

GREGORY JOHN M  
Form 4  
June 05, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GREGORY JOHN M

(Last) (First) (Middle)

340 MARTIN LUTHER KING, JR.  
BLVD., SUITE 200

(Street)

BRISTOL, TN 37620

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ADAMS GOLF INC [ADGF]

3. Date of Earliest Transaction  
(Month/Day/Year)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2012		D	12,273 <sup>(1)</sup>	D \$ 10.8	0	D <sup>(2)</sup>
Common Stock	06/01/2012		U	1,116,923 <sup>(1)</sup>	D \$ 10.8	0	I

By SJ  
Strategic  
Investments  
LLC

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

# Edgar Filing: GREGORY JOHN M - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GREGORY JOHN M  
340 MARTIN LUTHER KING, JR. BLVD.  
SUITE 200  
BRISTOL, TN 37620

X X

## Signatures

/s/ John M.  
Gregory

06/05/2012

\_\_\_\_\_  
Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

Effective June 1, 2012, pursuant to that certain Agreement and Plan of Merger, dated as of March 18, 2012, by and among Adams Golf, Inc. (the "Issuer"), Taylor Made Golf Company, Inc. ("Taylor Made") and Apple Tree Acquisition Corp., a wholly owned subsidiary of Taylor Made ("Apple Tree"), Apple Tree merged with and into the Issuer, with the Issuer continuing as the surviving corporation and as a

(1) wholly owned subsidiary of Taylor Made (the "Merger"). As consideration for the Merger, the shares of common stock held by the reporting person, including 7500 shares of restricted stock held directly by the reporting person and 7500 shares of restricted stock held by a group member that vested in full upon consummation of the Merger, were automatically cancelled and converted into the right to receive \$10.80 per share in cash.

(2) In prior Form 4s, the reporting person indicated indirect ownership of 1,131,946 shares held by a group member. Upon further consideration, the reporting person does not believe that he has or ever had indirect ownership of those shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.