

CALLAWAY GOLF CO
Form DEFA14A
April 06, 2009

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|---|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> Soliciting Material Under Rule 14a-12 | |

Callaway Golf Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

6. Fee paid previously with preliminary materials.

7. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

8. Amount Previously Paid:

9. Form, Schedule or Registration Statement No.:

10. Filing Party:

11. Date Filed:

CALLAWAY GOLF COMPANY

2180 RUTHERFORD ROAD, CARLSBAD, CALIFORNIA 92008

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Shareholders

to Be Held on Tuesday, May 19, 2009

The Proxy Statement, Annual Report and other proxy materials are available at:

<http://bnymellon.mobular.net/bnymellon/ely>

CALLAWAY GOLF
COMPANY

BAR CODE
RESTRICTED
AREA

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 5, 2009 to facilitate timely delivery.

To Our Shareholders:

The 2009 Annual Meeting of Shareholders (the Annual Meeting) of Callaway Golf Company, a Delaware corporation (the Company) is scheduled to be held at the Sheraton Carlsbad, 5480 Grand Pacific Drive, Carlsbad, California 92008, at 10:00 a.m. (PDT), on Tuesday, May 19, 2009, to consider and vote upon the following matters:

1. to elect as directors the eight nominees named in the Proxy Statement;
2. to amend the Amended and Restated 2004 Incentive Plan to increase the number of shares of Common Stock available for issuance thereunder from 12,250,000 to 17,500,000 shares and make certain other changes;
3. to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2009; and
4. to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote FOR Items 1, 2 and 3.

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The Board of Directors has fixed the close of business on March 23, 2009 as the record date (the Record Date) for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment or postponement thereof.

* Approximate date of mailing to Shareholders of this Notice of Internet Availability of the Company s Proxy Materials is April 9, 2009.

**PLEASE SEE REVERSE SIDE FOR IMPORTANT
INFORMATION ABOUT HOW TO OBTAIN YOUR PROXY
MATERIALS, WHICH IS DIFFERENT FROM PRIOR
YEARS**

CONTROL NUMBER

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You may vote your proxy

when you view the materials on the Internet.

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You will be asked to enter this 11-digit control number

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on the last page of the Proxy Statement.

Meeting Location:

The Sheraton Carlsbad
5480 Grand Pacific Drive,
Carlsbad, California 92008

The following materials are available for you to review online:

the Company's Proxy Statement for the 2009 Annual Meeting (including all attachments thereto);

the Company's Annual Report for the year ended December 31, 2008 (which is not deemed to be part of the official proxy soliciting materials); and

any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials, (you must reference your 11-digit control number)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada call 201-680-6688),
Email: **shrrelations@bnymellon.com**
Internet: **http://bnymellon.mobular.net/bnymellon/ely.**

ACCESSING YOUR PROXY MATERIALS ONLINE

**YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST
A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.**

The Proxy Materials for Callaway Golf Company are available to review at:

<http://bnymellon.mobular.net/bnymellon/ely>

Have this notice available when you request a PAPER copy of the Proxy Materials,

when you want to view your proxy materials online

OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

VOTE BY INTERNET

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Use the Internet to vote your shares. Have this card in hand when you access the above website.

On the top right hand side of the website click on **Vote Now** to
access the electronic proxy card and vote your shares