

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. 33-98750

**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)

**CALLAWAY GOLF COMPANY STOCK OPTION AGREEMENT**

**BY AND BETWEEN**

**CALLAWAY GOLF COMPANY AND FREDERICK R. PORT**

(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 October 30, 1995 (file No. 33-98750) (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 Callaway Golf Company Stock Option Agreement by and between Callaway Golf Company and Frederick R. Port (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		
*	Director	May 28, 2008

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Richard L. Rosenfield

\*

Director

May 28, 2008

Anthony S. Thornley

\*By:

/s/ Bradley J. Holiday  
Bradley J. Holiday

May 28, 2008

Attorney-in-fact

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
10.24.1	Form of Limited Power of Attorney.