

GOLFSMITH INTERNATIONAL HOLDINGS INC  
Form S-8  
April 28, 2011

As filed with the Securities and Exchange Commission on April 28, 2011

Registration No.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Golfsmith International Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**16-1634897**  
(I.R.S. Employer  
Identification Number)

**11000 N. IH-35**

**Austin, Texas**  
**(Address of Principal Executive Office)**

**78753-3195**  
**(Zip Code)**

**Golfsmith International Holdings, Inc. 2006 Incentive Compensation Plan**

**(Full title of the plan)**

**Martin E. Hanaka**

**Chief Executive Officer, President and Chairman of the Board**

**11000 N. IH-35**

**Austin, Texas 78753-3195**

**(512) 837-8810**

**(Name, address and telephone number of agent for service)**

*Copy to:*

**James A. Eliasberg**

**Vice President, General Counsel and Secretary**

**11000 N. IH-35**

**Austin, Texas 78753-3195**

**Tel: (512) 821-4140**

**Fax: (512) 837-4829**

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

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock \$0.001 par value	600,000	\$5.20 (2)	\$3,120,000 (2)	\$362.23

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated pursuant to Rules 457(c) and (h) under the Securities Act of 1933 solely for purposes of calculating the amount of the registration fee, on the basis of the average high and low trading prices of the Company's Common Stock on April 25, 2011, which was \$5.20 per share.

**EXPLANATORY NOTE**

In June 2006, Golfsmith International Holdings, Inc. (the Company) adopted the 2006 Incentive Compensation Plan (the 2006 Plan) which was approved by the Company's stockholders on June 12, 2006 and became effective as of that date. On July 7, 2006, the Company filed a registration statement on Form S-8 (File No. File No. 333-135654) (the 2006 Registration Statement), registering 1,800,000 shares of Common Stock issuable under the 2006 Plan. On March 3, 2009, the Company's Board of Directors adopted, subject to stockholder approval, an amendment to the 2006 Plan to increase the aggregate number of shares of Common Stock authorized for issuance under the 2006 Plan by 1,500,000 from 1,800,000 to 3,300,000 (the First Amendment). On May 5, 2009 the Company's stockholders approved the First Amendment. On May 6, 2009, the Company filed a registration statement on Form S-8 (File No. File No. 333-159022) (the 2009 Registration Statement), registering the additional 1,500,000 shares of Common Stock issuable under the 2006 Plan. On November 10, 2010, the Company's Board of Directors adopted, subject to stockholder approval, an amendment to the 2006 Plan to increase the aggregate number of shares of Common Stock authorized for issuance under the 2006 Plan by 600,000 from 3,300,000 to 3,900,000 (the Second Amendment). On April 27, 2011 the Company's stockholders approved the Second Amendment.

The purpose of this registration statement on Form S-8 (this Registration Statement) is for the Company to register the additional 600,000 shares issuable under the 2006 Plan.

In accordance with General Instruction E of Form S-8, the contents of the 2006 Registration Statement and the 2009 Registration Statement are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1.** Plan Information.\*

**Item 2.** Registrant Information and Employee Plan Annual Information.\*

\* The documents containing the information specified in this Part I (plan information and registration information and employee plan annual information) will be sent or given to employees as specified by the Securities and Exchange Commission (the Commission) pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act). Such documents are not required to be and are not filed with the Commission either as part of this registration statement (this Registration Statement) or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b), and will include the address and telephone number to which the request is to be directed.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Company hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended January 1, 2011, filed on February 23, 2011 and the portions of the Company's Proxy Statement on Schedule 14A filed on March 14, 2011 and incorporated by reference into such Annual Report;
- (b) the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended April 2, 2011, filed on April 28, 2011;
- (c) the Company's Current Report on Form 8-K filed on March 3, 2011; and
- (d) the description of the Company's shares of Common Stock contained in Item 1 of the Registration Statement on Form 8-A (File No. 000-52041) filed on June 9, 2006.

In addition, all of the Company's reports filed with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this Registration Statement and prior to filing a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such reports.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. Exhibits.**

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

**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 of the requirements for filing on Form S-8 and has duly caused this Form S-8 to be signed on its behalf by the undersigned, duly authorized, in the City of Austin, State of Texas, on the 28th day of April, 2011.

GOLFSMITH INTERNATIONAL HOLDINGS, INC.

By: /s/ Martin E. Hanaka  
Martin E. Hanaka

Chief Executive Officer, President and Chairman of  
the Board

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Martin E. Hanaka, Sue E. Gove and James A. Eliasberg,, each of them acting individually, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable the Company to comply with the Securities Act, and any rules, regulations, or requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of this registration statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such registration statement, and any amendments to such registration statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities regulatory body, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable securities laws, including without limitation state securities laws, and to file the same, together with other documents in connection therewith with the appropriate authorities, including without limitation state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Martin E. Hanaka Martin E. Hanaka	Chief Executive Officer, President and Chairman of the Board	April 28, 2011
/s/ Sue E. Gove Sue E. Gove	Executive Vice President, Chief Operating Officer and Chief Financial Officer	April 28, 2011
/s/ Robert E. Allen Robert E. Allen	Director	April 28, 2011
/s/ Thomas Berglund Thomas Berglund	Director	April 28, 2011
/s/ Roberto Buaron Roberto Buaron	Director	April 28, 2011
/s/ Glenda Flanagan	Director	April 28, 2011

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Glenda Flanagan

/s/ James Grover  
James Grover

Director

April 28, 2011

/s/ Thomas G. Hardy Thomas G. Hardy	Director	April 28, 2011
/s/ Marvin E. Lesser Marvin E. Lesser	Director	April 28, 2011
/s/ James Long James Long	Director	April 28, 2011
/s/ Emilio S. Pedroni Emilio S. Pedroni	Director	April 28, 2011

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
5.1*	Opinion of White & Case LLP
23.1	Consent of White & Case LLP (included in the opinion filed as Exhibit 5.1 to this registration statement).
23.2*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on the signature pages of this Registration Statement).
99.1*	Second Amendment to the Golfsmith International Holdings, Inc. 2006 Incentive Compensation Plan (filed as Appendix A to the Registrant's Definitive Proxy Statement (File No. 000-52041) filed on March 14, 2011, and incorporated herein by reference).

\* Filed herewith.