SEC Form 4

FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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l	hours per response:	0.5					

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Addre		J Person [*]	2. Issuer Name and Ticker or Trading Symbol CALLAWAY GOLF CO [ELY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
				X Director 10% Owner							
(Loot) (Firot) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/08/2021	Officer (give title Other (specify below) below)							
2180 RUTHER	FORD ROAL	D									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) CARLSBAD				X Form filed by One Reporting Person							
			_	Form filed by More than One Reporting Person							
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (ction	4. Securities Disposed Of 5)			Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(IIISU. 4)

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

(cigi, puis, calls, warants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/08/2021		A		573		(2)	(2)	Common Stock	573	\$0.00	573	D ⁽³⁾	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock.

2. The RSUs were granted on March 8, 2021 and vest in full on the first anniversary of the grant date.

3. The Reporting Person is a Managing Director of Providence Equity Partners L.L.C. ("Providence"). Any securities issued to Mr. Marimow for his service as a director of the Issuer are held by Mr. Marimow for the benefit of Providence. The Reporting Person disclaims beneficial ownership over the securities reported herein, except to the extent of his pecuniary interest therein, if any.

Remarks:

/s/ Scott M. Marimow

03/09/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.