

CALLAWAY GOLF CO
Form S-8 POS
May 28, 2008

As filed with the Securities and Exchange Commission on May 28, 2008

Registration Statement No. 33-92302

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

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

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CARLSBAD, CALIFORNIA 92008-7328

(760) 931-1771

**(Address, including zip code, and telephone number,
including area code of registrant's principal executive offices)**

1995 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

George Fellows

President and Chief Executive Officer

2180 Rutherford Road

Carlsbad, California 92008-7328

(760) 931-1771

**(Name, address, including zip code, and telephone number,
including area code, of agent for service)**

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 on May 15, 1995 (file No. 33-92302) (the "Registration Statement"), is filed for the sole purpose of terminating the Registration Statement and deregistering any unsold shares of the Registrant's common stock, par value \$0.01 per share, previously registered under the Registration Statement and issuable under the 1995 Employee Stock Purchase Plan (the "Plan"). As of the date of this Post-Effective Amendment No. 2, no shares of the Registrant's common stock are reserved for future issuance under the Plan.

As no securities are being registered herein, the sole purpose being to terminate and deregister, the disclosure requirements for exhibits under Regulation S-K Item 601 are inapplicable to this filing.

The following exhibit is being filed or furnished herewith:

Exhibit 10.24.1 Form of Limited Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing an amendment on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on May 28, 2008.

CALLAWAY GOLF COMPANY

By /s/ Bradley J. Holiday
 Bradley J. Holiday
 Senior Executive Vice President and Chief

Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated.

| Signature | Title | Date |
|------------------------|--|--------------|
| /s/ George Fellows | President and Chief Executive Officer | May 28, 2008 |
| George Fellows | (Principal Executive Officer) Director | |
| /s/ Bradley J. Holiday | Senior Executive Vice President | May 28, 2008 |
| Bradley J. Holiday | and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | |
| * | Director | May 28, 2008 |
| Ronald S. Beard | | |
| * | Director | May 28, 2008 |
| Samuel H. Armacost | | |
| * | Director | May 28, 2008 |
| John C. Cushman, III | | |
| * | Director | May 28, 2008 |
| Yotaro Kobayashi | | |

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*

Director

May 28, 2008

Richard L. Rosenfield

*

Director

May 28, 2008

Anthony S. Thornley

*By:

/s/Bradley J. Holiday

May 28, 2008

Bradley J. Holiday

Attorney-in-fact

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|------------------------------------|
| 10.24.1 | Form of Limited Power of Attorney. |

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