
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

March 5, 2013

Date of Report (Date of earliest event reported)

CALLAWAY GOLF COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-10962
(Commission
File Number)

95-3797580
(IRS Employer
Identification No.)

**2180 RUTHERFORD ROAD, CARLSBAD,
CALIFORNIA**

(Address of principal executive offices)

92008-7328
(Zip Code)

(760) 931-1771

Registrant's telephone number, including area code

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below) :

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Amendment to Executive Officer Employment Agreement.

On March 5, 2013, Callaway Golf Company (the “Company”) entered into a First Amendment to Officer Employment Agreement with Oliver G. Brewer, III (the “Amendment”). The Amendment extended the term of Mr. Brewer’s employment agreement to April 30, 2014.

Except as summarized above, the employment agreement between the Company and Mr. Brewer, as amended, otherwise remains unchanged. The description of the terms of the Amendment is qualified in its entirety by reference to the Amendment, which is attached hereto as Exhibit 10.1 and hereby incorporated in this Item 5.02 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is being furnished herewith:

- 10.1 First Amendment to Officer Employment Agreement, effective as of March 5, 2013, by and between Callaway Golf Company and Oliver G. Brewer, III.

SIGNATURE

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

CALLAWAY GOLF COMPANY

Date: March 7, 2013

By: /s/ Brian P. Lynch

Name: Brian P. Lynch

Title: Senior Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit
Number

Description

10.1 First Amendment to Officer Employment Agreement, effective as of March 5, 2013, by and between Callaway Golf Company and Oliver G. Brewer, III.

**FIRST AMENDMENT TO
OFFICER EMPLOYMENT AGREEMENT**

This First Amendment to Officer Employment Agreement (“First Amendment”) is entered into effective March 5, 2013, by and between **Callaway Golf Company**, a Delaware corporation (the “Company”), and **Oliver G. Brewer, III** (“Employee”).

- A. The Company and Employee are parties to that certain Officer Employment Agreement entered into as of February 24, 2012 (the “Agreement”).
- B. The Company and Employee desire to amend the Agreement pursuant to Section 10(b) of the Agreement.

NOW, THEREFORE, in consideration of the foregoing and other consideration, the value and sufficiency of which are acknowledged, the Company and Employee agree as follows:

1. Term. Section 1 of the Agreement is amended to extend the termination date of the Agreement to and including April 30, 2014.
2. But for the amendment contained herein, and any other written amendments properly executed by the parties, the Agreement shall otherwise remain unchanged.

IN WITNESS WHEREOF, the parties have executed this First Amendment on the dates set forth below, to be effective as of the date first set forth above.

EMPLOYEE

COMPANY

Callaway Golf Company,
a Delaware corporation

/s/ Oliver G. Brewer, III
Oliver G. Brewer, III

By: /s/ Ronald S. Beard
Ronald S. Beard
Chairman of the Board

Dated: March 5, 2013

Dated: March 4, 2013