

CALLAWAY GOLF CO  
Form S-8 POS  
August 08, 2014

As filed with the Securities and Exchange Commission on

Registration No. 333-61889

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**  
**CALLAWAY GOLF COMPANY**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**95-3797580**  
(I.R.S. Employer Identification No.)

**2180 Rutherford Road**  
**Carlsbad, California 92008**

**(760) 931-1771**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive  
Offices)

**1998 Employee Stock Incentive Plan**

**1996 Stock Option Plan**

**1995 Employee Stock Incentive Plan**

(Full Title of the Plan)

**Brian P. Lynch**

**Senior Vice President, General Counsel**

**and Corporate Secretary**

**Callaway Golf Company**

**2180 Rutherford Road**

**Carlsbad, California 92008**

**(760) 931-1771**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

Callaway Golf Company (the Registrant ) is filing this Post-Effective Amendment No. 3 (the Post-Effective Amendment ) to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 initially filed on August 20, 1998, as amended by Post-Effective Amendment No. 1 thereto filed on July 1, 1999 and Post-Effective Amendment No. 2 thereto filed on July 1, 1999 (Registration No. 333-61889), (as amended, the Registration Statement ). Pursuant to the Registration Statement the Registrant registered 2,000,000 shares of common stock, par value \$0.01 per share for issuance under the 1995 Employee Stock Incentive Plan and certain other securities for issuance under the 1998 Employee Stock Incentive Plan and the 1996 Stock Option Plan. The 1995 Employee Stock Incentive Plan is no longer in effect and all rights to purchase securities under the 1995 Employee Stock Incentive Plan have been exercised or have expired. Pursuant to the undertaking contained in the Registration Statement, we are filing this Post-Effective Amendment No. 3 to deregister, as of the effective date of this Post-Effective Amendment, all securities remaining unsold under the Registration Statement relating to the 1995 Employee Stock Incentive Plan. This Post-Effective Amendment does not deregister any securities issued under the 1998 Employee Stock Incentive Plan or the 1996 Stock Option Plan.

The following exhibit is being filed or furnished herewith:

Exhibit 24.1 Form of Limited Power of Attorney.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant, Callaway Golf Company, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on August 7, 2014.

**CALLAWAY GOLF COMPANY**

By: /s/ OLIVER G. BREWER III  
 Name: Oliver G. Brewer III  
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed below by the following persons in the capacities indicated below and on the dates indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
/s/ OLIVER G. BREWER III Oliver G. Brewer III	President and Chief Executive Officer  (Principal Executive Officer) and Director	August 7, 2014
/s/ BRADLEY J. HOLIDAY Bradley J. Holiday	Senior Executive Vice President and Chief Financial Officer  (Principal Financial Officer)	August 7, 2014
/s/ JENNIFER L. THOMAS Jennifer L. Thomas	Chief Accounting Officer (Principal Accounting Officer)	August 7, 2014
* Samuel H. Armacost	Director	August 7, 2014
* Ronald S. Beard	Director	August 7, 2014
* John C. Cushman, III	Director	August 7, 2014
* John F. Lundgren	Director	August 7, 2014



EXHIBIT INDEX

Exhibit No.	Description
24.1	Form of Limited Power of Attorney.