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 | 95-3797580 |
|---|--|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| 2180 Rutherford Road | i |
| Carlsbad, California 920 | 008 |
| (760) 931-1771 | L (D) A D L D A Off |
| (Address, Including Zip Code, and Telephone Number, Including Area Co | de, of Registrant's Principal Executive Offices) |
| Brian P. Lynch | |
| Vice President and Corporate | |
| Callaway Golf Compar | |
| 2180 Rutherford Road Carlsbad, California 920 | |
| (760) 931-1771 | , vo |
| (Name, Address, Including Zip Code, and Telephone Number, Incl | uding Area Code, of Agent for Service) |
| Approximate date of commencement of proposed sale | e to the public: Not Applicable |
| If the only securities being registered on this form are being offered pursuant to divide | and or interest reinvestment plans, please check the following box. \Box |
| If any of the securities being registered on this form are to be offered on a delayed or 0.933, other than securities offered only in connection with dividend or interest reinvestment | |
| If this form is filed to register additional securities for an offering pursuant to Rule 46. he Securities Act registration statement number of the earlier effective registration statemen | |
| If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Secregistration statement number of the earlier effective registration statement for the same offer | |
| If this form is a registration statement pursuant to General Instruction I.D. or a post-ef with the Commission pursuant to Rule 462(e) under the Securities Act, check the following to | |
| If this form is a post-effective amendment to a registration statement filed pursuant to additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the fo | |
| Indicate by check mark whether the registrant is a large accelerated filer, an accelerate he definitions of "large accelerated filer," "accelerated filer" and "smaller reporting compan | |
| Large accelerated filer | Accelerated filer $oxed{\boxtimes}$ |
| Non-accelerated filer \Box (Do not check if a smaller reporting company) | Smaller reporting company \Box |
| | |

DEREGISTRATION OF SECURITIES

| This Post-Effective Amendment No. 1 to our Registration Statement on Form S-8 initially filed on July 14, 2004 (Registration No. 333-117368), (the |
|---|
| "Registration Statement"), deregisters certain shares of our Common Stock, \$0.01 par value. The offering contemplated by the Registration Statement has |
| terminated by virtue of our Employee Stock Purchase 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 de-register, as of the effective date of this Post-Effective Amendment No. 1, all securities remaining unsold under |
| the Registration Statement. |
| |

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 29, 2011.

CALLAWAY GOLF COMPANY

| By: | /S/ ANTHONY S. THORNLEY |
|--------|---------------------------------------|
| Name: | Anthony S. Thornley |
| Title: | President and Chief Executive Officer |

Pursuant to the requirements of the Securities Act of 1933, this 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/ ANTHONY S. THORNLEY Anthony S. Thornley | President and Chief Executive Officer (Principal Executive Officer) and Director | August 29, 2011 |
| /S/ BRADLEY J. HOLIDAY Bradley J. Holiday | Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 29, 2011 |
| /s/ Marlo Cormier Platz Marlo Cormier Platz | Vice President and Chief Accounting Officer (Principal Accounting Officer) | August 29, 2011 |
| /s/ SAMUEL H. ARMACOST Samuel H. Armacost | Director | August 29, 2011 |
| /s/ JOHN C. CUSHMAN, III John C. Cushman, III | Director | August 29, 2011 |
| /s/ John F. Lundgren John F. Lundgren | Director | August 29, 2011 |
| /s/ RICHARD L. ROSENFIELD Richard L. Rosenfield | Director | August 29, 2011 |
| /s/ Ronald S. Beard | Director | August 29, 2011 |

Ronald S. Beard