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

# POST-EFFECTIVE AMENDMENT NO. 3

## FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

# CALLAWAY GOLF COMPANY

(Exact name of Registrant as specified in its charter)

Delaware

95-3797580

(State or other jurisdiction of incorporation or organization)

(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  $\square$ Non-accelerated filer  $\square$ (Do not check if a smaller reporting company) Accelerated filer  $\boxtimes$  Smaller reporting company  $\square$ 

#### 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 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 The 1995 Employee Stock Incentive Plan is no longer in effect and all rights to purchase securities under the 1995 Employee Stock Incentive Plan have been exercised or have expired.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.

Exhibit 24.1 Form of Limited Power of Attorney.

The following exhibit is being filed or furnished herewith:

#### **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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/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
* Adebayo O. Ogunlesi	Director	August 7, 2014
* Richard L. Rosenfield	Director	August 7, 2014
* Anthony S. Thornley	Director	August 7, 2014
*By: /s/ Bradley J. Holiday Bradley J. Holiday Attorney-in-fact	_	August 7, 2014

# EXHIBIT INDEX

Exhibit No. Description

24.1 Form of Limited Power of Attorney.

Each of the non-employee directors who are signatories to Post-Effective Amendment No. 3 to the Registration Statement on Form S-8 have executed a limited power of attorney in the form set forth below:

#### FORM OF LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Brian P. Lynch and Bradley J. Holiday, each of whom are executive officers of the Company, as my true and lawful attorneys-in-fact, each with power of substitution, with full power to act without the other and on behalf of and as attorney for the undersigned, for the purpose of executing and filing with the Securities and Exchange Commission the post-effective amendments to the Registration Statements filed under the Securities Act of 1933 that are listed on Exhibit A attached hereto, which will have the sole effect of deregistering shares of Company capital stock registered under such Registration Statements, and to do all such other acts and execute all such other instruments which said attorney may deem necessary or desirable in connection therewith.

The undersigned have each executed this Limited Power of Attorney effective as of August 5, 2014.

<u>Signature</u>	<u>Title</u>
Samuel H. Armacost	Director
Ronald S. Beard	Director
John C. Cushman, III	Director
John F. Lundgren	Director
Adebayo O. Ogunlesi	Director
Richard L. Rosenfield	Director
Anthony S. Thornley	Director

## EXHIBIT A

# Registration Statements

- 33-85692 1.
- 2. 3. 33-56756
- 333-61889
- 4. 333-95601
- 5. 333-52020
- 6. 333-84716