
**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 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)

Callaway Golf PGA Tour 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

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 deregisters certain shares that were initially registered on our Registration Statement on Form S-8 filed on January 4, 1993 (Registration No. 33-56756), (the "Registration Statement"), pursuant to which the Registrant registered 445,000 shares of common stock of the Registrant, par value \$0.01 per share (the "Common Stock") (which shares subsequently split two-for-one on each of March 22, 1993, March 4, 1994 and March 13, 1995). The offering contemplated by the Registration Statement has terminated by virtue of our Callaway Golf PGA Tour Stock Incentive Plan being no longer in effect. Pursuant to the undertaking contained in the Registration Statement, we are filing this Post-Effective Amendment No. 1 to deregister, as of the effective date of this Post-Effective Amendment No. 1, all securities remaining unsold under the Registration Statement.

The following exhibit is being filed or furnished herewith:

Exhibit 24.1 Form of Limited Power of Attorney.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|------------------------------------|
| 24.1 | Form of Limited Power of Attorney. |

Each of the non-employee directors who are signatories to the Post-Effective Amendment No. 1 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

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