

CALLAWAY GOLF CO  
Form S-8 POS  
August 28, 2015

As filed with the Securities and Exchange Commission on

Registration No. 333-43756

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**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**

**95-3797580**  
**(I.R.S. Employer**

**incorporation or organization)**

**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)**

**2001 Non-Employee Directors Stock Option Plan**

**1996 Stock Option 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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

“(Do not check if a smaller reporting company)”

**DEREGISTRATION OF SECURITIES**

Callaway Golf Company (the Registrant ) is filing this Post-Effective Amendment No. 1 (the Post-Effective Amendment ) to deregister certain securities that were initially registered by the Registrant pursuant to its Registration Statement on Form S-8 initially filed on August 14, 2000 (Registration No. 333-43756) (the Registration Statement ). Pursuant to the Registration Statement the Registrant registered 500,000 shares of common stock, par value \$0.01 per share for issuance under the 2001 Non-Employee Directors Stock Option Plan and 3,000,000 shares of common stock, par value \$0.01 per share for issuance under the 1996 Stock Option Plan. Neither the 2001 Non-Employee Directors Stock Option Plan nor the 1996 Stock Option Plan remain in effect and all rights to purchase securities under the 2001 Non-Employee Directors Stock Option Plan and the 1996 Stock Option Plan have been exercised or have expired. Pursuant to the undertaking contained in the Registration Statement, we are filing this Post-Effective Amendment to deregister, as of the effective date of this Post-Effective Amendment, all securities remaining unsold under the Registration Statement relating to the 2001 Non-Employee Directors Stock Option Plan and 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 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. 1 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 28, 2015.

**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. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated below and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ OLIVER G. BREWER III	President and Chief Executive Officer	August 28, 2015
Oliver G. Brewer III	(Principal Executive Officer) and Director	
/s/ ROBERT K. JULIAN	Senior Vice President and	August 28, 2015
Robert K. Julian	Chief Financial Officer	
	(Principal Financial Officer)	
/s/ JENNIFER L. THOMAS	Chief Accounting Officer	August 28, 2015
Jennifer L. Thomas	(Principal Accounting Officer)	
*	Director	August 28, 2015
Samuel H. Armacost		
*	Director	August 28, 2015
Ronald S. Beard		
*	Director	August 28, 2015
John C. Cushman, III		
*	Director	August 28, 2015

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John F. Lundgren		
*	Director	August 28, 2015
Adebayo O. Ogunlesi		
*	Director	August 28, 2015
Richard L. Rosenfield		
*	Director	August 28, 2015
Linda B. Segre		
*	Director	August 28, 2015
Anthony S. Thornley		
*By: /s/ Brian P. Lynch		August 28, 2015
Brian P. Lynch		
Attorney-in-fact		

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
24.1	Form of Limited Power of Attorney.