

GARMIN LTD
Form DEFA14A
April 24, 2014

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
[Amendment No. _____]**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials under Sec.240.14a-12

GARMIN LTD.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Proposed
maximum
4) aggregate
value of
transaction:

5) Total fee
paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule O-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid: _____

2) Form Schedule or Registration Statement No.: _____

3) Filing Party: _____

4) Date Filed: _____

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 6, 2014.**

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 11, 2014

GARMIN LTD. **Date:** June 6, 2014 **Time:** 10:00 AM CDT, 17:00 CET

Locations: 1200 East 151st Street

Olathe, Kansas 66062 and

Prime Tower, Hardstrasse 201

8005 Zürich, Switzerland

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

—Before You Vote—

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

Notice & Proxy Statement

Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 26, 2014 to facilitate timely delivery.

—**How To Vote**—

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "*legal proxy*." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Andrew Etkind as ad hoc Chairman of the Meeting.

The Board of Directors recommends you vote FOR the following proposals:

2. Approval of Garmin Ltd.'s 2013 Annual Report, including the consolidated financial statements of Garmin Ltd. for the fiscal year ended December 28, 2013 and the statutory financial statements of Garmin Ltd. for the fiscal year ended December 28, 2013.

3. Approval of the appropriation of available earnings.

4. Approval of the payment of a cash dividend in the aggregate amount of US \$1.92 per outstanding share out of the Company's general reserve from capital contribution in four equal installments.

5. Discharge the members of the Board of Directors and the members of Executive Management from liability for the fiscal year ended December 28, 2013.

The Board of Directors recommends you vote FOR the following:

6. Election of Directors, each for a term extending until completion of the next annual general meeting:

6a. Donald H. Eller

6b. Joseph J. Hartnett

6c. Min H. Kao

6d. Charles W. Peffer

6e. Clifton A. Pemble

6f. Thomas P. Poberezny

7. Election of Min H. Kao as Executive Chairman of the Board of Directors for a term extending until completion of the next annual general meeting.

8. Election of Compensation Committee Members, each for a term extending until completion of the next annual general meeting:

8a. Donald H. Eller

8b. Joseph J. Hartnett

8c. Charles W. Peffer

8d. Thomas P. Poberezny

9. Election of the law firm of Reiss+Preuss LLP as Independent Proxy for a term extending until completion of the next annual general meeting.

The Board of Directors recommends you vote FOR the following proposals:

10. Ratification of the appointment of Ernst & Young LLP as Garmin Ltd.'s independent registered public accounting firm for the 2014 fiscal year and re-election of Ernst & Young Ltd. as Garmin Ltd.'s statutory auditor for another one-year term.

11. Advisory vote on executive compensation.

12. Approval of amendments to Garmin Ltd.'s Articles of Association in order to implement requirements under recent Swiss legislation regarding elections and certain other matters.

13. Approval of amendments to Garmin Ltd.'s Articles of Association in order to implement requirements under recent Swiss legislation regarding the compensation of the Board of Directors and Executive Management and related

matters.

- 14.** Approval of amendments to the Articles of Association in order to allow general meetings to be held online to the extent permitted under applicable law.

Any new agenda items (other than those in the invitation to the meeting and the proxy statement) or new proposals
15. or motions with respect to those agenda items set forth in the invitation to the meeting and the proxy statement that may be properly put forth before the annual general meeting.