

**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)

1991 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 October 26, 1994 (Registration No. 33-85692), (the "Registration Statement"), pursuant to which the Registrant registered 1,000,000 shares of common stock of the Registrant, par value \$0.01 per share (the "Common Stock") (which shares subsequently split two-for-one on March 13, 1995). The offering contemplated by the Registration Statement has terminated by virtue of our 1991 Stock Incentive Plan being no longer in effect.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.

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. 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 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. 1 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

<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