

GOLFSMITH INTERNATIONAL HOLDINGS INC  
Form S-8 POS  
July 24, 2012

As filed with the Securities and Exchange Commission on July 24, 2012

Registration No. 333-173768

**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*

**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 and Chairman of the Board**

**11000 N. IH-35**

**Austin, Texas 78753-3195**

(Name and address of agent for service)

**(512) 837-8810**

(Telephone number, including area code, 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) 837-1019**

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):

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF UNSOLD SECURITIES**

This post-effective amendment no. 1 (this Amendment) is being filed by Golfsmith International Holdings, Inc. (the Company) to deregister unsold shares of the Company's common stock, par value \$0.001 (the Common Stock), that were registered on the Company's Registration Statement on Form S-8 (No. 333-173768) (the Registration Statement), filed with the Securities and Exchange Commission (the Commission) on April 28, 2011, registering 600,000 shares of Common Stock pursuant to the Company's 2006 Incentive Compensation Plan.

On July 24, 2012, pursuant to the Agreement and Plan of Merger, dated as of May 11, 2012, among the Company, Golf Town USA Holdings Inc. (Golf Town) and Major Merger Sub, Inc., a wholly-owned subsidiary of Golf Town (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company continuing as the surviving entity and becoming a wholly-owned subsidiary of Golf Town. As a result of the Merger, each share of Common Stock issued and outstanding immediately prior to the effective time of the Merger, other than shares owned directly or indirectly by Golf Town, shares owned directly or indirectly by the Company and shares with respect to which appraisal rights were properly exercised and not withdrawn, were converted into the right to receive US\$6.10 in cash.

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements on file with the Commission, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Common Stock that remain unsold at the termination of the offering, the Company hereby removes from registration the shares of its Common Stock registered under the Registration Statement, which remained unsold as of the date of this Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on the 24th day of July, 2012.

GOLFSMITH INTERNATIONAL HOLDINGS, INC.

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

Chief Executive Officer and Chairman of the Board