

**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

May 30, 2024
Date of Report (Date of earliest event reported)

TOPGOLF CALLAWAY BRANDS CORP.
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	MODG	The New York Stock Exchange

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

Emerging growth company

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

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 30, 2024, shareholders of Topgolf Callaway Brands Corp. (the “Company”) approved three proposals at its Annual Meeting of Shareholders (“Annual Meeting”). Of the 183,972,295 shares of the Company’s common stock outstanding as of the record date, 164,352,487 shares were represented at the Annual Meeting.

A description of each matter voted upon at the Annual Meeting is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2024. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

Proposal 1: Annual Election of Directors

The voting results for the annual election of directors are as follows:

Name of Candidate	Shares Voted			Broker Non-Votes
	For	Against	Abstain	
Oliver G. (Chip) Brewer III	143,148,224	1,310,131	99,538	19,794,594
John F. Lundgren	141,135,085	3,377,250	45,559	19,794,594
Erik J. Anderson	142,186,891	2,336,044	34,958	19,794,594
Laura J. Flanagan	143,088,566	1,435,656	33,671	19,794,594
Russell L. Fleischer	142,834,375	1,523,638	199,880	19,794,594
Bavan M. Holloway	136,378,937	7,980,149	198,807	19,794,594
Scott M. Marimow	142,163,906	2,191,444	202,543	19,794,594
Adebayo O. Ogunlesi	140,576,277	3,783,057	198,560	19,794,594
Varsha R. Rao	143,007,904	1,350,858	199,132	19,794,594
Linda B. Segre	142,085,274	2,435,749	36,871	19,794,594
Anthony S. Thornley	140,030,270	4,328,826	198,798	19,794,594
C. Matthew Turney	143,427,371	931,402	199,120	19,794,594

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s shareholders ratified, on an advisory basis, the Audit Committee’s appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The following sets forth the results of the voting with respect to this proposal:

For	Shares Voted		Abstentions
	Against		
162,911,405	1,388,829		52,253

Proposal 3: Advisory Vote on Executive Compensation

The Company’s shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The following sets forth the results of the voting with respect to this proposal:

For	Shares Voted			Broker Non-Votes
	Against	Abstentions		
141,587,876	2,802,482	167,536		19,794,594

No other items were presented for shareholder approval at the Annual Meeting.

SIGNATURES

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

TOPGOLF CALLAWAY BRANDS CORP.

Date: June 5, 2024

By: /s/ Heather D. McAllister
Name: Heather D. McAllister
Title: Senior Vice President, General Counsel and Corporate Secretary