
**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**

**November 4, 2014
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 4, 2014, the Board of Directors of the Callaway Golf Company (the “**Company**”), approved a Certificate of Elimination of the 7.50% Series B Cumulative Perpetual Convertible Preferred Stock (the “**Series B Preferred Stock**”). The Certificate of Elimination (i) eliminated the previous designation of up to 1,400,000 of the Company’s preferred shares as Series B Preferred Stock, none of which were outstanding at the time of approval, and which previously resumed their status as authorized but unissued shares of preferred stock of the Company and (ii) eliminated from the Certificate of Incorporation of the Company all references to the Series B Preferred Stock. The Certificate of Elimination was filed with the Secretary of State of Delaware and became effective on November 5, 2014. The Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished herewith:

Exhibit 3.1 Certificate of Elimination of the 7.50% Series B Cumulative Perpetual Convertible Preferred stock of Callaway Golf Company, dated November 5, 2014 (filed herewith).

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.

Date: November 7, 2014

CALLAWAY GOLF COMPANY

By: /s/ Brian P. Lynch

Name: Brian P. Lynch

Title: Senior Vice President, General Counsel and Corporate Secretary

Exhibit Index

**Exhibit
Number**

Description

3.1	Certificate of Elimination of the 7.50% Series B Cumulative Perpetual Convertible Preferred stock of Callaway Golf Company, dated November 5, 2014 (filed herewith).
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**CERTIFICATE OF ELIMINATION
OF
THE 7.50% SERIES B CUMULATIVE PERPETUAL
CONVERTIBLE PREFERRED STOCK
OF
CALLAWAY GOLF COMPANY**

(Pursuant to Section 151(g) of the Delaware General Corporation Law)

Callaway Golf Company, (the “**Company**”), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the “**DGCL**”), does hereby certify:

1. The name of the Company is Callaway Golf Company.

2. The series of shares of preferred stock of the Company to which this certificate relates are the 7.50% Series B Cumulative Perpetual Convertible Preferred Stock (the “**Series B Preferred Stock**”).

3. The voting powers, designations, preferences, and the relative, participating, optional, or other rights, and the qualifications, limitations, and restrictions of the said series of shares of stock were provided for in a resolution adopted by the Board of Directors of the Company (the “**Board**”) pursuant to authority expressly vested in it by the provisions of the Certificate of Incorporation of the Company. That certain Certificate of the Powers, Designations, Preferences and Rights of the 7.50% Series B Cumulative Perpetual Convertible Preferred Stock (the “**Certificate of Designation**”), dated as of June 12, 2009 and amended March 4, 2010, setting forth said resolutions has been heretofore filed with the Secretary of State of Delaware pursuant to the provisions of Section 151(g) of the DGCL.

4. The Board has adopted the following resolutions:

NOW THEREFORE BE IT RESOLVED, that none of the authorized shares of the Series B Preferred Stock are outstanding;

RESOLVED FURTHER, that no shares of the Series B Preferred Stock shall be issued from and after the date hereof;

RESOLVED FURTHER, that the Board hereby authorizes and approves the elimination of the Series B Preferred Stock from the Company’s Certificate of Incorporation, effective as of the filing of this resolution with the Secretary of State; and

RESOLVED FURTHER, that the officers of the Company be and each of them hereby is authorized and empowered, in the name and on behalf of the Company, to file a certificate setting forth these resolutions with the Secretary of State pursuant to the provisions of Section 151(g) of the DGCL for the purpose of eliminating from the Company’s Certificate of Incorporation all references to the Series B Preferred Stock.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed by its duly authorized officer this 5th day of November, 2014.

CALLAWAY GOLF COMPANY

/s/ Brian P. Lynch

Name: Brian P. Lynch

Title: Senior Vice President, General Counsel and Corporate Secretary