG.14—ProType—ProType Black—Razr Fit—Razr Fit Xtreme—Razr Hawk—Razr X—Razr XF—Razr X HL—Razr X Muscleback—Razr X Tour—Rossie—S2H2—Sabertooth—Solaire—Steelhead—Strata—Stronomic—Sure—Out—Tank—Teron—Tech Series—Ti—Hot—Tour Authentic—Tour i—Tour i(S)—Tour iX—Tour i(Z)—Trade In! Trade Up!—Tru Bore—uDesign—uPro—Versa—VFT—Warbird—White Hot—White Hot Tour—White Hot Pro—White Ice—World's Friendliest—X—Act—X Forged—X Hot—X Hot Pro—XJ Series—X—SPANN—Xtra Traction Technology—XTT—Xtra Width Technology—XWT—2—Ball—3 Deep.*

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PART I. FINANCIAL INFORMATION

PART II. OTHER INFORMATION

PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

CALLAWAY GOLF COMPANY
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited)
(In thousands, except share data)

	June 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 29,959	$ 52,003
Accounts receivable, net	229,290	91,072
Inventories	187,230	211,734
Other current assets	32,216	29,791
Assets held for sale	—	2,396
Total current assets	478,695	386,996
Property, plant and equipment, net	76,019	89,093
Intangible assets, net	88,943	89,189
Goodwill	28,407	29,034
Other assets	43,636	43,324
Total assets	$ 715,700	$ 637,636
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 127,688	$ 129,021
Accrued employee compensation and benefits	25,443	20,649
Accrued warranty expense	8,241	7,539
Asset-based credit facility	38,500	—
Other current liabilities	5,534	4,357
Total current liabilities	205,406	161,566
Long-term liabilities:		
Income tax payable	6,112	6,565
Deferred taxes, net	33,769	33,533
Convertible notes, net (Note 3)	107,477	107,133
Long-term incentive compensation and other	4,904	7,131
Commitments and contingencies (Note 13)		
Shareholders’ equity:		
Preferred stock, $.01 par value, 3,000,000 shares authorized, 417,639 shares issued and outstanding at both June 30, 2013 and December 31, 2012	4	4
Common stock, $.01 par value, 240,000,000 shares authorized, 72,319,869 and 72,264,020 shares issued at June 30, 2013 and December 31, 2012, respectively	723	723
Additional paid-in capital	204,553	204,510
Retained earnings	162,551	113,831
Accumulated other comprehensive income	936	14,770
Less: Common stock held in treasury, at cost, 1,182,670 and 1,267,436 shares at June 30, 2013 and December 31, 2012, respectively	(13,563)	(14,848)
Total Callaway Golf Company shareholders’ equity	355,204	318,990
Non-controlling interest in consolidated entity (Note 10)	2,828	2,718
Total shareholders’ equity	358,032	321,708
Total liabilities and shareholders’ equity	$ 715,700	$ 637,636

CALLAWAY GOLF COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share data)

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Net sales	$ 249,646	$ 281,123	$ 537,402	$ 566,221
Cost of sales	153,994	170,470	311,314	331,197
Gross profit	95,652	110,653	226,088	235,024
Operating expenses:				
Selling expense	61,672	75,711	129,980	152,549
General and administrative expense	15,169	18,446	29,756	30,680
Research and development expense	7,333	6,930	14,746	14,403
Total operating expenses	84,174	101,087	174,482	197,632
Income from operations	11,478	9,566	51,606	37,392
Other income (expense), net	28	(4,571)	4,029	(887)
Income before income taxes	11,506	4,995	55,635	36,505
Income tax provision	1,435	2,196	3,904	1,904
Net income	10,071	2,799	51,731	34,601
Dividends on convertible preferred stock	783	2,625	1,566	5,250
Net income allocable to common shareholders	$ 9,288	$ 174	$ 50,165	$ 29,351
Earnings per common share:				
Basic	$ 0.13	$ 0.00	$ 0.71	$ 0.45
Diluted	$ 0.12	$ 0.00	$ 0.59	$ 0.41
Weighted-average common shares outstanding:				
Basic	71,111	65,060	71,086	65,021
Diluted	86,349	65,112	92,235	84,950

CALLAWAY GOLF COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	**2012**	**2013**	**2012**
Net income	$ 10,071	$ 2,799	$ 51,731	$ 34,601
Other comprehensive loss:				
Foreign currency translation adjustments	(5,702)	(1,361)	(13,834)	(1,068)
Comprehensive income	$ 4,369	$ 1,438	$ 37,897	$ 33,533

CALLAWAY GOLF COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Cash flows from operating activities:		
Net income	$ 51,731	$ 34,601
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	13,428	18,234
Deferred taxes	200	(1,746)
Non-cash share-based compensation	1,670	1,896
Loss (gain) on disposal of long-lived assets	2,644	(975)
Gain on sale of intangible assets	—	(6,602)
Discount amortization on convertible notes	344	—
Change in assets and liabilities:		
Accounts receivable, net	(144,686)	(141,100)
Inventories	14,381	16,769
Other assets	(2,875)	690
Accounts payable and accrued expenses	(7,289)	(11,941)
Accrued employee compensation and benefits	4,816	(964)
Accrued warranty expense	702	(277)
Other liabilities	(2,106)	135
Net cash used in operating activities	(67,040)	(91,280)
Cash flows from investing activities:		
Capital expenditures	(6,004)	(14,115)
Proceeds from sales of property and equipment	3,935	70
Net proceeds from sales of intangible assets	—	26,861
Other investing activities	(1,480)	—
Net cash (used in) provided by investing activities	(3,549)	12,816
Cash flows from financing activities:		
Dividends paid	(2,989)	(6,554)
Proceeds from credit facilities, net	38,500	70,150
Other financing activities	—	69
Net cash provided by financing activities	35,511	63,665
Effect of exchange rate changes on cash and cash equivalents	13,034	(238)
Net decrease in cash and cash equivalents	(22,044)	(15,037)
Cash and cash equivalents at beginning of period	52,003	43,023
Cash and cash equivalents at end of period	$ 29,959	$ 27,986
Supplemental disclosures:		
Cash paid for income taxes, net	$ (3,578)	$ (2,983)
Cash paid for interest and fees	$ (3,632)	$ (2,355)
Noncash investing and financing activities:		
Dividends payable	$ 131	$ 438
Issuance of treasury stock from the settlement of compensatory stock awards	$ 1,649	$ 3,244
Acquisition of treasury stock for minimum statutory withholding taxes	$ (364)	$ (696)
Accrued capital expenditures at period end	$ 550	$ 727

CALLAWAY GOLF COMPANY
CONSOLIDATED CONDENSED STATEMENT OF SHAREHOLDERS' EQUITY
(Unaudited)
(In thousands)

	Callaway Golf Shareholders										
	Preferred Stock		Common Stock					Treasury Stock			
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Shares	Amount	Non-Controlling Interest	Total
Balance at December 31, 2012	418	$ 4	72,264	$ 723	$204,510	$113,831	$14,770	(1,267)	$(14,848)	$2,718	$321,708
Acquisition of treasury stock	—	—	—	—	—	—	—	(56)	(364)	—	(364)
Issuance of treasury stock	—	—	—	—	(1,649)	—	—	140	1,649	—	—
Compensatory stock and stock options	—	—	56	—	1,670	—	—	—	—	—	1,670
Stock dividends	—	—	—	—	22	(22)	—	—	—	—	—
Cash dividends	—	—	—	—	—	(2,989)	—	—	—	—	(2,989)
Equity adjustment from foreign currency translation	—	—	—	—	—	—	(13,834)	—	—	—	(13,834)
Net income	—	—	—	—	—	51,731	—	—	—	110	51,841
Balance at June 30, 2013	418	$ 4	72,320	$ 723	$204,553	$162,551	$ 936	(1,183)	$(13,563)	$2,828	$358,032

CALLAWAY GOLF COMPANY
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The accompanying unaudited consolidated condensed financial statements have been prepared by Callaway Golf Company (the “Company” or “Callaway Golf”) pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC. These consolidated condensed financial statements, in the opinion of management, include all adjustments necessary for the fair presentation of the financial position, results of operations and cash flows for the periods and dates presented. Interim operating results are not necessarily indicative of operating results for the full year.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates and assumptions.

Recent Accounting Standards

The Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2013-05, “Foreign Currency Matters (Topic 830): Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity.” This ASU provides guidance on releasing cumulative translation adjustments to net income when an entity ceases to have a controlling financial interest in a subsidiary or business within a foreign entity. The cumulative translation adjustments should be released only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets resides. This ASU is effective on a prospective basis for fiscal years and interim reporting periods within those years, beginning after December 15, 2013. The Company is currently evaluating the impact this ASU will have on its consolidated condensed financial statements.

In December 2011, the FASB issued ASU No. 2011-11, “Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities.” This ASU requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU No. 2011-11 is effective for annual and interim reporting periods beginning on or after January 1, 2013 on a retrospective basis. The adoption of this ASU did not have a material impact on the Company’s disclosures to the consolidated condensed financial statements.

Note 2. Cost Reduction Initiatives

In July 2012, the Company implemented its cost-reduction initiatives (the “Cost Reduction Initiatives”) designed to streamline and simplify the Company’s organizational structure and change the manner in which the Company approaches and operates its business. In the aggregate through June 30, 2013, the Company recognized total charges of $62,568,000 in connection with these initiatives, of which approximately two-thirds resulted in non-cash charges. In connection with these initiatives, the Company expects to incur total pre-tax charges of approximately $65,000,000, and expects to realize annualized savings of approximately $60,000,000. The Company expects to incur estimated future charges of approximately $2,400,000 over the next six months. These estimates are based upon current information and expectations, however, the amount, nature, or timing of these charges could vary as the Company further develops and implements these initiatives.

During the three and six months ended June 30, 2013, the Company recognized charges of $4,998,000 and $8,507,000 in connection with the Cost Reduction Initiatives. Amounts recognized in cost of sales during the three and six months ended June 30, 2013 totaled $4,087,000 and $6,369,000, respectively, and amounts recognized in operating expenses totaled $911,000 and $2,138,000, respectively. During the three and six months ended June 30, 2012, the Company recognized charges of $4,643,000 and $4,671,000 in connection with these initiatives. Amounts recognized in cost of sales during the three and six months ended June 30, 2012 totaled $937,000 and $961,000, respectively, and amounts recognized in operating expenses totaled $3,706,000 and $3,710,000, respectively. See Note 17 for charges recognized by the Company’s operating segments. The table below depicts the total charges recognized during the three and six months ended June 30, 2013, the liability balances, and the current estimated future charges relating to the Cost Reduction Initiatives (in thousands). Amounts payable as of June 30, 2013 are included in accrued employee compensation and benefits and accounts payable and accrued expenses in the accompanying consolidated condensed balance sheets.

	Cost Reduction Initiatives			
	Workforce Reductions	Transition Costs	Asset Write-offs	Total
Restructuring payable balance, December 31, 2012	$ 4,531	$ 591	$ —	$ 5,122
Charges to cost and expense	1,091	2,418	—	3,509
Non-cash items	—	(1,699)	—	(1,699)
Cash payments	(3,547)	(717)	—	(4,264)
Restructuring payable balance, March 31, 2013	$ 2,075	$ 593	$ —	$ 2,668
Charges to cost and expense	677	997	3,324	4,998
Non-cash items	—	(412)	(3,324)	(3,736)
Cash payments	(1,652)	(1,071)	—	(2,723)
Restructuring payable balance, June 30, 2013	$ 1,100	$ 107	$ —	$ 1,207
Total future estimated charges as of June 30, 2013	$ 700	$ 1,700	$ —	$ 2,400

Note 3. Financing Arrangements

In addition to cash on hand, as well as cash generated from operations, the Company relies on its asset-based revolving credit facility to manage seasonal fluctuations in liquidity and to provide additional liquidity when the Company’s operating cash flows are not sufficient to fund the Company’s requirements. The Company’s ability to generate sufficient positive cash flows from operations is subject to many risks and uncertainties, including future economic trends and conditions, the success of the Company’s multi-year turnaround, demand for the Company’s products, foreign currency exchange rates, and the other risks and uncertainties applicable to the Company and its business. If the Company is unable to generate sufficient cash flows to fund its business due to a decline in sales or otherwise and is unable to reduce its manufacturing costs and operating expenses to offset such decline, the Company will need to increase its reliance on its credit facility for needed liquidity. If the Company’s current credit facility is not available or sufficient and the Company could not secure alternative financing arrangements, the Company’s future operations would be significantly, adversely affected. The Company believes that its current credit facility, along with its cash on hand and cash flows expected to be generated from operations, is sufficient to meet the Company’s liquidity requirements for at least the next 12 months.

Asset-Based Revolving Credit Facility

The Company has a Loan and Security Agreement with Bank of America N.A. (as amended, the “ABL Facility”) which provides a senior secured asset-based revolving credit facility of up to $230,000,000, comprised of a $158,333,000 U.S. facility, a $31,667,000 Canadian facility, and a $40,000,000 United Kingdom facility, in each case subject to borrowing base availability under the applicable facility. The aggregate amount outstanding under the Company’s letters of credit was $2,709,000 at June 30, 2013. The amounts outstanding under the ABL Facility are secured by certain assets, including inventory and accounts receivable, of the Company’s U.S., Canadian and U.K. legal entities.

As of June 30, 2013, the Company had $38,500,000 borrowings outstanding under the ABL Facility and had $29,959,000 of cash and cash equivalents. As of June 30, 2013, the Company could borrow an additional $48,051,000 under the ABL Facility. The maximum availability under the ABL Facility fluctuates with the general seasonality of the business and increases and decreases with changes in the Company’s inventory and accounts receivable balances. The maximum availability is at its highest during the first half of the year when the Company’s inventory and accounts receivable balances are high and then decreases during the second half of the year when the Company’s accounts receivable balance is lower due to an increase in cash collections. Average outstanding borrowings during the six months ended June 30, 2013 was $59,491,000 and average available liquidity, defined as cash on hand combined with amounts available under the ABL Facility after outstanding borrowings was $97,385,000. Amounts borrowed under the ABL Facility may be repaid and borrowed as needed. The entire outstanding principal amount (if any) is due and payable at maturity on June 30, 2016.

The ABL Facility includes certain restrictions including, among other things, restrictions on incurrence of additional debt, liens, dividends, stock repurchases and other restricted payments, asset sales, investments, mergers, acquisitions and affiliate transactions. As of June 30, 2013, the Company was in compliance with all covenants of the ABL Facility. Additionally, the Company is subject to compliance with a fixed charge coverage ratio covenant during, and continuing 30 days after, any period in which the Company's borrowing base availability falls below $25,000,000. The Company would not have met the fixed charge coverage ratio as of June 30, 2013; however, the Company's borrowing base availability was above $25,000,000 during the six months ended June 30, 2013, and as such the Company was not subject to compliance with the fixed charge coverage ratio.

The interest rate applicable to outstanding loans under the ABL Facility fluctuates depending on the Company's trailing twelve month EBITDA (as defined by the ABL Facility) combined with the Company's "availability ratio." The Company's "availability ratio" is expressed as a percentage of (a) the average daily availability under the ABL Facility to (b) the sum of the Canadian, the U.K. and the U.S. borrowing bases, as adjusted. All applicable margins may be permanently reduced by 0.25% if EBITDA meets or exceeds $25,000,000 over any trailing twelve month period, and may be permanently reduced by an additional 0.25% if EBITDA meets or exceeds $50,000,000 over any trailing twelve month period. At June 30, 2013, the Company's interest rate applicable to its outstanding loans under the ABL Facility was 6.25%.

In addition, the ABL Facility provides for monthly fees ranging from 0.375% to 0.5% of the unused portion of the ABL Facility, depending on the prior month's average daily balance of revolver loans and stated amount of letters of credit relative to lenders' commitments.

The origination fees incurred in connection with the ABL Facility totaled $4,282,000, which are being amortized into interest expense over the term of the ABL Facility agreement. Unamortized origination fees as of June 30, 2013 and December 31, 2012 were $2,734,000 and $3,171,000, respectively, of which $911,000 and $906,000, respectively, were included in other current assets, and $1,823,000 and $2,265,000 were included in other assets, respectively, in the accompanying consolidated condensed balance sheets.

Convertible Senior Notes

In August 2012, the Company issued $112,500,000 of 3.75% Convertible Senior Notes (the "convertible notes"). The convertible notes pay interest of 3.75% per year on the principal amount, payable semiannually in arrears on February 15 and August 15 of each year. The convertible notes mature on August 15, 2019.

The Company incurred transactional fees of $3,539,000, which are being amortized over the term of the convertible notes. Unamortized transaction fees as of June 30, 2013 and December 31, 2012 were $3,119,000 and $3,365,000, respectively, of which $506,000 and $505,000 was included in other current assets, respectively, and $2,613,000 and $2,860,000 was included in other assets, respectively, in the accompanying consolidated condensed balance sheets.

The net carrying amount of the convertible notes as of June 30, 2013 and December 31, 2012 was $107,477,000 and $107,133,000, respectively. The unamortized discount of $5,023,000 as of June 30, 2013 will be amortized over the remaining term of approximately 6.2 years. Total interest and amortization expense recognized during the three and six months ended June 30, 2013 was $1,230,000 and $2,439,000, respectively.

The convertible notes are convertible, at the option of the note holder, at any time on or prior to the close of business on the business day immediately preceding August 15, 2019, into shares of common stock at an initial conversion rate of 133.3333 shares per $1,000 principal amount of convertible notes, which is equal to 15,000,000 shares of common stock at a conversion price of approximately $7.50 per share, subject to customary anti-dilution adjustments. Upon the occurrence of certain change of control events of the Company, the Company will pay a premium on the convertible notes converted in connection with such change of control events by increasing the conversion rate on such convertible notes.

Under certain circumstances, the Company has the right to terminate the right of note holders to convert their convertible notes. If the Company exercises such termination right prior to August 15, 2015, each note holder who converts its convertible notes after receiving notice of such exercise will receive a make-whole payment in cash or common stock, as the Company may elect, with respect to the convertible notes converted.

Upon the occurrence of a change of control of the Company or a termination of trading of the common stock of the Company, note holders will have the option to require the Company to repurchase for cash all or any portion of such note holder's convertible notes at a price equal to 100% of the principal amount of the repurchased convertible notes, plus accrued and unpaid interest thereon to the repurchase date.

The convertible notes are not redeemable by the Company prior to August 15, 2015. On or after August 15, 2015, the convertible notes are redeemable in whole or in part at the option of the Company at a redemption price equal to 100% of the principal amount of the convertible notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date.

The convertible notes contain certain covenants including payment of principal, certain repurchase obligations and interest, obligation of the Company to convert the convertible notes, and other customary terms as defined in the Indenture. The Company was in compliance with these covenants as of June 30, 2013.

Note 4. Preferred Stock

The Company has 417,639 shares of 7.50% Series B Cumulative Perpetual Convertible Preferred Stock, 0.01 par value, (the “preferred stock”) outstanding. The preferred stock is generally convertible at any time at the holder’s option into common stock of the Company at an initial conversion rate of 14.1844 shares of Callaway’s common stock per share of preferred stock, which is equivalent to an initial conversion price of approximately $7.05 per share. At June 30, 2013, based on the initial conversion rate, approximately 5,924,000 shares of common stock would be issuable upon conversion of all of the outstanding shares of preferred stock.

The terms of the preferred stock provide for a liquidation preference of $100 per share and cumulative unpaid dividends from the date of original issue at a rate of 7.50% per annum (equal to an annual rate of $7.50 per share), subject to adjustment in certain circumstances. As of June 30, 2013, the liquidation preference would have been $41,894,000. Dividends on the preferred stock are payable quarterly in arrears subject to declaration by the Board of Directors and compliance with the Company’s line of credit and applicable law.

The Company, at its option, may redeem the preferred stock subject to available liquidity and compliance with any applicable legal requirements and contractual obligations, in whole or in part, at a price equal to 100% of the liquidation preference, plus all accrued and unpaid dividends. The preferred stock has no maturity date and has no voting rights prior to conversion into the Company’s common stock, except in limited circumstances.

Note 5. Earnings per Common Share

Earnings per common share, basic, is computed by dividing net income less preferred stock dividends (i.e., net income allocable to common shareholders) by the weighted-average number of common shares outstanding for the period.

Earnings per common share, diluted, is computed by dividing net income adjusted for the interest on the convertible notes by the weighted-average number of common shares – diluted. Dilutive securities are included in the calculation of diluted earnings per common share using the treasury stock method and the if-converted method in accordance with Accounting Standards Codification (“ASC”) Topic 260, “Earnings per Share.” Dilutive securities include the common stock equivalents of convertible preferred stock and convertible notes, options granted pursuant to the Company’s stock option plans and outstanding restricted stock units granted to employees and non-employee directors (see Note 14).

Weighted-average common shares outstanding—diluted is the same as weighted-average common shares outstanding—basic in periods when a net loss is reported or in periods when diluted earnings per share is higher than basic earnings per share.

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The following table summarizes the computation of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Earnings per common share—basic				
Net income	$ 10,071	$ 2,799	$ 51,731	$ 34,601
Less: Preferred stock dividends	(783)	(2,625)	(1,566)	(5,250)
Net income allocable to common shareholders	$ 9,288	$ 174	$ 50,165	$ 29,351
Weighted-average common shares outstanding—basic	71,111	65,060	71,086	65,021
Basic earnings per common share	$ 0.13	$ 0.00	$ 0.71	$ 0.45
Earnings per common share—diluted				
Net income	10,071	$ 2,799	$ 51,731	$ 34,601
Less: Preferred stock dividends	(783)	(2,625)	—	—
Interest on convertible debt, net of tax	1,230	—	2,439	—
Net income including assumed conversions	$ 10,518	$ 174	$ 54,170	$ 34,601
Weighted-average common shares outstanding—basic	71,111	65,060	71,086	65,021
Convertible notes weighted-average shares outstanding	15,000	—	15,000	—
Preferred stock weighted-average shares outstanding	—	—	5,924	19,858
Options, restricted stock and other dilutive securities	238	52	225	71
Weighted-average common shares outstanding—diluted	86,349	65,112	92,235	84,950
Dilutive earnings per common share	$ 0.12	$ 0.00	$ 0.59	$ 0.41

Options with an exercise price in excess of the average market value of the Company’s common stock during the period have been excluded from the calculation of earnings per common share—diluted, as their effect would be antidilutive. For the three months ended June 30, 2013 and 2012, securities outstanding totaling approximately 6,162,000 and 29,100,000 (including preferred stock of 5,924,000 and 19,858,000), respectively, were excluded from the calculation as their effect would have been antidilutive. For the six months ended June 30, 2013 and 2012, securities outstanding totaling approximately 6,071,000 and 9,353,000, respectively, were excluded from the calculation as their effect would have been antidilutive.

Note 6. Sale of Buildings

On February 28, 2013, the Company completed the sale of its manufacturing facility in Chicopee, Massachusetts for proceeds of $3,496,000, net of closing costs and commissions. The Company had marked the building down to its estimated selling price, net of commissions, fees and estimated environmental remediation costs in 2012 and recorded a loss on the sale of $31,000 during the first quarter of 2013. The Company has $1,079,000 and $1,243,000 accrued in accounts payable and accrued expenses as of June 30, 2013 and December 31, 2012, respectively, for certain environmental remediation costs related to the sale of this facility. The Company has leased back a reduced portion of the square footage that it believes is adequate for ongoing golf ball operations.

Note 7. Inventories

Inventories are summarized below (in thousands):

	June 30, 2013	December 31, 2012
Inventories:		
Raw materials	$ 43,851	$ 43,469
Work-in-process	379	619
Finished goods	143,000	167,646
	$ 187,230	$ 211,734

Note 8. Goodwill and Intangible Assets

In accordance with ASC Topic 350, “Intangibles—Goodwill and Other,” the Company’s goodwill and certain intangible assets are not amortized, but are subject to an annual impairment test. The Company performs an impairment analysis on its goodwill and intangible assets at least annually and whenever events or changes in circumstances indicate that the carrying value of such assets may not be fully recoverable.

The following sets forth the intangible assets by major asset class (dollars in thousands):

	Useful Life (Years)	June 30, 2013			December 31, 2012		
		Gross	Accumulated Amortization	Net Book Value	Gross	Accumulated Amortization	Net Book Value
Non-Amortizing:							
Trade name, trademark and trade dress and other	NA	$ 88,590	$ —	$ 88,590	$ 88,590	$ —	$ 88,590
Amortizing:							
Patents	2-16	31,581	31,256	325	31,581	31,022	559
Developed technology and other	1-9	7,961	7,933	28	7,961	7,921	40
Total intangible assets		$ 128,132	$ 39,189	$ 88,943	$ 128,132	$ 38,943	$ 89,189

Aggregate amortization expense on intangible assets was approximately $246,000 and $1,793,000 for the six months ended June 30, 2013 and 2012, respectively.

Amortization expense related to intangible assets at June 30, 2013 in each of the next five fiscal years and beyond is expected to be incurred as follows (in thousands):

Remainder of 2013	$ 42
2014	68
2015	51
2016	51
2017	51
2018	51
Thereafter	39
	$ 353

Goodwill at June 30, 2013 and December 31, 2012 was $28,407,000 and $29,034,000, respectively. The decrease in goodwill during the six months ended June 30, 2013 of $627,000 was due to foreign currency fluctuations. Gross goodwill before impairments at June 30, 2013 and December 31, 2012 was $30,156,000 and $30,783,000, respectively.

Note 9. Investments

Investment in TopGolf International, Inc.

The Company owns preferred shares of TopGolf International, Inc. (“TopGolf”), the owner and operator of TopGolf entertainment centers. In May 2013, the Company invested an additional $1,480,000 in preferred shares of TopGolf, thereby increasing the Company's total investment as of June 30, 2013 to $25,447,000. In connection with this investment, the Company has a preferred partner agreement with TopGolf in which the Company has preferred signage rights, rights as the preferred supplier of golf products used or offered for use at TopGolf facilities at prices no less than those paid by the Company’s customers, preferred retail positioning in the TopGolf retail stores, access to consumer information obtained by TopGolf, and other rights incidental to those listed.

The Company’s ownership interest in TopGolf is less than 20%. In addition, the Company does not have the ability to significantly influence the operating and financing activities and policies of TopGolf. Accordingly, the Company’s investment in TopGolf is accounted for at cost in accordance with ASC Topic 325, “Investments—Other,” and is included in other assets in the accompanying consolidated condensed balance sheets as of June 30, 2013 and December 31, 2012.

Note 10. Non-Controlling Interest

Investment in Qingdao Suntech Sporting Goods Limited Company

Through June 30, 2013, the Company had a Golf Ball Manufacturing and Supply Agreement with Qingdao Suntech Sporting Goods Limited Company ("Suntech"), in which Suntech manufactured and supplied certain golf balls solely for and to the Company. In connection with the agreement, the Company provided Suntech with golf ball raw materials, packing materials, molds, tooling, as well as manufacturing equipment in order to carry out the manufacturing and supply obligations set forth in the agreement. Suntech provided the personnel as well as the facilities to effectively perform these manufacturing and supply obligations. Due to the nature of the arrangement, as well as the controlling influence the Company had in the Suntech operations, the Company was required to consolidate the financial results of Suntech in its consolidated financial statements in accordance with ASC Topic 810, "Consolidations." As of June 30, 2013 and December 31, 2012, the non-controlling interest related to Suntech in the consolidated condensed statements of shareholders' equity included net profits of $110,000 and $259,000, respectively.

In July 2013, the Company terminated the Golf Ball Manufacturing and Supply Agreement and certain ancillary agreements with Suntech, and as a result, in June 2013, the Company recognized non-cash charges of $3,435,000 to write-off certain manufacturing equipment and inventory located at the Suntech manufacturing facility. These charges were recognized in cost of sales within the Company's golf balls operating segment.

Suntech is a wholly-owned subsidiary of Suntech Mauritius Limited Company ("Mauritius"). The Company had previously entered into a loan agreement with Mauritius in order to provide working capital for Suntech. In connection with this loan agreement, the Company loaned Mauritius a total of $3,200,000, of which $1,788,000 was outstanding as of both June 30, 2013 and December 31, 2012. The termination of the Golf Ball Manufacturing and Supply Agreement has not resulted in an acceleration of the maturity of the loan. The loan is included in other assets in the accompanying consolidated condensed balance sheets as of June 30, 2013 and December 31, 2012.

Note 11. Product Warranty

The Company has a stated two-year warranty policy for its golf clubs, although the Company sometimes honors warranty claims after the two-year stated warranty period at the Company's discretion. The Company's policy is to accrue the estimated cost of satisfying future warranty claims at the time the sale is recorded. In estimating its future warranty obligations, the Company considers various relevant factors, including the Company's stated warranty policies and practices, the historical frequency of claims, and the cost to replace or repair its products under warranty.

The following table provides a reconciliation of the activity related to the Company's reserve for warranty expense (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Beginning balance	$ 7,887	$ 8,262	$ 7,539	$ 8,140
Provision	2,310	1,919	4,145	3,773
Claims paid/costs incurred	(1,956)	(2,318)	(3,443)	(4,050)
Ending balance	$ 8,241	$ 7,863	$ 8,241	$ 7,863

Note 12. Income Taxes

The Company calculates its interim income tax provision in accordance with ASC 270, “Interim Reporting”, and ASC 740 “Accounting for Income Taxes” (together, “ASC 740”). In general, at the end of each interim period, the Company estimates the annual effective tax rate for foreign operations and applies that rate to its ordinary foreign quarterly earnings. For the six months ended June 30, 2013, the discrete method was used to calculate the Company's U.S. interim tax expense as the annual effective rate was not considered a reliable estimate of year-to-date income tax expense. Under the discrete method, the Company determines its U.S. tax expense based upon actual results as if the interim period were an annual period. The Company's full U.S. valuation allowance position and the seasonality of the Company's business create results with significant variations in the customary relationship between income tax expense and pre-tax income for the interim periods. As a result, the use of the discrete method is more appropriate than the annual effective tax rate method.

The income tax expense for the second quarter of 2013 was $1,435,000 compared to $2,196,000 for the same period in 2012. The difference is primarily due to the release of certain unrecognized tax benefit liabilities due to the lapse of statutes of limitation combined with the impact of additional unrecognized tax benefits.

The realization of deferred tax assets, including loss and credit carry forwards, is subject to the Company generating sufficient taxable income during the periods in which the temporary differences become realizable. Due to the Company's taxable losses in the United States over the last few years, the Company has recorded a valuation allowance against its U.S. deferred tax assets. At each quarter end that a valuation allowance is maintained, as the U.S. deferred tax assets are adjusted upwards or downwards, the associated valuation allowance and income tax expense will be adjusted. If sufficient positive evidence arises in the future, such as a sustained return to profitability in the U.S. business, any existing valuation allowance could be reversed as appropriate, decreasing income tax expense in the period that such conclusion is reached.

As of June 30, 2013, the liability for income taxes associated with uncertain tax positions was $7,994,000 and could be reduced by $2,833,000 of offsetting tax benefits associated with the correlative effects of potential transfer pricing adjustments as well as $2,588,000 of deferred taxes. The net amount of $2,573,000, if recognized, would favorably affect the Company’s consolidated condensed financial statements and effective income tax rate. The Company does not expect that unrecognized tax benefit liabilities will significantly increase or decrease during the next 12 months.

The Company recognizes interest and/or penalties related to income tax matters in income tax expense. For the three months ended June 30, 2013 and 2012, the Company recognized a benefit of approximately $443,000 and an expense of approximately $28,000, respectively, of interest and penalties in the provision for income taxes. For the six months ended June 30, 2013 and 2012, the Company recognized a benefit of approximately $180,000 and an expense of approximately $90,000, respectively, of interest and penalties in the provision for income taxes. As of June 30, 2013 and December 31, 2012, the Company had accrued $1,065,000 and $1,245,000, respectively, before income tax benefit, for the payment of interest and penalties.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The Company is generally no longer subject to income tax examinations by tax authorities in the following major jurisdictions:

Tax Jurisdiction	Years No Longer Subject to Audit
U.S. federal	2008 and prior
California (United States)	2007 and prior
Canada	2005 and prior
Japan	2006 and prior
South Korea	2008 and prior
United Kingdom	2008 and prior

Pursuant to Section 382 of the Internal Revenue Code, use of the Company's NOL and credit carry-forwards may be limited significantly if the Company were to experience a cumulative change in ownership of the Company's stock by “5-percent shareholders” that exceeds 50% over a rolling three-year period. The Company does not believe there has been a cumulative change in ownership in excess of 50% during that period. The Company continues to monitor changes in ownership. If such a cumulative change did occur in any three year period and the Company was limited in the amount of losses it could use to offset taxable income, the Company's results of operations and cash flows would be adversely impacted.

Note 13. Commitments and Contingencies

Legal Matters

The Company is subject to routine legal claims, proceedings, and investigations incident to its business activities, including claims, proceedings, and investigations relating to commercial disputes and employment matters. The Company also receives from time to time information claiming that products sold by the Company infringe or may infringe patent, trademark, or other intellectual property rights of third parties. One or more such claims of potential infringement could lead to litigation, the need to obtain licenses, the need to alter a product to avoid infringement, a settlement or judgment, or some other action or material loss by the Company, which also could adversely affect the Company's overall ability to protect its product designs and ultimately limit its future success in the marketplace. In addition, the Company is occasionally subject to non-routine claims, proceedings, or investigations.

The Company regularly assesses such matters to determine the degree of probability that the Company will incur a material loss as a result of such matters as well as the range of possible loss. An estimated loss contingency is accrued in the Company's financial statements if it is probable the Company will incur a loss and the amount of the loss can be reasonably estimated. The Company reviews all claims, proceedings, and investigations at least quarterly and establishes or adjusts any accruals for such matters to reflect the impact of negotiations, settlements, advice of legal counsel, and other information and events pertaining to a particular matter. All legal costs associated with such matters are expensed as incurred.

Historically, the claims, proceedings and investigations brought against the Company, individually, and in the aggregate, have not had a material adverse effect upon the consolidated results of operations, cash flows, or financial position of the Company. The Company believes that it has valid legal defenses to the matters currently pending against the Company. These matters are inherently unpredictable and the resolutions of these matters are subject to many uncertainties and the outcomes are not predictable with assurance. Consequently, management is unable to estimate the ultimate aggregate amount of monetary loss, amounts covered by insurance, or the financial impact that will result from such matters. Management believes that the final resolution of the current matters pending against the Company, individually and in the aggregate, will not have a material adverse effect upon the Company's consolidated financial position. It is possible, however, that the Company's results of operations or cash flows could be materially affected in any particular period by the unfavorable resolution of one or more of these contingencies.

Unconditional Purchase Obligations

During the normal course of its business, the Company enters into agreements to purchase goods and services, including purchase commitments for production materials, endorsement agreements with professional golfers and other endorsers, employment and consulting agreements, and intellectual property licensing agreements pursuant to which the Company is required to pay royalty fees. It is not possible to determine the amounts the Company will ultimately be required to pay under these agreements as they are subject to many variables including performance-based bonuses, reductions in payment obligations if designated minimum performance criteria are not achieved, and severance arrangements. As of June 30, 2013, the Company has entered into many of these contractual agreements with terms ranging from one to four years. The minimum obligation that the Company is required to pay under these agreements is $56,832,000 over the next four years. In addition, the Company also enters into unconditional purchase obligations with various vendors and suppliers of goods and services in the normal course of operations through purchase orders or other documentation or that are undocumented except for an invoice. Such unconditional purchase obligations are generally outstanding for periods less than a year and are settled by cash payments upon delivery of goods and services and are not reflected in this total.

Future purchase commitments as of June 30, 2013, are as follows (in thousands):

Remainder of 2013	$ 39,562
2014	13,679
2015	2,453
2016	935
2017	203
	$ 56,832

Other Contingent Contractual Obligations

During its normal course of business, the Company has made certain indemnities, commitments and guarantees under which it may be required to make payments in relation to certain transactions. These include (i) intellectual property indemnities to the

Company’s customers and licensees in connection with the use, sale and/or license of Company product or trademarks, (ii) indemnities to various lessors in connection with facility leases for certain claims arising from such facilities or leases, (iii) indemnities to vendors and service providers pertaining to the goods and services provided to the Company or based on the negligence or willful misconduct of the Company, and (iv) indemnities involving the accuracy of representations and warranties in certain contracts. In addition, the Company has consulting agreements that provide for payment of nominal fees upon the issuance of patents and/or the commercialization of research results. The Company has also issued guarantees in the form of a standby letter of credit as security for contingent liabilities under certain workers’ compensation insurance policies.

The duration of these indemnities, commitments and guarantees varies, and in certain cases, may be indefinite. The majority of these indemnities, commitments and guarantees do not provide for any limitation on the maximum amount of future payments the Company could be obligated to make. Historically, costs incurred to settle claims related to indemnities have not been material to the Company’s financial position, results of operations or cash flows. In addition, the Company believes the likelihood is remote that material payments under the commitments and guarantees described above will have a material effect on the Company’s financial condition. The fair value of indemnities, commitments and guarantees that the Company issued during the six months ended June 30, 2013 was not material to the Company’s financial position, results of operations or cash flows.

Employment Contracts

In addition, the Company has made contractual commitments to each of its officers and certain other employees providing for severance payments, including salary continuation, upon the termination of employment by the Company for convenience or by the officer for substantial cause. In addition, in order to assure that the officers would continue to provide independent leadership consistent with the Company’s best interest, the contracts also generally provide for certain protections in the event of an actual or threatened change in control of the Company. These protections include the payment of certain severance benefits, such as salary continuation, upon the termination of employment following a change in control.

Note 14. Share-Based Employee Compensation

As of June 30, 2013, the Company had two shareholder approved stock plans under which shares were available for equity-based awards: the Callaway Golf Company Amended and Restated 2004 Incentive Plan and the 2013 Non-Employee Directors Stock Incentive Director Plan. From time to time, the Company grants stock options, restricted stock units, phantom stock units, stock appreciation rights and other awards under these plans.

The table below summarizes the amounts recognized in the financial statements for the three and six months ended June 30, 2013 and 2012 for share-based compensation, including expense for phantom stock units and cash settled stock appreciation rights (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Cost of sales	$ 65	$ 67	$ 145	$ 147
Operating expenses	986	944	2,225	3,729
Total cost of share-based compensation included in income, before income tax	$ 1,051	$ 1,011	$ 2,370	$ 3,876

Stock Options

During the three and six months ended June 30, 2013 the Company granted 59,000 and 1,843,000 shares underlying stock options, respectively, at a weighted average grant-date fair value of $2.84 and $2.47 per share, respectively. Total compensation expense recognized for stock options during the three and six months ended June 30, 2013 was $469,000 and $848,000, respectively.

During the six months ended June 30, 2012, the number of shares underlying stock options granted was nominal and no stock options were granted during the second quarter of 2012. Total compensation expense recognized for stock options during the three and six months ended June 30, 2012 was $621,000 and $1,056,000, respectively.

The Company records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model.

The table below summarizes the weighted average Black-Scholes fair value assumptions used in the valuation of stock options granted during the six months ended June 30, 2013 and 2012.

	Six Months Ended June 30,	
	2013	2012
Dividend yield	0.6%	1.2%
Expected volatility	48.8%	50.6%
Risk free interest rate	0.7%	0.8%
Expected life	4.3 years	4.9 years

Restricted Stock Units

The Company granted 72,000 and 441,000 shares underlying restricted stock units during the three and six months ended June 30, 2013 respectively, at a weighted average grant-date fair value of $6.69 and $6.55, respectively. Total compensation expense recognized for restricted stock units during the three and six months ended June 30, 2013 was $443,000 and $822,000, respectively.

During the three and six months ended June 30, 2012 the Company granted 83,000 and 383,000 shares underlying restricted stock units, respectively, at a weighted average grant-date fair value of $6.01 and $6.38, respectively. Total compensation expense recognized for restricted stock units during the three and six months ended June 30, 2012 was $488,000 and $839,000, respectively.

At June 30, 2013, the Company had $4,371,000 of total unrecognized compensation expense related to non-vested restricted stock units under the Company’s share-based payment plans. The amount of unrecognized compensation expense noted above does not necessarily represent the amount that will ultimately be realized by the Company in its consolidated condensed statement of operations due to the application of forfeiture rates.

Phantom Stock Units

Phantom stock units (“PSUs”) awarded under the 2004 Plan are a form of share-based award that are indexed to the Company’s stock and are settled in cash. Because PSUs are settled in cash, compensation expense recognized over the vesting period will vary based on changes in fair value. Fair value is remeasured at the end of each interim reporting period based on the closing price of the Company’s stock. PSUs generally cliff vest at the end of a three year period.

During the three and six months ended June 30, 2012, the Company granted 117,000 and 401,000 shares of PSUs, respectively, with a grant date fair value of $654,000 and $2,554,000, respectively. The Company did not grant PSUs in the first six months of 2013. Compensation expense recognized during the three and six months ended June 30, 2013 was $252,000 and $517,000, respectively and $138,000 and $995,000 during the three and six months ended June 30, 2012. Accrued compensation expense for PSUs for the three months ended June 30, 2013 was $1,841,000, of which $1,022,000 and $819,000 was recorded in accrued employee compensation and benefits and long-term other liabilities, respectively, in the accompanying consolidated condensed balance sheets. At December 31, 2012, the Company accrued $1,324,000 in long-term other liabilities in the accompanying consolidated condensed balance sheet. There was no accrual in accrued employee compensation and benefits at December 31, 2012.

Stock Appreciation Rights

The Company records compensation expense for cash settled stock appreciation rights (“SARs”) based on the estimated fair value on the date of grant using the Black Scholes option-pricing model. SARs are subsequently remeasured at each interim reporting period based on a revised Black Scholes value until they are exercised. SARs vest over a three year period.

During the three and six months ended June 30, 2012, the Company granted 289,000 and 3,400,000 SARs, respectively. The Company did not grant SARs in the first six months of 2013. During the three months ended June 30, 2013 and 2012, the Company reversed $114,000 and $236,000, respectively, in compensation expense related to these awards, and recognized $182,000 and $985,000, respectively, in compensation expense during the six months ended June 30, 2013 and 2012.

At June 30, 2013, the Company accrued compensation expense of $2,729,000, of which $2,308,000 and $421,000 was included in accrued employee compensation and benefits and long-term incentive compensation and other, respectively, in the accompanying consolidated condensed balance sheets. At December 31, 2012, the Company accrued compensation expense of $2,607,000, of which $1,819,000 and $788,000 was included in accrued employee compensation and benefits and long-term incentive compensation and other, respectively, in the accompanying consolidated condensed balance sheets.

Note 15. Fair Value of Financial Instruments

Certain of the Company's financial assets and liabilities are measured at fair value on a recurring and nonrecurring basis. Fair value is defined as the price that would be received to sell an asset or the price paid to transfer a liability (the exit price) in the principle and most advantageous market for the asset or liability in an orderly transaction between market participants. Assets and liabilities carried at fair value are classified using the following three-tier hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities;

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and

Level 3: Fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The following table summarizes the valuation of the Company's foreign currency exchange contracts (see Note 16) that are measured at fair value on a recurring basis by the above pricing levels at June 30, 2013 (in thousands):

	Fair Value	Level 1	Level 2	Level 3
Foreign currency derivative instruments—asset position	$ 7,115	$ —	$ 7,115	$ —
Foreign currency derivative instruments—liability position	(625)	—	(625)	—
	$ 6,490	$ —	$ 6,490	$ —

The fair value of the Company's foreign currency exchange contracts is based on observable inputs that are corroborated by market data. Foreign currency derivatives on the balance sheet are recorded at fair value with changes in fair value recorded in the statements of operations.

Disclosures about the Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, trade accounts receivable and trade accounts payable and accrued expenses at June 30, 2013 and December 31, 2012 are reasonable estimates of fair value due to the short-term nature of these balances. The table below illustrates information about fair value relating to the Company's financial assets and liabilities that are recognized on the accompanying consolidated condensed balance sheets as of June 30, 2013 and December 31, 2012, as well as the fair value of contingent contracts that represent financial instruments (in thousands).

	June 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Convertible notes(1)	$ 107,477	$ 120,566	$ 107,133	$ 118,406
Standby letters of credit(2)	$ 2,709	$ 2,709	$ 3,265	$ 3,265

(1) The carrying value of the convertible notes at June 30, 2013 and December 31, 2012, is net of the unamortized discount of $5,023,000 and $5,367,000, respectively (see Note 3). The fair value of the convertible notes was determined based on secondary quoted market prices, and as such is classified as Level 2 in the fair value hierarchy.

(2) Amounts outstanding under standby letters of credit represent the Company's contingent obligation to perform in accordance with the underlying contracts to which they pertain. The fair value of standby letters is classified as Level 1 as it approximates the carrying value due to the short term nature of these obligations.

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Note 16. Derivatives and Hedging

Foreign Currency Exchange Contracts

The Company accounts for its foreign currency exchange contracts in accordance with ASC Topic 815, “Derivatives and Hedging” (“ASC 815”). ASC 815 requires the recognition of all derivatives as either assets or liabilities on the balance sheet, the measurement of those instruments at fair value and the recognition of changes in the fair value of derivatives in earnings in the period of change, unless the derivative qualifies as an effective hedge that offsets certain exposures.

In the normal course of business, the Company is exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to transactions of its international subsidiaries, including certain balance sheet exposures (payables and receivables denominated in foreign currencies). In addition, the Company is exposed to gains and losses resulting from the translation of the operating results of the Company’s international subsidiaries into U.S. dollars for financial reporting purposes. As part of its strategy to manage the level of exposure to the risk of fluctuations in foreign currency exchange rates, the Company uses derivative financial instruments in the form of foreign currency forward contracts and put and call option contracts (“foreign currency exchange contracts”) to hedge transactions that are denominated primarily in Japanese Yen, British Pounds, Euros, Canadian Dollars, Australian Dollars and Korean Won. Foreign currency exchange contracts are used only to meet the Company’s objectives of minimizing variability in the Company’s operating results arising from foreign exchange rate movements. The Company does not enter into foreign currency exchange contracts for speculative purposes. Foreign currency exchange contracts usually mature within twelve months from their inception.

The Company did not designate any foreign currency exchange contracts as derivatives that qualify for hedge accounting under ASC 815. At June 30, 2013 and December 31, 2012, the notional amounts of the Company’s foreign currency exchange contracts used to hedge the exposures discussed above were approximately $132,041,000 and $137,125,000, respectively. The Company estimates the fair values of foreign currency exchange contracts based on pricing models using current market rates, and records all derivatives on the balance sheet at fair value with changes in fair value recorded in the statements of operations.

The following table summarizes the fair value of derivative instruments by contract type as well as the location of the asset and/or liability on the consolidated condensed balance sheets at June 30, 2013 and December 31, 2012 (in thousands):

	Asset Derivatives			
	June 30, 2013		December 31, 2012	
Derivatives not designated as hedging instruments	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign currency exchange contracts	Other current assets	$ 7,115	Other current assets	$ 5,011

	Liability Derivatives			
	June 30, 2013		December 31, 2012	
Derivatives not designated as hedging instruments	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Foreign currency exchange contracts	Accounts payable and accrued expenses	$ 625	Accounts payable and accrued expenses	$ 1,046

The following table summarizes the location of gains in the consolidated condensed statements of operations that were recognized during the three and six months ended June 30, 2013 and 2012, respectively, in addition to the derivative contract type (in thousands):

		Amount of Net Gain (Loss) Recognized in Income on Derivative Instruments			
		Three Months Ended June 30,		Six Months Ended June 30,	
Derivatives not designated as hedging instruments	Location of net gain (loss) recognized in income on derivative instruments	2013	2012	2013	2012
Foreign currency exchange contracts	Other income (expense), net	$ 4,956	$ (2,200)	$ 12,803	$ 3,485

The net realized and unrealized net gains and losses noted in the table above for the three and six months ended June 30, 2013 and 2012 were used by the Company to offset actual foreign currency transactional net gains and losses associated with the translation of foreign currencies in operating results.

Note 17. Segment Information

The Company has two operating segments that are organized on the basis of products and include golf clubs and golf balls. The golf clubs segment consists primarily of Callaway Golf woods, hybrids, irons, wedges and putters as well as Odyssey putters, pre-owned clubs, rangefinders, other golf-related accessories and royalties from licensing of the Company's trademarks and service marks. The golf balls segment consists primarily of Callaway Golf balls that are designed, manufactured and sold by the Company. During the first quarter of 2012, the Company completed the sale of certain assets related to the Top-Flite and Ben Hogan brands. In addition, during the third quarter of 2012, the Company announced the transition of its golf apparel, footwear and integrated device businesses to a third party based model. As such, the net sales and income before income taxes for the three and six months ended June 30, 2013 include minimal sales of Top-Flite and Ben Hogan golf products as well as sales of golf apparel, footwear and uPro GPS on-course measurement devices. There are no significant intersegment transactions.

The table below contains information utilized by management to evaluate its operating segments for the interim periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net sales:				
Golf Clubs	$ 206,218	$ 231,285	$ 450,989	$ 473,837
Golf Balls	43,428	49,838	86,413	92,384
	$ 249,646	$ 281,123	$ 537,402	$ 566,221
Income before income taxes:				
Golf Clubs(1)	$ 20,831	$ 17,953	$ 64,821	$ 50,595
Golf Balls(1)	710	4,162	6,896	5,739
Reconciling items(2)	(10,035)	(17,120)	(16,082)	(19,829)
	$ 11,506	$ 4,995	$ 55,635	$ 36,505
Additions to long-lived assets:				
Golf Clubs	$ 2,827	$ 5,208	$ 6,433	$ 12,715
Golf Balls	18	56	28	239
	$ 2,845	$ 5,264	$ 6,461	$ 12,954

(1) In connection with the Cost Reduction Initiatives (see Note 2), the Company's golf clubs and golf balls segments recognized pre-tax charges of $572,000 and $4,112,000, respectively, during the three months ended June 30, 2013, and $1,667,000 and $324,000, respectively, during the three months ended June 30, 2012. The Company's golf clubs and golf balls segments recognized pre-tax charges of $3,272,000 and $4,228,000, respectively, during the six months ended June 30, 2013, in connection with these initiatives, and $1,686,000 and $333,000, respectively, during the six months ended June 30, 2012.

(2) Reconciling items represent corporate general and administrative expenses and other income (expense) not included by management in determining segment profitability. During the three and six months ended June 30, 2013, the reconciling items include pre-tax charges of $314,000 and $1,007,000, respectively, related to the Cost Reduction Initiatives. During both the three and six months ended June 30, 2012, the reconciling items include pre-tax charges of $2,652,000 in connection with these initiatives. In addition, reconciling items for the six months ended June 30, 2012, include a pre-tax gain of $6,602,000 in connection with the sale of Top-Flite and Ben Hogan brands.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion should be read in conjunction with the Consolidated Condensed Financial Statements and the related notes that appear elsewhere in this report. See also "Important Notice to Investors" on page 2 of this report.

Results of Operations

Overview of Business and Seasonality

The Company designs, manufactures and sells high quality golf clubs and golf balls and also sells golf apparel, golf footwear, golf bags, gloves, eyewear and other golf-related accessories. The Company designs its products to be technologically advanced and in this regard invests a considerable amount in research and development each year. The Company's golf products are designed for golfers of all skill levels, both amateur and professional.

The Company has two operating segments that are organized on the basis of products, namely the golf clubs segment and golf balls segment. The golf clubs segment consists primarily of Callaway woods, hybrids, irons, wedges and putters as well as Odyssey putters. This segment also includes other golf-related accessories described above and royalties from licensing of the Company's trademarks and service marks as well as sales of pre-owned golf clubs. The golf balls segment consists primarily of Callaway golf balls as a result of the sale of the Top-Flite brand during the first quarter of 2012. As discussed in Note 17 "Segment Information" to the Notes to Consolidated Condensed Financial Statements, the Company's operating segments exclude a significant amount of corporate general administrative expenses and other income (expense) not utilized by management in determining segment profitability.

In most of the regions where the Company does business, the game of golf is played primarily on a seasonal basis. Weather conditions generally restrict golf from being played year-round, except in a few markets, with many of the Company's on-course customers closing for the cold weather months. The Company's business is therefore subject to seasonal fluctuations. In general, during the first quarter, the Company begins selling its products into the golf retail channel for the new golf season. This initial sell-in generally continues into the second quarter. The Company's second quarter sales are significantly affected by the amount of reorder business of the products sold during the first quarter. The Company's third quarter sales are generally dependent on reorder business but are generally less than the second quarter as many retailers begin decreasing their inventory levels in anticipation of the end of the golf season. The Company's fourth quarter sales are generally less than the other quarters due to the end of the golf season in many of the Company's key markets. However, fourth quarter sales can be affected from time to time by the early launch of product introductions related to the new golf season of the subsequent year. This seasonality, and therefore quarter to quarter fluctuations, can be affected by many factors, including the timing of new product introductions as well as weather conditions. In general, however, because of this seasonality, a majority of the Company's sales and most, if not all, of its profitability generally occurs during the first half of the year.

More than half of the Company's business is conducted outside of the United States and is conducted in currencies other than the U.S. dollar. As a result, changes in foreign currency rates can have a significant effect on the Company's financial results. The Company enters into foreign currency exchange contracts to mitigate the effects of changes in foreign currency rates. While these foreign currency exchange contracts can mitigate the effects of changes in foreign currency rates, they do not eliminate those effects, which can be significant. These effects include (i) the translation of results denominated in foreign currency into U.S. dollars for reporting purposes, (ii) the mark-to-market adjustments of certain intercompany balance sheet accounts denominated in foreign currencies, and (iii) the mark-to-market adjustments on the Company's foreign currency exchange contracts. In general, the Company's overall financial results are affected positively by a weaker U.S. dollar and are affected negatively by a stronger U.S. dollar as compared to the foreign currencies in which the Company conducts its business. The Company's reported net sales in regions outside the U.S. in 2013 were negatively affected by the translation of foreign currency sales into U.S. dollars based on 2013 exchange rates. If 2012 exchange rates were applied to 2013 reported sales in regions outside the U.S. and all other factors were held constant, net sales in such regions would have been $17.8 million higher than the net sales reported in the first half of 2013.

Executive Summary

During the first half of 2013, the Company continued to make progress on its turnaround with sales growth in its current business on a constant currency basis and improvements in operating efficiencies and cost management. The Company's first half 2013 sales of its current business grew 6% on a constant currency basis compared to 2012. Its reported net sales, however, were adversely affected by (i) the impact of its businesses that in 2012 were sold or transitioned to a third party model, which negatively affected sales by approximately $45 million for the first half of 2013 compared to 2012 and (ii) the impact of changes in foreign currency rates in 2013 as compared to 2012, which adversely affected sales by approximately $18 million for the first half of 2013. As a result of these factors, and despite increases in constant currency sales of the Company's current business, the Company's reported sales decreased by 5% for the first half of 2013 compared to the same period in the prior year.

In addition to improved sales of its current business on a constant currency basis, the Company's gross margins and operating expenses improved. Gross margin increased by 60 basis points to 42.1% during the first half of 2013 compared to 41.5% during the same period in 2012. This improvement was primarily driven by a favorable shift in sales mix as a result of increased sales of higher margin woods products in 2013, primarily due to the current year success of the X Hot line of woods. Gross margin was also favorably affected by improved manufacturing efficiencies and lower costs associated with the Company's cost structure resulting from the Company's 2012 restructuring initiatives (the “Cost Reduction Initiatives”). Additionally, as a result of these cost savings initiatives, as well as a continued focus on cost management, the Company's operating expenses improved by $23.1 million or 12% in the first half of 2013 compared to the same period in 2012.

These improvements enabled the Company to overcome softer than expected market conditions, the adverse effects of changes in foreign currency rates, and the impact of the sold or transitioned businesses. As a result, the Company's operating income and earnings per share increased to $51.6 million and $0.59 for the first half of 2013 compared to $37.4 million and $0.41 for the same period in 2012. Looking forward to the balance of 2013, the Company anticipates continued foreign currency headwinds and promotional activity at retail. However, despite these challenges, management expects that its 2013 full year operating results will be significantly improved compared to 2012.

Three-Month Periods Ended June 30, 2013 and 2012

Net sales for the second quarter of 2013 decreased $31.5 million to $249.6 million compared to $281.1 million in the second quarter of 2012. This decrease was primarily due to the sale of the Top-Flite and Ben Hogan brands in 2012 combined with a decline in sales of the Company’s accessories and other products due to the transition of the Company’s apparel and footwear sales in the U.S. to a licensing arrangement during the second half of 2012. Combined, the sale/transition of these businesses negatively affected sales by approximately $24.8 million in the second quarter of 2013 compared to 2012. Additionally, the Company’s net sales for the second quarter of 2013 were negatively impacted by $9.7 million resulting from unfavorable fluctuations in foreign currency rates. The Company’s net sales by operating segment are presented below (dollars in millions):

	Three Months Ended June 30,		Decline	
	2013	2012	Dollars	Percent
Net sales:				
Golf clubs	$ 206.2	$ 231.3	$ (25.1)	(11)%
Golf balls	43.4	49.8	(6.4)	(13)%
	$ 249.6	$ 281.1	$ (31.5)	(11)%

For further discussion of each operating segment’s results, see “Golf Club and Golf Ball Segments Results” below.

Net sales information by region is summarized as follows (dollars in millions):

	Three Months Ended June 30,		Decline	
	2013	2012	Dollars	Percent
Net sales:				
United States	$ 124.4	$ 142.3	$ (17.9)	(13)%
Europe	40.2	43.4	(3.2)	(7)%
Japan	36.7	37.0	(0.3)	(1)%
Rest of Asia	22.9	26.6	(3.7)	(14)%
Other countries	25.4	31.8	(6.4)	(20)%
	$ 249.6	$ 281.1	$ (31.5)	(11)%

Net sales in the United States decreased $17.9 million (13%) to $124.4 million during the second quarter of 2013 compared to the same period in the prior year. As mentioned above, this decrease was primarily due to the sale of the Top-Flite and Ben Hogan brands in 2012 combined with the transition of the Company’s apparel and footwear sales in the U.S. to a licensing arrangement during the second half of 2012. The Company's sales in regions outside of the United States decreased $13.6 million to $125.2 million for the second quarter of 2013 compared to $138.8 million in the same quarter of 2012. This decrease was primarily due to the unfavorable impact of the translation of foreign currency sales into U.S. Dollars based upon 2013 exchange rates. If 2012 exchange rates were applied to 2013 reported sales in regions outside the U.S. and all other factors were held constant, net sales in such regions would have been $9.7 million higher than reported in the second quarter of 2013. Additionally, the Company experienced declines in sales in Europe and other countries due to adverse weather and softer market conditions during the current year.

Gross profit decreased $15.0 million to $95.7 million for the second quarter of 2013 compared to $110.7 million in the second quarter of 2012. Gross profit as a percentage of net sales ("gross margin") decreased to 38.3% in the second quarter of 2013 compared to 39.4% in the second quarter of 2012. The decrease in gross margin was primarily due to the unfavorable impact of changes in foreign currency rates combined with charges incurred during the second quarter of 2013 in connection with the Cost Reduction Initiatives announced in July 2012, primarily within the golf balls operating segment. This decrease in gross margin was partially offset by (i) a favorable shift in mix within the golf clubs operating segment as a result of sales of the higher margin X Hot family of irons in the second quarter of 2013 relative to sales of value priced irons in the second quarter of 2012, partially offset by an increase in club component costs due to more expensive materials and technology incorporated into the X Hot family of woods and White Hot Pro putters; and (ii) improved manufacturing efficiencies resulting from the Cost Reduction Initiatives. See "Segment Profitability" below for further discussion of gross margins.

Selling expenses decreased by $14.0 million to $61.7 million (24.7% of net sales) in the second quarter of 2013 compared to $75.7 million (26.9% of net sales) in the comparable period of 2012. This decrease was primarily due to an $8.9 million decrease in marketing expenses, combined with a $4.4 million decline in employee costs and travel and entertainment expenses resulting from the Cost Reduction Initiatives.

General and administrative expenses decreased by $3.3 million to $15.2 million (6.1% of net sales) in the second quarter of 2013 compared to $18.4 million (6.6% of net sales) in the comparable period of 2012. This decrease was primarily due to headcount reductions in connection with the Cost Reduction Initiatives, which resulted in a $2.4 million decrease in employee costs.

Research and development expenses increased by $0.4 million to $7.3 million (2.9% of net sales) in the second quarter of 2013 compared to $6.9 million (2.5% of net sales) in the comparable period of 2012.

Other income, net was break-even in the second quarter of 2013 compared to other expense of $4.6 million in the comparable period of 2012. This improvement was primarily due to an increase in net foreign currency gains in the second quarter of 2013 compared to the same period in 2012, partially offset by an increase in interest expense.

The Company's provision for income taxes was $1.4 million for the second quarter of 2013, compared to $2.2 million for the second quarter of 2012. The $0.8 million decrease resulted primarily from the release of certain unrecognized tax liabilities resulting from the lapse of certain statutes of limitations. Due to the effects of the Company's valuation allowance against its U.S. deferred tax assets, the Company's effective tax rate for the second quarter of 2013 is not comparable to the effective tax rate for the second quarter of 2012 as the Company's income tax amount is not directly correlated to the amount of its pretax income.

Net income for the second quarter of 2013 increased to $10.1 million compared to $2.8 million in the comparable quarter of 2012. Diluted earnings per share increased to $0.12 in the second quarter of 2013 compared to break-even in the comparable period of 2012. The Company's net income for the second quarter of 2013 and 2012 includes the following charges and gains (in millions):

	Three Months Ended June 30,	
	2013	2012
Pre-tax charges related to the Cost Reduction Initiatives	$ (5.0)	$ (4.6)
Income tax provision[1]	(1.4)	(2.2)
Total charges	$ (6.4)	$ (6.8)

(1) The Company's income tax provision for 2013 and 2012 is affected by the establishment of a valuation allowance against the Company's U.S. deferred tax assets and is therefore not directly correlated to the amount of its pretax income. See Note 12 "Income Taxes" to the Notes to Consolidated Condensed Financial Statements included in this Form 10-Q.

Golf Clubs and Golf Balls Segments Results for the Three Months Ended June 30, 2013 and 2012

Golf Clubs Segment

Net sales information by product category is summarized as follows (dollars in millions):

	Three Months Ended June 30,		Growth/(Decline)	
	2013	2012	Dollars	Percent
Net sales:				
Woods	$ 71.9	$ 58.6	$ 13.3	23 %
Irons	55.5	57.8	(2.3)	(4)%
Putters	22.9	38.9	(16.0)	(41)%
Accessories and other	55.9	76.0	(20.1)	(26)%
	$ 206.2	$ 231.3	$ (25.1)	(11)%

The $13.3 million (23%) increase in net sales of woods to $71.9 million for the quarter ended June 30, 2013 resulted from an increase in both sales volume and average selling prices. The increase in sales volume was primarily due to the successful launch of the X Hot woods, which performed better at retail than the prior year Razr X woods. The increase in average selling prices was due to the introduction of the X Hot and Razr Fit Xtreme woods at higher average selling prices than their predecessors, the Razr X and Razr Fit woods sold during the same period in the prior year.

The $2.3 million (4%) decrease in net sales of irons to $55.5 million for the quarter ended June 30, 2013 was primarily attributable to a decline in sales volume resulting from fewer new irons models introduced in the current year compared to the same period in the prior year. This was partially offset by an increase in average selling prices due to the introduction of the X Hot irons at higher average selling prices than many of the Razr X irons models launched in the prior year.

The $16.0 million (41%) decrease in net sales of putters to $22.9 million for the quarter ended June 30, 2013 was primarily attributable to a decline in both sales volume and average selling prices. The decline in sales volume was due to the earlier timing of new product introductions with the launch of the Versa and White Hot Pro putters during the first quarter of 2013 compared to the prior year with Metal X putters launched during the second quarter of 2012. The decline in average selling prices was due to an unfavorable shift in product mix with fewer sales of the Company's higher priced progressive (Metal X and White Ice putters) and elite (Prototype IX and Tour Series) putter models to sales of more moderately priced core (Versa and White Hot Pro) putter models.

The $20.1 million (26%) decrease in net sales of accessories and other products to $55.9 million for the quarter ended June 30, 2013 was primarily due to a decline in net sales of approximately $8.0 million due to the transition of the Company’s apparel and footwear sales in the U.S. to a licensing arrangement during the second half of 2012 combined with a decline in sales of packaged sets, GPS devices and gloves.

Golf Balls Segment

Net sales information for the golf balls segment is summarized as follows (dollars in millions):

	Three Months Ended June 30,		Decline	
	2013	2012	Dollars	Percent
Net sales:				
Golf balls	$ 43.4	$ 49.8	$ (6.4)	(13)%

The $6.4 million (13%) decrease in net sales of golf balls to $43.4 million for the quarter ended June 30, 2013 was primarily due to a decline in sales volume slightly offset by an increase in average selling prices. The decrease in sales volume was primarily due to an $8.7 million decline in sales of Top-Flite golf balls due to the sale of the Top-Flite brand in 2012 partially offset by an increase in sales of Callaway golf balls during the second quarter of 2013 compared to the same period in the prior year. The increase in average selling prices resulted from a shift in product mix from sales lower priced Top-Flite balls in 2012 to increased sales of higher priced Callaway branded golf balls in 2013. In addition, golf ball sales in the second quarter of 2013 were negatively impacted by a decline in rounds played compared to rounds played in the comparative period of 2012.

Segment Profitability

Profitability by operating segment is summarized as follows (dollars in millions):

	Three Months Ended June 30,		Growth/(Decline)	
	2013	2012	Dollars	Percent
Income before income taxes:				
Golf clubs[1]	$ 20.8	$ 18.0	$ 2.8	16 %
Golf balls[1]	0.7	4.2	(3.5)	(83)%
Reconciling items[2]	(10.0)	(17.2)	7.2	42 %
	$ 11.5	$ 5.0	$ 6.5	130 %

(1) In connection with the Cost Reduction Initiatives (see Note 2 "Cost Reduction Initiatives" to the Notes to Consolidated Condensed Financial Statements), during the three months ended June 30, 2013 and 2012, the Company's golf clubs segment recognized pre-tax charges of $0.6 million and $1.7 million, respectively, and golf balls segment recognized pre-tax charges of $4.1 million and $0.3 million, respectively, related to these initiatives.

(2) Reconciling items represent corporate general and administrative expenses and other income (expense) not included by management in determining segment profitability. For the second quarter of 2013 and 2012, the reconciling items include pre-tax charges of $0.3 million and $2.7 million, respectively, related to the Cost Reduction Initiatives.

Pre-tax income in the Company's golf clubs operating segment increased to $20.8 million for the second quarter of 2013 from $18.0 million for the comparable period in the prior year. This increase was primarily driven by a decrease in operating expenses as a result of net savings realized from the Cost Reduction Initiatives, combined with an increase in gross margin, offset by a decrease in net sales as discussed above. The increase in gross margin was primarily driven by (i) a favorable shift in mix within the irons category as a result of sales of the X Hot family of irons in the second quarter of 2013, which have higher margins relative to the value priced irons sold during the second quarter of 2012; and (ii) improved manufacturing efficiencies and lower costs associated with the Company's cost structure resulting from the Cost Reduction Initiatives. These increases were partially offset by an increase in club component costs due to more expensive materials and technology incorporated into the X Hot family of woods and White Hot Pro putters.

Pre-tax income in the Company's golf balls operating segment decreased to $0.7 million for the second quarter of 2013 from $4.2 million for the comparable period in the prior year. This decrease was primarily attributable to a decrease in net sales as discussed above combined with a decrease in gross margin, offset by a decrease in operating expenses as a result of net savings realized from the Cost Reduction Initiatives. The decrease in gross margin was primarily driven by a $3.4 million write-off of certain manufacturing equipment and inventory during the second quarter of 2013 in connection with the Cost Reduction Initiatives, partially offset by sales of discounted Top-Flite brand golf balls during the second quarter of 2012.

Six-Month Periods Ended June 30, 2013 and 2012

Net sales for the six months ended June 30, 2013 decreased $28.8 million to $537.4 million compared to $566.2 million for the same period in 2012. This decrease was primarily due to the sale of the Top-Flite and Ben Hogan brands in 2012 combined with a decline in sales of the Company's accessories and other products due to the transition of the Company's apparel and footwear sales in the U.S. to a licensing arrangement during the second half of 2012. Combined, the sale/transition of these businesses negatively affected sales by approximately $44.7 million for the first half of 2013 compared to 2012. Additionally, the Company's net sales for the first half of 2013 were negatively impacted by $17.8 million resulting from unfavorable fluctuations in foreign currency rates. These decreases were partially offset by an increase in sales of woods resulting from the successful launch of the Company's X Hot woods which were introduced during the current year. The Company's net sales by operating segment are presented below (dollars in millions):

	Six Months Ended June 30,		Decline	
	2013	2012	Dollars	Percent
Net sales:				
Golf clubs	$ 451.0	$ 473.8	$ (22.8)	(5)%
Golf balls	86.4	92.4	(6.0)	(6)%
	$ 537.4	$ 566.2	$ (28.8)	(5)%

For further discussion of each operating segment's results, see "Golf Club and Golf Ball Segments Results" below.

Net sales information by region is summarized as follows (dollars in millions):

	Six Months Ended June 30,		Growth/(Decline)	
	2013	2012	Dollars	Percent
Net sales:				
United States	$ 284.1	$ 292.0	$ (7.9)	(3)%
Europe	78.5	86.1	(7.6)	(9)%
Japan	80.8	79.2	1.6	2 %
Rest of Asia	43.0	44.6	(1.6)	(4)%
Other countries	51.0	64.3	(13.3)	(21)%
	$ 537.4	$ 566.2	$ (28.8)	(5)%

Net sales in the United States decreased $7.9 million (3%) to $284.1 million during the six months ended June 30, 2013 compared to the same period in the prior year. As mentioned above, this decrease was primarily due to the sale of the Top-Flite and Ben Hogan brands combined with the transition of the Company's apparel and footwear sales in the U.S. to a licensing arrangement during the second half of 2012. The Company's sales in regions outside of the United States decreased $20.9 million to $253.3 million for the six months ended June 30, 2013 compared to $274.2 million in the same period in 2012. The Company's reported net sales in regions outside the United States in 2013 were unfavorably affected by the translation of foreign currency sales into U.S. Dollars based upon 2013 exchange rates. If 2012 exchange rates were applied to 2013 reported sales in regions outside the U.S. and all other factors were held constant, net sales in such regions would have been $17.8 million higher than reported in the first half of 2013. Additionally, the Company experienced declines in sales in Europe and other countries due to adverse weather and softer market conditions during the current year.

Gross profit decreased $8.9 million to $226.1 million for the six months ended June 30, 2013 compared to $235.0 million in the comparable period of 2012. Gross profit as a percentage of net sales ("gross margin") increased to 42.1% in the first six months of 2013 compared to 41.5% in the first six months of 2012. The increase in gross margin was primarily due to (i) a favorable shift in mix to sales of higher margin golf club products in 2013 compared to 2012; and (ii) improved manufacturing efficiencies resulting from the Cost Reduction Initiatives. These increases were partially offset by the unfavorable impact of changes in foreign currency rates combined with charges incurred during the first six months of 2013 in connection with the Cost Reduction Initiatives. See "Segment Profitability" below for further discussion of gross margins.

Selling expenses decreased by $22.6 million to $130.0 million (24.2% of net sales) during the six months ended June 30, 2013 compared to $152.5 million (26.9% of net sales) in the comparable period of 2012. This decrease was primarily due to the

Cost Reduction Initiatives, which resulted in a $9.6 million decline in employee costs and travel and entertainment expenses, in addition to a $9.5 million decrease in marketing expenses.

General and administrative expenses decreased by $0.9 million to $29.8 million (5.5% of net sales) during the six months ended June 30, 2013 compared to $30.7 million (5.4% of net sales) in the comparable period of 2012. This decrease was primarily due to the Cost Reduction Initiatives, which resulted in a $4.3 million decline in employee costs and travel and entertainment expenses, in addition to a decrease of $3.3 million in professional fees, bad debt expense, and depreciation and amortization expense. This decrease was partially offset by the recognition of a $6.6 million net gain in connection with the sale of the Company's Top-Flite and Ben Hogan brands during the first half of 2012.

Research and development expenses increased by $0.3 million to $14.7 million (2.7% of net sales) in the first six months of 2013 compared to $14.4 million (2.5% of net sales) in the comparable period of 2012.

Other income (expense), net increased to other income of $4.0 million during the six months ended June 30, 2013 compared to other expense of $0.9 million in the comparable period of 2012. This improvement was primarily due to an increase in net foreign currency gains, partially offset by an increase in interest expense.

The Company's provision for income taxes was $3.9 million during the six months ended June 30, 2013, compared to $1.9 million in the comparable period of 2012. The $2.0 million increase resulted from the sale of indefinite lived assets relating to the Top-Flite and Ben Hogan brands during the first half of 2012. Due to the effects of the Company's valuation allowance against its U.S. deferred tax assets, the Company's effective tax rate for 2013 is not comparable to the effective tax rate for 2012 as the Company's income tax amount is not directly correlated to the amount of its pretax income.

Net income for the six months ended June 30, 2013 increased to $51.7 million compared to $34.6 million in the comparable period of 2012. Diluted earnings per share increased to $0.59 in the first six months of 2013 compared to $0.41 in the comparable period of 2012. The Company's net income for the first six months of 2013 and 2012 includes the following charges and gains (in millions):

	Six Months Ended June 30,	
	2013	2012
Pre-tax charges related to the Cost Reduction Initiatives	$ (8.5)	$ (4.7)
Pre-tax gain on the sale of brands	—	6.6
Income tax provision[1]	(3.9)	(1.9)
Total charges	$ (12.4)	$ —

(1) The Company's income tax provision for 2013 and 2012 is affected by the establishment of a valuation allowance against the Company's U.S. deferred tax assets and is therefore not directly correlated to the amount of its pretax income. See Note 12 "Income Taxes" to the Notes to Consolidated Condensed Financial Statements included in this Form 10-Q.

Golf Clubs and Golf Balls Segments Results for the Six Months Ended June 30, 2013 and 2012

Golf Clubs Segment

Net sales information by product category is summarized as follows (dollars in millions):

	Six Months Ended June 30,		Growth/(Decline)	
	2013	2012	Dollars	Percent
Net sales:				
Woods	$ 171.5	$ 149.3	$ 22.2	15 %
Irons	113.0	116.1	(3.1)	(3)%
Putters	55.4	62.9	(7.5)	(12)%
Accessories and other	111.1	145.5	(34.4)	(24)%
	$ 451.0	$ 473.8	$ (22.8)	(5)%

The $22.2 million (15%) increase in net sales of woods to $171.5 million for the six months ended June 30, 2013 resulted from an increase in both sales volume and average selling prices. The increase in sales volume was primarily due to the successful launch of the X Hot family of woods, which performed better at retail than the prior year Razr X family of woods. The increase in average selling prices was due to the introduction of the X Hot and Razr Fit Xtreme woods at higher average selling prices than their predecessors, the Razr X and Razr Fit woods sold in the same period of the prior year.

The $3.1 million (3%) decrease in net sales of irons to $113.0 million for the six months ended June 30, 2013 was primarily attributable to a $5.2 million decline in sales of wedges partially offset by a $2.1 million increase in sales of irons. The decline in sales of wedges was primarily due to the timing of new product launches resulting from the introduction of the Forged wedges during the first half of 2012 with no comparable new wedge launch during the first half of the current year. The increase in sales of irons was due to an increase in sales volume resulting from the strong performance of the X Hot irons introduced during the first half of 2013 compared to the Razr X irons launched in the prior year.

The $7.5 million (12%) decrease in net sales of putters to $55.4 million for the six months ended June 30, 2013 was primarily attributable to a decline in both sales volume and average selling prices. The decline in sales volumes and average selling prices was due to an unfavorable shift in product mix with fewer sales of the Company's higher priced progressive (Metal X and White Ice putters) and elite (Prototype IX and Tour Series) putter models to sales of more moderately priced core (Versa and White Hot Pro) putter models during the first half of 2013 compared to the same period in the prior year.

The $34.4 million (24%) decrease in net sales of accessories and other products to $111.1 million for the six months ended June 30, 2013 was primarily due to a decline in net sales of approximately $15.8 million due to the transition of the Company’s apparel and footwear businesses in the U.S. to a licensing arrangement during the second half of 2012, combined with a decline in sales of packaged sets, gloves, and GPS devices.

Golf Balls Segment

Net sales information for the golf balls segment is summarized as follows (dollars in millions):

	Six Months Ended June 30,		Decline	
	2013	2012	Dollars	Percent
Net sales:				
Golf balls	$ 86.4	$ 92.4	$ (6.0)	(6)%

The $6.0 million (6%) decrease in net sales of golf balls to $86.4 million for the six months ended June 30, 2013 was primarily due to a decline in sales volume and average selling prices. The decrease in sales volume was primarily due to a $15.9 million decline in sales of Top-Flite golf balls due to the sale of the Top-Flite brand in 2012 partially offset by an increase in sales of Callaway golf balls during the first half of 2013 compared to the same period in the prior year. The decline in average selling prices resulted from a shift in product mix to sales of lower priced golf ball models in 2013 compared to sales of higher priced premium golf ball models in 2012. In addition, golf ball sales in 2013 were negatively impacted by a decline in rounds played compared to rounds played in 2012.

Segment Profitability

Profitability by operating segment is summarized as follows (dollars in millions):

	Six Months Ended June 30,		Growth	
	2013	2012	Dollars	Percent
Income before income taxes:				
Golf clubs(1)	$ 64.8	$ 50.6	$ 14.2	28%
Golf balls(1)	6.9	5.7	1.2	21%
Reconciling items(2)	(16.1)	(19.8)	3.7	19%
	$ 55.6	$ 36.5	$ 19.1	52%

(1) In connection with the Cost Reduction Initiatives (see Note 2 "Cost Reduction Initiatives" to the Notes to Consolidated Condensed Financial Statements), during the six months ended June 30, 2013 and 2012, the Company’s golf clubs segment recognized $3.3 million and $1.7 million, respectively, and the golf balls segment recognized $4.2 million and $0.3 million, respectively, in pre-tax charges related to these initiatives.

(2) Reconciling items represent corporate general and administrative expenses and other income (expense) not included by management in determining segment profitability. For the six months ended June 30, 2013 and 2012, the reconciling items

include pre-tax charges of $1.0 million and $2.7 million related to the Cost Reduction Initiatives, and for the six months ended June 30, 2012, the reconciling items include a pre-tax gain of $6.6 million in connection with the sale of the Top-Flite and Ben Hogan brands.

Pre-tax income in the Company’s golf clubs operating segment increased to $64.8 million for the six months ended June 30, 2013 from $50.6 million for the comparable period in the prior year. This increase was primarily driven by a decrease in operating expenses as a result of net savings realized from the Cost Reduction Initiatives combined with an increase in gross margin, partially offset by a decrease in net sales as discussed above. The increase in gross margin was primarily driven by (i) a favorable shift in mix to sales of higher margin golf club products in 2013 compared to 2012; and (ii) improved manufacturing efficiencies and lower costs associated with the Company's cost structure resulting from the Cost Reduction Initiatives. These increases were partially offset by an increase in club component costs due to more expensive materials and technology incorporated into the X Hot family of woods and White Hot Pro putters. In addition, during the first six months of 2013 and 2012, the golf clubs operating segment absorbed pre-tax charges of $3.3 million and $1.7 million, respectively, in connection with the Cost Reduction Initiatives, of which $2.3 million and $0.8 million, respectively, was included in gross profit.

Pre-tax income in the Company’s golf balls operating segment increased to $6.9 million for the six months ended June 30, 2013 from $5.7 million for the comparable period in the prior year. This increase was primarily attributable to a decrease in operating expenses as a result of net savings realized from the Cost Reduction Initiatives, offset by a decrease in net sales as discussed above and a decrease in gross margin. The decrease in gross margin was primarily driven by (i) a $3.4 million write-off of certain manufacturing equipment and inventory during the second quarter of 2013 in connection with the Cost Reduction Initiatives; and (ii) an unfavorable shift in sales mix during the first half of 2013 to higher sales of range and value priced golf balls from higher sales of premium golf balls in the comparable period of 2012. These decreases were partially offset by higher discounting taken in 2012 in connection with the sale of the Top-Flite brand.

Financial Condition

The Company’s cash and cash equivalents decreased $22.0 million to $30.0 million at June 30, 2013, from $52.0 million at December 31, 2012. Additionally, the Company had $38.5 million outstanding on its ABL Facility (as defined below) at June 30, 2013 compared to no balance outstanding at December 31, 2012. The Company's cash and cash equivalents fluctuate with the seasonality of the Company’s business and are affected by the timing of product launches. Generally, during the first quarter, the Company will rely more heavily on its credit facility to fund operations as cash inflows from operations begin to increase during the second quarter as a result of cash collections from customers. During the six months ended June 30, 2013, the Company used its cash and cash equivalents and borrowings from the ABL Facility to fund $67.0 million of cash used in operating activities and $6.0 million in capital expenditures. Management expects to fund the Company’s future operations from current cash balances and cash provided by its operating activities combined with borrowings from the ABL Facility, as deemed necessary (see further information on the ABL Facility below).

The Company’s accounts receivable balance fluctuates throughout the year as a result of the general seasonality of the Company’s business. The Company’s accounts receivable balance will generally be at its highest during the first and second quarters and decline significantly during the third and fourth quarters as a result of an increase in cash collections and lower sales. As of June 30, 2013, the Company’s net accounts receivable increased $138.2 million to $229.3 million from $91.1 million as of December 31, 2012. The increase in accounts receivable reflects the general seasonality of the business and was primarily attributable to net sales of $249.6 million during the second quarter of 2013 compared to net sales of $119.9 million during the fourth quarter of 2012. The Company’s net accounts receivable as of June 30, 2013 decreased by $25.6 million compared to the Company’s net accounts receivable as of June 30, 2012. This decrease was primarily attributable to a decline in net sales in the second quarter of 2013 compared to the second quarter of 2012.

The Company’s inventory balance also fluctuates throughout the year as a result of the general seasonality of the Company’s business. Generally, the Company’s buildup of inventory levels begins during the fourth quarter and continues heavily into the first quarter as well as into the beginning of the second quarter in order to meet demand during the height of the golf season. Inventory levels start to decline toward the end of the second quarter and are at their lowest during the third quarter. Inventory levels are also impacted by the timing of new product launches. The Company’s net inventory decreased $24.5 million to $187.2 million as of June 30, 2013 compared to $211.7 million as of December 31, 2012. The decrease in inventory reflects the general seasonality of the business. The Company’s net inventory decreased by $28.6 million as of June 30, 2013 compared to the Company’s net inventory as of June 30, 2012. Net inventories as a percentage of the trailing 12 months net sales decreased to 23.2% as of June 30, 2013 compared to 24.2% as of June 30, 2012. This decrease was driven primarily by a reduction in Top-Flite inventory due to the sale of the Top-Flite brand in 2012, a reduction in golf apparel and footwear inventory due to the Company’s transition to a third-party based model during the third quarter of 2012, and a decrease in irons inventory due to fewer irons models offered in 2013 compared to 2012.

Liquidity and Capital Resources

Liquidity

The Company's principal sources of liquidity consist of its existing cash balances, funds expected to be generated from operations and the ABL Facility. Over the past four years, the Company has experienced revenue declines and incurred significant losses, including negative cash flows from operations in 2012. During the second half of 2012, the Company implemented significant changes to its business, including among other things, steps designed to increase product sales as well as initiatives designed to reduce the Company's manufacturing costs and operating expenses. The Company believes these initiatives will increase the Company's cash flows from operations in 2013. Based upon the Company's current cash balances, its estimates of funds expected to be generated from operations in 2013, and current and projected availability under the ABL Facility, the Company believes that it will be able to finance current and planned operating requirements, capital expenditures, contractual obligations and commercial commitments for at least the next 12 months.

The Company's ability to generate sufficient positive cash flows from operations is subject to many risks and uncertainties, including future economic trends and conditions, the success of the Company's multi-year turnaround, demand for the Company's products, foreign currency exchange rates, and other risks and uncertainties applicable to the Company and its business (see "Risk Factors" contained in Part I, Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2012). While management believes the Company's recovery is on track, no assurance can be given that the Company will be able to generate sufficient operating cash flows in the future or maintain or grow its existing cash balances. If the Company is unable to generate sufficient cash flows to fund its business due to a further decline in sales or otherwise and is unable to reduce its manufacturing costs and operating expenses to offset such decline, the Company will need to increase its reliance on the ABL Facility for needed liquidity. If the ABL Facility is not then available or sufficient and the Company could not secure alternative financing arrangements, the Company's future operations would be significantly, adversely affected.

As of June 30, 2013, a significant portion of the Company's total cash is held in regions outside of the U.S. Outside of settling intercompany balances during the normal course of operations, the Company may repatriate funds from its foreign subsidiaries. The Company has not, nor does it anticipate the need to, repatriate funds to the United States to satisfy domestic liquidity needs arising in the ordinary course of business, including liquidity needs associated with its domestic debt service requirements. As such, the Company considers the undistributed earnings of its foreign subsidiaries to be indefinitely reinvested and, accordingly, no U.S. income taxes have been provided thereon. If in the future the Company decides to repatriate such foreign earnings, it would need to accrue and pay incremental U.S. federal and state income tax, reduced by the current amount of available U.S. federal and state net operating loss and tax credit carryforwards.

Asset-Based Revolving Credit Facility

The Company has a Loan and Security Agreement with Bank of America N.A. (as amended, the "ABL Facility"), which provides a senior secured asset-based revolving credit facility of up to $230.0 million, comprised of a $158.3 million U.S. facility, a $31.7 million Canadian facility and a $40.0 million United Kingdom facility, in each case subject to borrowing base availability under the applicable facility. The aggregate amount outstanding under the Company's letters of credit was $2.7 million at June 30, 2013. The amounts outstanding under the ABL Facility are secured by certain assets, including inventory and accounts receivable, of the Company's U.S., Canadian and U.K. legal entities.

As of June 30, 2013, the Company had $38.5 million outstanding under the ABL Facility and had $30.0 million of cash and cash equivalents. As of June 30, 2013, the Company could borrow an additional $48.1 million under the ABL Facility. The maximum availability under the ABL Facility fluctuates with the general seasonality of the business and increases and decreases with changes in the Company's inventory and accounts receivable balances. The maximum availability is at its highest during the first half of the year when the Company's inventory and accounts receivable balances are high and then decreases during the second half of the year when the Company's accounts receivable balance is lower due to an increase in cash collections. The average outstanding borrowings during 2013 were $59.5 million and average liquidity, defined as cash on hand combined with amounts available under the ABL Facility after outstanding borrowings, was $97.4 million. Amounts borrowed under the ABL Facility may be repaid and borrowed as needed. The entire outstanding principal amount (if any) is due and payable at maturity on June 30, 2016.

The ABL Facility includes certain restrictions including, among other things, restrictions on incurrence of additional debt, liens, dividends, stock repurchases and other restricted payments, asset sales, investments, mergers, acquisitions and affiliate transactions. As of June 30, 2013 the Company was in compliance with all covenants of the ABL Facility. Additionally, the Company will be subject to compliance with a fixed charge coverage ratio covenant during, and continuing 30 days after, any period in which the Company's borrowing base availability falls below $25.0 million. The Company would not have met the fixed charge coverage ratio as of June 30, 2013; however, the Company's borrowing base availability was above $25.0 million during 2013, and as such the Company was not subject to compliance with the fixed charge coverage ratio.

The interest rate applicable to outstanding loans under the ABL Facility fluctuates depending on the Company's trailing twelve month EBITDA (as defined by the ABL Facility) combined with the Company's "availability ratio" (as defined below). The Company's "availability ratio" is the ratio, expressed as a percentage, of (a) the average daily availability under the ABL Facility to (b) the sum of the Canadian, the U.K. and the U.S. borrowing bases, as adjusted. All applicable margins may be permanently reduced by 0.25% if EBITDA meets or exceeds $25.0 million over any trailing twelve month period, and may be permanently reduced by an additional 0.25% if EBITDA meets or exceeds $50.0 million over any trailing twelve month period. At June 30, 2013, the Company's interest rate applicable to its outstanding loans under the ABL Facility was 6.25%.

In addition, the ABL Facility provides for monthly fees ranging from 0.375% to 0.5% of the unused portion of the ABL Facility, depending on the prior month's average daily balance of revolver loans and stated amount of letters of credit relative to lenders' commitments.

The origination fees incurred in connection with the ABL Facility totaled $4.3 million, which are being amortized into interest expense over the term of the ABL Facility agreement. Unamortized origination fees as of June 30, 2013 were $2.7 million, of which $0.9 million and $1.8 million were included in other current assets and other assets, respectively, in the accompanying consolidated condensed balance sheet. Unamortized origination fees as of December 31, 2012 were $3.2 million, of which $0.9 million and $2.3 million were included in other current assets and other assets, respectively, in the accompanying consolidated condensed balance sheet.

Convertible Senior Notes

In August 2012, the Company issued $112.5 million of convertible notes. The convertible notes pay interest of 3.75% per year on the principal amount, payable semiannually in arrears on February 15 and August 15 of each year. The first payment was made on February 15, 2013. The convertible notes mature on August 15, 2019.

The Company incurred transactional fees of $3.5 million, which are being amortized over the term of the convertible notes. Unamortized transaction fees as of June 30, 2013 and December 31, 2012 were $3.1 million and $3.4 million, respectively, of which $0.5 million were included in other current assets as of both June 30, 2013 and December 31, 2012 in the accompanying consolidated condensed balance sheets, and $2.6 million and $2.9 million were included in other assets as of June 30, 2013 and December 31, 2012, respectively, in the accompanying consolidated condensed balance sheets.

The net carrying amount of the convertible notes as of June 30, 2013 and December 31, 2012 was $107.5 million and $107.1 million, respectively. The unamortized discount of $5.0 million as of June 30, 2013 will be amortized over the remaining term of approximately 6.2 years. Total interest and amortization expense recognized in the three and six months ended June 30, 2013 was $1.2 million and $2.5 million, respectively.

The convertible notes are convertible, at the option of the note holder, at any time on or prior to the close of business on the business day immediately preceding August 15, 2019, into shares of common stock at an initial conversion rate of 133.3333 shares per $1,000 principal amount of convertible notes, which is equal to 15.0 million shares of common stock at a conversion price of approximately $7.50 per share, subject to customary anti-dilution adjustments. Upon the occurrence of certain change of control events of the Company, the Company will pay a premium on the convertible notes converted in connection with such change of control events by increasing the conversion rate on such convertible notes.

Under certain circumstances, the Company has the right to terminate the right of note holders to convert their convertible notes. If the Company exercises such termination right prior to August 15, 2015, each note holder who converts its convertible notes after receiving notice of such exercise will receive a make-whole payment in cash or common stock, as the Company may elect, with respect to the convertible notes converted.

Upon the occurrence of a change of control of the Company or a termination of trading of the common stock of the Company, note holders will have the option to require the Company to repurchase for cash all or any portion of such note holder's convertible notes at a price equal to 100% of the principal amount of the repurchased convertible notes, plus accrued and unpaid interest thereon to the repurchase date.

The convertible notes are not redeemable by the Company prior to August 15, 2015. On or after August 15, 2015, the convertible notes are redeemable in whole or in part at the option of the Company at a redemption price equal to 100% of the principal amount of the convertible notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date.

The convertible notes contain certain covenants including payment of principal, certain repurchase obligations and interest, obligations of the Company to convert the convertible notes, and other customary terms as defined in the indenture relating to the convertible notes. The Company was in compliance with these covenants as of June 30, 2013.

Other Significant Cash and Contractual Obligations

The following table summarizes certain significant cash obligations as of June 30, 2013 that will affect the Company's future liquidity (in millions):

	Payments Due By Period				
	Total	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years
Convertible notes[(1)]	$ 112.5	$ —	$ —	$ —	$ 112.5
Interest on convertible notes[(1)]	25.9	4.2	8.6	8.4	4.7
Unconditional purchase obligations[(2)]	56.8	39.5	17.1	0.2	—
Operating leases[(3)]	34.6	13.3	16.8	4.5	—
Uncertain tax contingencies[(4)]	8.0	0.8	3.4	1.8	2.0
Total	$ 237.8	$ 57.8	$ 45.9	$ 14.9	$ 119.2

(1) In August 2012, the Company issued $112.5 million of convertible notes due August 15, 2019. Interest of 3.75% per year on the principal amount is payable semiannually in arrears on February 15 and August 15 of each year.

(2) During the normal course of its business, the Company enters into agreements to purchase goods and services, including purchase commitments for production materials, endorsement agreements with professional golfers and other endorsers, employment and consulting agreements, and intellectual property licensing agreements pursuant to which the Company is required to pay royalty fees. It is not possible to determine the amounts the Company will ultimately be required to pay under these agreements as they are subject to many variables including performance-based bonuses, reductions in payment obligations if designated minimum performance criteria are not achieved, and severance arrangements. The amounts listed approximate minimum purchase obligations, base compensation, and guaranteed minimum royalty payments the Company is obligated to pay under these agreements. The actual amounts paid under some of these agreements may be higher or lower than the amounts included. In the aggregate, the actual amount paid under these obligations is likely to be higher than the amounts listed as a result of the variable nature of these obligations. In addition, the Company also enters into unconditional purchase obligations with various vendors and suppliers of goods and services in the normal course of operations through purchase orders or other documentation or that are undocumented except for an invoice. Such unconditional purchase obligations are generally outstanding for periods less than a year and are settled by cash payments upon delivery of goods and services and are not reflected in this line item.

(3) The Company leases certain warehouse, distribution and office facilities, vehicles and office equipment under operating leases. The amounts presented in this line item represent commitments for minimum lease payments under non-cancelable operating leases.

(4) Amount represents total uncertain income tax positions. For further discussion see Note 12 "Income Taxes" to the Consolidated Condensed Financial Statements in this Form 10-Q.

During its normal course of business, the Company has made certain indemnities, commitments and guarantees under which it may be required to make payments in relation to certain transactions. These include (i) intellectual property indemnities to the Company's customers and licensees in connection with the use, sale and/or license of Company products or trademarks, (ii) indemnities to various lessors in connection with facility leases for certain claims arising from such facilities or leases, (iii) indemnities to vendors and service providers pertaining to the goods or services provided to the Company or based on the negligence or willful misconduct of the Company and (iv) indemnities involving the accuracy of representations and warranties in certain contracts.

In addition, the Company has made contractual commitments to each of its officers and certain other employees providing for severance payments, including salary continuation, upon the termination of employment by the Company for convenience or by the officer for substantial cause. In addition, in order to assure that the officers would continue to provide independent leadership consistent with the Company's best interest, the contracts also generally provide for certain protections in the event of an actual or threatened change in control of the Company. These protections include the payment of certain severance benefits, such as salary continuation, upon the termination of employment following a change in control.

The Company also has consulting agreements that provide for payment of nominal fees upon the issuance of patents and/or the commercialization of research results. The Company has also issued guarantees in the form of a standby letter of credit as security for contingent liabilities under certain workers' compensation insurance policies. The duration of these indemnities, commitments and guarantees varies, and in certain cases may be indefinite. The majority of these indemnities, commitments and guarantees do not provide for any limitation on the maximum amount of future payments the Company could be obligated to make. Historically, costs incurred to settle claims related to indemnities have not been material to the Company's financial position, results of operations or cash flows. In addition, the Company believes the likelihood is remote that payments under the commitments and guarantees described above will have a material effect on the Company's financial condition. The fair value of indemnities, commitments and guarantees that the Company issued during the three months ended June 30, 2013 was not material to the Company's financial position, results of operations or cash flows.

In addition to the contractual obligations listed above, the Company's liquidity could also be adversely affected by an unfavorable outcome with respect to claims and litigation that the Company is subject to from time to time. See Note 13 "Commitments and Contingencies" to the Notes to Consolidated Condensed Financial Statements and "Legal Proceedings" in Item 1 of Part II in this Form 10-Q.

Capital Expenditures

The Company does not currently have any material commitments for capital expenditures. The Company expects to have capital expenditures of approximately $15.0 million to $20.0 million for the year ending December 31, 2013.

Off-Balance Sheet Arrangements

At June 30, 2013, the Company had total outstanding commitments on non-cancelable operating leases of approximately $34.6 million related to certain warehouse, distribution and office facilities, vehicles as well as office equipment. Lease terms range from 1 to 5 years expiring at various dates through August 2018, with options to renew at varying terms.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our Form 10-K for the fiscal year ended December 31, 2012.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

The Company uses derivative financial instruments for hedging purposes to limit its exposure to changes in foreign currency exchange rates. Transactions involving these financial instruments are with creditworthy firms. The use of these instruments exposes the Company to market and credit risk which may at times be concentrated with certain counterparties, although counterparty nonperformance is not anticipated. The Company is also exposed to interest rate risk from the ABL Facility.

Foreign Currency Fluctuations

In the normal course of business, the Company is exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to transactions of its international subsidiaries, including certain balance sheet exposures (payables and receivables denominated in foreign currencies) (see Note 16 "Derivatives and Hedging" to the Notes to Consolidated Condensed Financial Statements). In addition, the Company is exposed to gains and losses resulting from the translation of the operating results of the Company's international subsidiaries into U.S. dollars for financial reporting purposes. As part of its strategy to manage the level of exposure to the risk of fluctuations in foreign currency exchange rates, the Company uses derivative financial instruments in the form of foreign currency forward contracts and put and call option contracts ("foreign currency exchange contracts") to hedge transactions that are denominated primarily in British Pounds, Euros, Japanese Yen, Canadian Dollars, Australian Dollars and Korean Won. For most currencies, the Company is a net receiver of foreign currencies and, therefore, benefits from a weaker U.S. dollar and is adversely affected by a stronger U.S. dollar relative to those foreign currencies in which the Company transacts significant amounts of business.

Foreign currency exchange contracts are used only to meet the Company's objectives of offsetting gains and losses from foreign currency exchange exposures with gains and losses from the contracts used to hedge them in order to reduce volatility of earnings. The extent to which the Company's hedging activities mitigate the effects of changes in foreign currency exchange rates varies based upon many factors, including the amount of transactions being hedged. The Company generally only hedges a limited portion of its international transactions. The Company does not enter into foreign currency exchange contracts for speculative purposes. Foreign currency exchange contracts generally mature within twelve months from their inception.

The Company does not designate foreign currency exchange contracts as derivatives that qualify for hedge accounting under ASC 815, "Derivatives and Hedging." As such, changes in the fair value of the contracts are recognized in earnings in the period of change. At June 30, 2013 and December 31, 2012, the notional amounts of the Company's foreign currency exchange contracts used to hedge the exposures discussed above were approximately $132.0 million and $137.1 million, respectively. At June 30, 2013 and December 31, 2012, there were no outstanding foreign exchange contracts designated as cash flow hedges for anticipated sales denominated in foreign currencies.

As part of the Company's risk management procedure, a sensitivity analysis model is used to measure the potential loss in future earnings of market-sensitive instruments resulting from one or more selected hypothetical changes in interest rates or foreign currency values. The sensitivity analysis model quantifies the estimated potential effect of unfavorable movements of 10% in foreign currencies to which the Company was exposed at June 30, 2013 through its foreign currency exchange contracts.

The estimated maximum one-day loss from the Company's foreign currency exchange contracts, calculated using the sensitivity analysis model described above, is $13.9 million at June 30, 2013. The Company believes that such a hypothetical loss from its foreign currency exchange contracts would be partially offset by increases in the value of the underlying transactions being hedged.

The sensitivity analysis model is a risk analysis tool and does not purport to represent actual losses in earnings that will be incurred by the Company, nor does it consider the potential effect of favorable changes in market rates. It also does not represent the maximum possible loss that may occur. Actual future gains and losses will differ from those estimated because of changes or differences in market rates and interrelationships, hedging instruments and hedge percentages, timing and other factors.

Interest Rate Fluctuations

The Company is exposed to interest rate risk from its ABL Facility. Outstanding borrowings under the ABL Facility accrue interest as described in Note 3 to the Company's Consolidated Condensed Financial Statements in this Form 10-Q and in "Liquidity and Capital Resources" above. As part of the Company's risk management procedures, a sensitivity analysis was performed to determine the impact of unfavorable changes in interest rates on the Company's cash flows. The sensitivity analysis quantified that the incremental expense incurred by an increase of 10% in interest rates is $0.3 million at June 30, 2013.

Item 4. ***Controls and Procedures***

Disclosure Controls and Procedures. The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness, as of June 30, 2013, of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting. During the quarter ended June 30, 2013, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

The information set forth in Note 13 “Commitments and Contingencies,” to the Consolidated Condensed Financial Statements included in Part I, Item 1, of this Quarterly Report, is incorporated herein by this reference.

Item 1A. *Risk Factors*

Certain Factors Affecting Callaway Golf Company

The Company has included in Part I, Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2012, a description of certain risks and uncertainties that could affect the Company’s business, future performance or financial condition (the “Risk Factors”). There are no material changes from the disclosure provided in the Form 10-K for the year ended December 31, 2012 with respect to the Risk Factors. Investors should consider the Risk Factors prior to making an investment decision with respect to the Company’s stock.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

Stock Purchases:

In November 2007, the Board of Directors authorized a repurchase program (the “November 2007 repurchase program”) for the Company to repurchase shares of its common stock up to a maximum cost to the Company of $100.0 million, which will remain in effect until completed or otherwise terminated by the Board of Directors.

During the three months ended June 30, 2013, the Company repurchased 1,100 shares of its common stock at an average cost per share of $6.66 under the November 2007 repurchase program. The Company received these shares to settle taxes paid on behalf of holders of restricted stock units. As of June 30, 2013, the Company remained authorized to repurchase up to an additional $72.4 million of its common stock under this program.

The following table summarizes the purchases by the Company under its repurchase programs during the second quarter of 2013 (in thousands, except per share data):

	Three Months Ended June 30, 2013			
	Total Number of Shares Purchased	**Weighted Average Price Paid per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Programs**	**Maximum Dollar Value that May Yet Be Purchased Under the Programs**
April 1, 2013-April 30, 2013	—	$ —	—	$ 72,437
May 1, 2013-May 31, 2013	1	$ 6.66	1	$ 72,430
June 1, 2013-June 30, 2013	—	$ —	—	$ 72,430
Total	1	$ 6.66	1	$ 72,430

Item 3. *Defaults upon Senior Securities*

None.

Item 4. *Mine Safety Disclosures*

None

Item 5. *Other Information*

None.

Item 6. ***Exhibits***

3.1	Certificate of Incorporation, incorporated herein by this reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on July 1, 1999 (file no. 1-10962).
3.2	Fifth Amended and Restated Bylaws, as amended and restated as of November 18, 2008, incorporated herein by this reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on November 21, 2008 (file no. 1-10962).
3.3	Amended and Restated Certificate of Designation for 7.50% Series B Cumulative Perpetual Convertible Preferred Stock, incorporated herein by this reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on March 5, 2010 (file no. 1-10962).
4.1	Form of Specimen Stock Certificate for Common Stock, incorporated herein by this reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on September 15, 2009 (file no. 1-10962).
4.2	Form of Specimen Stock Certificate for 7.50% Series B Cumulative Perpetual Convertible Preferred Stock, incorporated herein by this reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K, as filed with the Commission on September 15, 2009 (file no. 1-10962).
4.3	Indenture, dated as of August 29, 2012 between Callaway Golf Company and Wilmington Trust, National Association, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K, as filed with the Commission on September 4, 2012 (file No. 1-10962).
4.4	Global Note due 2019, incorporated herein by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K, as filed with the Commission on September 4, 2012 (file No. 1-10962).
10.1	Callaway Golf Company Amended and Restated 2004 Incentive Plan (effective May 19, 2009), incorporated herein by this reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on April 5, 2013 (file no. 1-10962).
10.2	Callaway Golf Company 2013 Non-Employee Directors Stock Incentive Plan (effective May 15, 2013), incorporated herein by this reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on April 5, 2013 (file no. 1-10962).
10.3	Form of Notice of Grant of Restricted Stock Agreement for Non-Employee Directors.†
31.1	Certification of Oliver G. Brewer III pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.†
31.2	Certification of Bradley J. Holiday pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.†
32.1	Certification of Oliver G. Brewer III and Bradley J. Holiday pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.†
101.1	XBRL Instance Document*
101.2	XBRL Taxonomy Extension Schema Document*
101.3	XBRL Taxonomy Extension Calculation Linkbase Document*
101.4	XBRL Taxonomy Extension Definition Linkbase Document*
101.5	XBRL Taxonomy Extension Label Linkbase Document*
101.6	XBRL Taxonomy Extension Presentation Linkbase Document*

(†) Included with this Report.

* The XBRL information is being furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statement under the Securities Act of 1933, as amended.

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 thereunto duly authorized.

CALLAWAY GOLF COMPANY

By: /s/ Jennifer Thomas

Jennifer Thomas
Vice President and
Chief Accounting Officer

Date: July 26, 2013

EXHIBIT INDEX

Exhibit	Description
10.3	Form of Notice of Grant of Restricted Stock Agreement for Non-Employee Directors.
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* The XBRL information is being furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statement under the Securities Act of 1933, as amended.

Exhibit 10.3

Callaway Golf Company *Recipient:*
Non-Employee Director *Effective Grant Date:*
Restricted Stock Unit Grant *Number of Restricted Stock Units/Equivalent Shares:*
Plan: **2013 Non-Employee Directors Stock Incentive Plan**

CALLAWAY GOLF COMPANY, a Delaware corporation (the "**Company**"), has elected to grant to you, the Recipient named above, a Restricted Stock Unit award subject to the restrictions and on the terms and conditions set forth below, in consideration for your services to the Company. Terms not otherwise defined in this Restricted Stock Unit Grant Agreement ("**Agreement**") will have the meanings ascribed to them in the Plan identified above (the "**Plan**").

1. **Governing Plan**. The Recipient hereby acknowledges receipt of a copy of the Plan and the Prospectus for the Plan (the "**Plan Prospectus**"). This Restricted Stock Unit award is subject in all respects to the applicable provisions of the Plan, which are incorporated herein by this reference. In the case of any conflict between the provisions of the Plan and this Agreement, the provisions of the Plan will control.

2. **Grant of Restricted Stock Unit**. Effective as of the Effective Grant Date identified above, the Company has granted and issued to the Recipient the Number of Restricted Stock Units with respect to the Company's Common Stock identified above (the "**RSUs**"), representing an unfunded, unsecured promise of the Company to deliver shares of Common Stock in the future, subject to the claims of the Company's creditors and the terms, conditions and restrictions set forth in this Agreement. Nothing contained in this Agreement, and no action taken pursuant to its provisions, will create or be construed to create a trust of any kind or a fiduciary relationship between Recipient and the Company or any other person.

3. **Restrictions on the RSU**. The RSU is subject to the following restrictions:

(a) **No Transfer**. The RSU and the shares of Common Stock it represents may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered until shares are actually issued, and any additional requirements or restrictions contained in this Agreement have been satisfied, terminated or waived by the Company in writing.

(b) **Cancellation of Unvested Shares**. In the event Recipient ceases to provide "Continuous Service" (as defined below) for any reason before the RSU vests pursuant to paragraph 4 and the restrictions set forth in paragraph 3 expire, this award shall be cancelled with respect to any then unvested shares (and any related unvested dividend equivalents) and no additional shares of Common Stock shall vest; provided, however, that the Board of Directors or a designated Board committee (the "Board") may, in its discretion, determine not to cancel and void all or part of such unvested award, in which case the Board may impose whatever conditions it considers appropriate with respect to such portion of the unvested award.

For purposes of this Agreement, "**Continuous Service**" means that the Recipient's service with the Company or its "parent" or "subsidiary" as such terms are defined in Rule 405 of the Securities Act (each an "**Affiliate**" and together "**Affiliates**"), whether as an employee, director or consultant, is not interrupted or terminated. The Board shall have the authority to determine the time or times at which "parent" or "subsidiary" status is determined within the foregoing definition of Affiliate. A change in the capacity in which the Recipient renders service to the Company or an Affiliate as an employee, consultant or director or a change in the entity for which the Recipient renders such service, provided that there is no interruption or termination of the Recipient's service with the Company or an Affiliate, shall not terminate a Recipient's Continuous Service. For example, a change in status from a director of the Company to a consultant of a subsidiary or to an employee shall not constitute an interruption of Continuous Service. To the extent permitted by law, the Board, in its sole discretion, may determine whether Continuous Service shall be considered interrupted in the case of any leave of absence approved by that party, including sick leave, military leave or any other personal leave. Notwithstanding the foregoing, a leave of absence shall be treated as Continuous Service for purposes of vesting in the RSU only to such extent as may be provided in the Company's leave of absence policy, in the written terms of any leave of absence agreement or policy applicable to the Recipient, or as otherwise required by law.

4. **Lapse of Restrictions**. The restrictions imposed under paragraph 3 will lapse and expire, and the RSU will vest, in accordance with the following:

(a) **Vesting Schedule**. Subject to earlier cancellation, and subject to the accelerated vesting provisions, if any, set forth in any agreement between Recipient and the Company or its Affiliate, as the same may be amended, modified, extended or renewed from time to time, the restrictions imposed under paragraph 3 will lapse and be removed with respect to the number of RSUs set forth below in accordance with the vesting schedule set forth below (the "**Vesting Schedule**"); provided, however, that to the extent required by Section 409A of the Code and the regulations and other guidance thereunder, no shares subject to this award shall vest prior to the date that is at least 12 months and 30 days following the Effective Grant Date set forth above:

Number of Shares	**Date Restrictions Lapse**

The Board, however, may, in its discretion, accelerate the Vesting Schedule (in which case, the Board may impose whatever conditions it considers appropriate on the accelerated portion).

In addition, the restrictions imposed under paragraph 3 will automatically lapse and be removed, and the RSU shall vest, immediately prior to any Change in Control, if the Recipient is providing Continuous Service to the Company or its Affiliate at that time, provided, however, that the Board, in its sole discretion, may provide that such restrictions do not automatically lapse, and the RSU shall not vest, immediately prior to any such Change in Control, and instead provide that the RSUs shall continue under the same terms and conditions or shall continue under the same terms and conditions with respect to shares of a successor company that may be issued in exchange or settlement of such RSUs in connection with a Change in Control. Notwithstanding the foregoing, if the Board elects to provide that such restrictions do not lapse in connection with a Change in Control and Recipient's Continuous Service is terminated for any reason within one year following such Change in Control, then such restrictions shall lapse and be removed, and the RSU shall vest, immediately upon such termination of Continuous Service. For purposes hereof, "Change in Control" shall have the meaning set forth in Exhibit A attached hereto.

(b) **Effect of Vesting**. The Company will deliver to Recipient a number of shares of Common Stock equal to the number of vested shares of Common Stock subject to the RSU on the vesting date or dates provided herein; provided, however, that if within the 30-day period following the Effective Grant Date, Recipient elects to defer delivery of such shares of Common Stock beyond the vesting date, then the Company will deliver such shares to Recipient on the date or dates that Recipient so elects (the "**Settlement Date**"); provided further, that notwithstanding any such deferral election, if Recipient ceases to provide Continuous Service and has a "separation from service" with the Company for purposes of Section 409A of the Code, then, subject to the provisions of Section 409A of the Code, all vested shares of Common Stock subject to the award shall be delivered to Recipient as soon as administratively practicable after the date of separation from service. If such deferral election is made, the Board will, in its sole discretion, establish the rules and procedures for such deferrals. Notwithstanding the foregoing, in the event that the Company (i) is required to withhold taxes upon vesting but does not elect to withhold shares otherwise issuable to Recipient to satisfy the Company's tax withholding obligation and (ii) determines that Recipient's sale of shares of Company stock on the date the shares subject to the award are scheduled to be delivered, whether or not deferred (the "**Original Distribution Date**") would violate its policy regarding insider trading of the Company's stock, as determined by the Company in accordance with such policy, then such shares shall not be delivered on such Original Distribution Date and shall instead be delivered as soon as practicable following the next date that Recipient could sell such shares pursuant to such policy; provided, however, that in no event shall the delivery of the shares be delayed pursuant to this provision beyond the later of: (1) December 31st of the same calendar year of the Original Distribution Date, or (2) the 15th day of the third calendar month following the Original Distribution Date.

(c) **<u>Payment of Taxes</u>**. If applicable, upon vesting and/or issuance of Common Stock in accordance with the foregoing, Recipient must pay in the form of a check or cash or other cash equivalents to the Company such amount as the Company determines it is required to withhold under applicable laws as a result of such vesting and/or issuance. In this regard, Recipient authorizes the Company and/or its Affiliate to withhold all applicable tax-related items legally payable by Recipient from his or her wages or other cash compensation paid to Recipient by the Company and/or Affiliate or from proceeds of the sale of shares of Common Stock. Alternatively, or in addition, if permissible under applicable law, the Company may (1) cause the Recipient to sell shares of Common Stock that Recipient acquires to meet the withholding obligation for tax-related items, and/or (2) withhold from the shares of Common Stock otherwise issuable to Recipient that number of shares having an aggregate Fair Market Value (as defined in the Plan), determined as of the date the withholding tax obligation arises, equal to the amount of the total withholding tax obligation; provided, however, that, the number of shares so withheld shall not have an aggregate Fair Market Value in excess of the minimum required withholding. Recipient acknowledges that the ultimate liability for all tax-related items legally due by Recipient is and remains Recipient's responsibility and that Company and/or its Affiliates (1) make no representations or undertakings regarding the treatment of any tax-related items in connection with any aspect of the RSU grant, including the grant or vesting of the RSU, the subsequent sale of shares of Common Stock and the receipt of any dividends; and (2) do not commit to structure the terms of the grant or any aspect of the RSU to reduce or eliminate Recipient's liability for tax-related items.

5. **<u>Voting and Other Rights</u>**. Notwithstanding anything to the contrary in the foregoing, until the issuance of shares of Common Stock pursuant to Section 4(b), the Recipient shall not have any right in, to or with respect to any of the shares of Common Stock (including any voting rights or rights with respect to Dividend RSUs, as defined below) issuable under this Agreement until the shares are actually issued to the Recipient.

6. **<u>Dividend Equivalents</u>**. If a cash dividend is paid with respect to shares of Common Stock, Recipient shall be credited with additional RSUs as dividend equivalent payments ("**Dividend RSUs**") on unissued RSUs which will be earned upon the vesting of the RSUs on which the Dividend RSUs were credited, and paid out upon issuance of the Common Stock represented by the RSUs on which the Dividend RSUs were credited. Any credited Dividend RSUs will be included in future calculations of unissued RSUs that are eligible to receive additional RSUs as dividend equivalent payments in connection with subsequent cash dividend payments. Dividend RSUs shall be paid in additional shares of Common Stock at the time of issuance, except that any fractional Dividend RSUs shall be paid in cash.

7. **<u>Nature of Grant</u>**. In accepting the grant, Recipient acknowledges that:

(a) the Plan is established voluntarily by the Company, it is discretionary in nature and it may be modified, amended, suspended or terminated by the Company at any time, unless otherwise provided in the Plan and this Agreement;

(b) the grant of the RSU is voluntary and occasional and does not create any contractual or other right to receive future grants of RSUs, or benefits in lieu of RSUs, even if RSUs have been granted repeatedly in the past, and all decisions with respect to future RSU grants, if any, will be at the sole discretion of the Company;

(c) Recipient's participation in the Plan shall not create a right to Continued Service with the Company or an Affiliate and shall not interfere with the ability the Company or an Affiliate to terminate Recipient's service relationship at any time with or without cause;

(d) Recipient is voluntarily participating in the Plan;

(e) the RSU is an extraordinary benefit and is not part of normal or expected compensation or salary for any purposes, including, but not limited to, calculating any severance, resignation, termination, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits or similar payments and in no event should be considered as compensation for, or relating in any way to, past services for the Company or an Affiliate;

(f) the future value of the underlying shares of Common Stock is unknown and cannot be predicted with certainty, and if Recipient vests in the RSU and obtains shares of Common Stock, the value of those shares may increase or decrease in value; and

(g) in consideration of the grant of the RSU, no claim or entitlement to compensation or damages shall arise from termination of the RSU or diminution in value of the RSU or shares of Common Stock acquired through vesting of the RSU resulting from termination of Recipient's Continuous Service by the Company or an Affiliate (for any reason whatsoever) and Recipient irrevocably releases the Company and its Affiliates from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by signing this Agreement, Recipient shall be deemed irrevocably to have waived his or her entitlement to pursue such claim.

8. **Electronic Delivery**. The Company may, in its sole discretion, decide to deliver any documents related to the RSU and participation in the Plan or future RSUs that may be granted under the Plan by electronic means or to request Recipient consent to participate in the Plan by electronic means. Recipient hereby consents to receive such documents by electronic delivery and, if requested, to agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

9. **Taxable Event**. **The Recipient acknowledges that the issuance of the RSU shares will have significant tax consequences to the Recipient and Recipient is hereby advised to consult with Recipient's own tax advisors concerning such tax consequences.** A general description of the U.S. federal income tax consequences related to restricted stock unit awards is set forth in the Plan Prospectus.

10. **Treatment of Parachute Payments**. To the extent that any or all of the payments and benefits provided for in this Agreement and pursuant to any other agreements with Recipient constitute "parachute payments" within the meaning of Section 280G of the Code and, but for this Section 10, would be subject to the excise tax imposed by Section 4999 of the Code, then the aggregate amount of such payments and benefits shall be reduced by the minimum amounts necessary to equal one dollar less than the amount which would result in such payments and benefits being subject to such excise tax. The reduction, unless the Recipient elects otherwise, shall be in such order that provides Recipient with the greatest after-tax amount possible. All determinations required to be made under this Section 10, including whether a payment would result in a parachute payment and the assumptions to be utilized in arriving at such determination, shall be made by a nationally recognized accounting firm agreed to by the Company and Recipient. The Company shall pay the cost of the accounting firm, and the accounting firm shall provide detailed supporting calculations both to the Company and the Recipient. The determination of the accounting firm shall be final and binding upon the Company and the Recipient, except that if, as a result of subsequent events or conditions (including a subsequent payment or the absence of a subsequent payment or a determination by the Internal Revenue Service or applicable court), it is determined that the excess parachute payments, excise tax or any reduction in the amount of payments and benefits, is or should be other than as determined initially, an appropriate adjustment shall be made, as applicable, to reflect the final determination.

11. **Amendment**. This Agreement may be amended only by a writing executed by the Company and Recipient which specifically states that it is amending this Agreement. Notwithstanding the foregoing, this Agreement may be amended solely by the Board by a writing which specifically states that it is amending this Agreement, so long as a copy of such amendment is delivered to Recipient, and provided that no such amendment adversely affecting Recipient's rights hereunder may be made without Recipient's written consent. Without limiting the foregoing, the Board reserves the right to change, by written notice to Recipient, the provisions of this Agreement in any way it may deem necessary or advisable to carry out the purpose of the grant as a result of any change in applicable laws or regulations or any future law, regulation, ruling, or judicial decision, provided that any such change will be applicable only to rights relating to that portion of the Award which is then subject to restrictions as provided herein.

12. **Miscellaneous**.

(a) The rights and obligations of the Company under this Agreement will be transferable by the Company to any one or more persons or entities, and all covenants and agreements hereunder will inure to the benefit of, and be enforceable by the Company's successors and assigns.

(b) Recipient agrees upon request to execute any further documents or instruments necessary or desirable in the sole determination of the Company to carry out the purposes or intent of this Agreement.

(c) Recipient acknowledges that the RSU award granted to Recipient under the Plan, and its underlying shares of Common Stock, are subject to all general Company policies as amended from time to time, including the Company's insider trading policies.

13. **Severability**. The provisions of this Agreement shall be deemed to be severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or any circumstance, is held to be invalid or unenforceable under present or future laws effective during the term of this Agreement, such provision shall be fully severed, and in lieu thereof there shall automatically be added as part of this Agreement a suitable and equitable provision in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision.

14. **Governing Law**. This Agreement will be governed by and construed in accordance with the laws of the State of Delaware and applicable federal law.

15. **Irrevocable Arbitration of Disputes**.

(a) **You and the Company agree that any dispute, controversy or claim arising hereunder or in any way related to this Agreement, its interpretation, enforceability, or applicability, that cannot be resolved by mutual agreement of the parties shall be submitted to binding arbitration. The parties agree that arbitration is the parties' only recourse for such claims and hereby waive the right to pursue such claims in any other forum, unless otherwise provided by law. Any court action involving a dispute which is not subject to arbitration shall be stayed pending arbitration of arbitrable disputes.**

(b) **You and the Company agree that the arbitrator shall have the authority to issue provisional relief. You and the Company further agree that each has the right, pursuant to California Code of Civil Procedure section 1281.8, to apply to a court for a provisional remedy in connection with an arbitrable dispute so as to prevent the arbitration from being rendered ineffective.**

(c) **Any demand for arbitration shall be in writing and must be communicated to the other party prior to the expiration of the applicable statute of limitations.**

(d) The arbitration shall be administered by JAMS pursuant to its Employment Arbitration Rules and Procedures. The arbitration shall be conducted in San Diego by a former or retired judge or attorney with at least 10 years experience in employment-related disputes, or a non-attorney with like experience in the area of dispute, who shall have the power to hear motions, control discovery, conduct hearings and otherwise do all that is necessary to resolve the matter. The parties must mutually agree on the arbitrator. If the parties cannot agree on the arbitrator after their best efforts, an arbitrator will be selected from JAMS pursuant to its Employment Arbitration Rules and Procedures. The Company shall pay the costs of the arbitrator's fees.

(e) The arbitration will be decided upon a written decision of the arbitrator stating the essential findings and conclusions upon which the award is based. The arbitrator shall have the authority to award damages, if any, to the extent that they are available under applicable law(s). The arbitration award shall be final and binding, and may be entered as a judgment in any court having competent jurisdiction. Either party may seek review pursuant to California Code of Civil Procedure section 1286, et seq.

(f) It is expressly understood that the parties have chosen arbitration to avoid the burdens, costs and publicity of a court proceeding, and the arbitrator is expected to handle all aspects of the matter, including discovery and any hearings, in such a way as to minimize the expense, time, burden and publicity of the process, while assuring a fair and just result. In particular, the parties expect that the arbitrator will limit discovery by controlling the amount of discovery that may be taken (e.g., the number of depositions or interrogatories) and by restricting the scope of discovery only to those matters clearly relevant to the dispute. However, at a minimum, each party will be entitled to at least one (1) deposition and shall have access to essential documents and witnesses as determined by the arbitrator.

(g) The provisions of this Section shall survive the expiration or termination of the Agreement, and shall be binding upon the parties.

THE PARTIES HAVE READ SECTION 15 AND IRREVOCABLY AGREE TO ARBITRATE ANY DISPUTE IDENTIFIED ABOVE.

(Company) ______ ***(Director)***

16. <u>**Data Privacy**</u>. *Recipient hereby explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of his or her personal data as described in this document by and among, as applicable, the Company and its Affiliates for the exclusive purpose of implementing, administering and managing Recipient's participation in the Plan.*

*Recipient understands that the Company and its Affiliates may hold certain personal information about Recipient, including, but not limited to, Recipient's name, home address and telephone number, date of birth, social insurance number or other identification number, salary, nationality, job title, any shares of stock or directorships held in the Company, details of all RSUs or any other entitlement to shares of stock awarded, canceled, exercised, vested, unvested or outstanding in Recipient's favor, for the purpose of implementing, administering and managing the Plan ("**Data**"). Recipient understands that Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan, that these Data recipients may be located in Recipient's country or elsewhere, and that the Data recipients' country may have different data privacy laws and protections than Recipient's country. Recipient understands that he or she may request a list with the names and addresses of any potential recipients of the Data by contacting the local human resources representative. Recipient authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the sole purpose of implementing, administering and managing Recipient's participation in the Plan, including any requisite transfer of such Data as may be required to a broker or other third party with whom Recipient may elect to deposit any RSUs or shares of Common Stock. Recipient understands that Data will be held only as long as is necessary to implement, administer and manage*

Recipient's participation in the Plan. Recipient understands that he or she may, at any time, view Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, without cost, by contacting in writing the local human resources representative. Recipient understands, however, that refusing or withdrawing consent may affect Recipient's ability to participate in the Plan. For more information on the consequences of refusal to consent or withdrawal of consent, Recipient understands that he or she may contact the local human resources representative.

IN WITNESS WHEREOF, the Company and Recipient have executed this Agreement effective as of the Effective Grant Date.

CALLAWAY GOLF COMPANY	RECIPIENT
By:_____________	__________

EXHIBIT A

A "Change in Control" means the following and shall be deemed to occur if any of the following events occurs:

(a) Any person, entity or group, within the meaning of Section 13(d) or 14(d) of the Securities Exchange Act of 1934 (the "Exchange Act") but excluding the Company and its subsidiaries and any employee benefit or stock ownership plan of the Company or its subsidiaries and also excluding an underwriter or underwriting syndicate that has acquired the Company's securities solely in connection with a public offering thereof (such person, entity or group being referred to herein as a "Person") becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 30% or more of either the then outstanding shares of Common Stock or the combined voting power of the Company's then outstanding securities entitled to vote generally in the election of directors; or

(b) Individuals who, as of the effective date hereof, constitute the Board of Directors of the Company (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board of Directors of the Company, provided that any individual who becomes a director after the effective date hereof whose election, or nomination for election by the Company's shareholders, is approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered to be a member of the Incumbent Board unless that individual was nominated or elected by any Person having the power to exercise, through beneficial ownership, voting agreement and/or proxy, 20% or more of either the outstanding shares of Common Stock or the combined voting power of the Company's then outstanding voting securities entitled to vote generally in the election of directors, in which case that individual shall not be considered to be a member of the Incumbent Board unless such individual's election or nomination for election by the Company's shareholders is approved by a vote of at least two-thirds of the directors then comprising the Incumbent Board; or

(c) Consummation by the Company of the sale, lease, exchange or other disposition (in one transaction or a series of related transactions) by the Company of all or substantially all of the Company's assets or a reorganization or merger or consolidation of the Company with any other person, entity or corporation, other than

(i) a reorganization or merger or consolidation that would result in the voting securities of the Company outstanding immediately prior thereto (or, in the case of a reorganization or merger or consolidation that is preceded or accomplished by an acquisition or series of related acquisitions by any Person, by tender or exchange offer or otherwise, of voting securities representing 5% or more of the combined voting power of all securities of the Company, immediately prior to such acquisition or the first acquisition in such series of acquisitions) continuing to represent, either by remaining outstanding or by being converted into voting securities of another entity, more than 50% of the combined voting power of the voting securities of the Company or such other entity outstanding immediately after such reorganization or merger or consolidation (or series of related transactions involving such a reorganization or merger or consolidation), or

(ii) a reorganization or merger or consolidation effected to implement a recapitalization or reincorporation of the Company (or similar transaction) that does not result in a material change in beneficial ownership of the voting securities of the Company or its successor; or

(d) Approval by the shareholders of the Company or an order by a court of competent jurisdiction of a plan of complete liquidation or dissolution of the Company.

Exhibit 31.1

CERTIFICATION

I, Oliver G. Brewer III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Callaway Golf Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ OLIVER G. BREWER III

Oliver G. Brewer III
President and Chief Executive Officer

Dated: July 26, 2013

Exhibit 31.2

CERTIFICATION

I, Bradley J. Holiday, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Callaway Golf Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/S/ BRADLEY J. HOLIDAY

Bradley J. Holiday
Senior Executive Vice President and
Chief Financial Officer

Dated: July 26, 2013

Exhibit 32.1

**CERTIFICATION PURSUANT
TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Callaway Golf Company, a Delaware corporation (the “Company”), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the quarterly period ended June 30, 2013, as filed with the Securities and Exchange Commission (the “10-Q Report”), that:

(1) the 10-Q Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the 10-Q Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

The undersigned have executed this Certification effective as of July 26, 2013.

/s/ Oliver G. Brewer III

Oliver G. Brewer III
President and Chief Executive Officer

/s/ Bradley J. Holiday

Bradley J. Holiday
Senior Executive Vice President and
Chief Financial Officer