

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 3  
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)

**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   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

## 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 certain other securities for issuance under the 1998 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 The 1995 Employee Stock Incentive Plan is no longer in effect and all rights to purchase securities under the 1995 Employee Stock Incentive Plan have been exercised or have expired.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.

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 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**

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