

GOLFSMITH INTERNATIONAL HOLDINGS INC

Form 8-A12G

June 09, 2006

As filed with the Securities and Exchange Commission on June 9, 2006

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

FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934

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 No.)

11000 N. IH-35
Austin, Texas
(Address of Principal Executive Offices)

78753-3195
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. b

Securities Act registration statement file number to which this form relates: **333-132414**
Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.001 per share

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

A description of the common stock of Golfsmith International Holdings, Inc. (the Registrant) is set forth under the heading "Description of Capital Stock" in the prospectus forming part of the Registrant's Registration Statement on Form S-1 (File No. 333-132414), as amended from time to time (the Registration Statement), filed with the Securities and Exchange Commission, which information is incorporated by reference herein. The final prospectus will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and, upon filing, shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

The following exhibits to this registration statement have been filed as exhibits to the Registration Statement and are hereby incorporated herein by reference.

No.	Description
1.	Form of Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 of the Registration Statement).
2.	Form of Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 of the Registration Statement).
3.	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

GOLFSMITH INTERNATIONAL HOLDINGS,
INC.

Date: June 9, 2006

By: /s/ Virginia Bunte
Name: Virginia Bunte
Title: Senior Vice President, Chief
Financial Officer and Treasurer

EXHIBIT INDEX

- | No. | Description |
|-----|---|
| 1. | Form of Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 (File No. 333-132414)). |
| 2. | Form of Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 of the Registrant's Registration Statement on Form S-1 (File No. 333-132414)). |
| 3. | Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 (File No. 333-132414)). |