

GOVE SUE  
Form 4  
July 24, 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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOVE SUE

2. Issuer Name **and** Ticker or Trading  
Symbol

GOLFSMITH INTERNATIONAL  
HOLDINGS INC [GOLF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

GOLFSMITH  
INTERNATIONAL, HOLDINGS,  
INC., 11000 N. IH-35

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/24/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President, COO and CFO

AUSTIN, TX 78753

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/24/2012                              | (1)                                                         | D                                    | 88,815                                                                     | D                                                                                                                  | \$<br>6.1                                                            | 0                                                                 |

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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

## Edgar Filing: GOVE SUE - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  | 07/24/2012                              | <u>(1)</u>                                                  | D                                       | 30,000                                                                                                    | 05/07/2013 05/07/2020                                          | Common<br>Stock 30,000                                              |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  | 07/24/2012                              | <u>(1)</u>                                                  | D                                       | 4,638                                                                                                     | 04/04/2015 04/04/2022                                          | Common<br>Stock 4,638                                               |
| Stock<br>Option<br>(right to<br>buy)                | \$ 2.5                                                                | 07/24/2012                              | <u>(1)</u>                                                  | D                                       | 200,000                                                                                                   | 09/29/2013 09/29/2018                                          | Common<br>Stock 200,000                                             |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.13                                                               | 07/24/2012                              | <u>(1)</u>                                                  | D                                       | 100,000                                                                                                   | 05/15/2014 05/15/2019                                          | Common<br>Stock 100,000                                             |
| Stock<br>Option<br>(right to<br>buy)                | \$ 4.16                                                               | 07/24/2012                              | <u>(1)</u>                                                  | D                                       | 30,000                                                                                                    | 02/25/2016 02/25/2021                                          | Common<br>Stock 30,000                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| GOVE SUE<br>GOLFSMITH INTERNATIONAL<br>HOLDINGS, INC., 11000 N. IH-35<br>AUSTIN, TX 78753 | President, COO and CFO           |

## Signatures

/s/ Sue E. Gove 07/24/2012

                     \*\*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).

(1)

## Edgar Filing: GOVE SUE - Form 4

Shares tendered by the reporting person on July 24, 2012 pursuant to the Agreement and Plan of Merger among Golfsmith International Holdings, Inc., Golf Town USA Holdings Inc. and Major Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Golf Town dated May 11, 2012.

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.