

**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.)

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**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)

**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)

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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

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 deregisters certain shares that were initially registered on our Registration Statement on Form S-8 initially filed on January 28, 2000 (Registration No. 333-95601), (the "Registration Statement"), pursuant to which the Registrant registered 1,500,000 shares of common stock of the Registrant, par value \$0.01 per share (the "Common Stock"). The offering contemplated by the Registration Statement has terminated by virtue of our 1995 Employee Stock Incentive Plan being no longer in effect.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

Registration Statements

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