

GARMIN LTD
Form DEFA14A
April 22, 2015
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 §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):

(4) Proposed maximum 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 5, 2015.

GARMIN LTD.

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 10, 2015

Date: June 5,

2015 **Time:** 10:00 AM CDT

Location: 1200 East 151st Street
Olathe, Kansas 66062

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

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:**

1. NOTICE AND PROXY STATEMENT
2. ANNUAL REPORT
3. FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (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 (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 22, 2015 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

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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 (located on the following page) 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 proposals:**

Approval of Garmin Ltd.'s
2014 Annual Report,
including the consolidated
financial statements of
Garmin Ltd. for the fiscal
1. year ended December 27,
2014 and the statutory
financial statements of
Garmin Ltd. for the fiscal
year ended December 27,
2014.

Approval of the
2. appropriation of available
earnings.

Approval of the payment
of a cash dividend in the
aggregate amount of US
\$2.04 per outstanding
3. share out of the
Company's general reserve
from capital contribution
in four equal installments.

Discharge the members of
the Board of Directors and
the Executive
4. Management from
liability for the fiscal year
ended December 27,
2014.

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

Re-election of Directors,
each for a term extending
5. until completion of the
next annual general
meeting:

5a. Donald H. Eller

5b. Joseph J. Hartnett

5c. Min H. Kao

5d. Charles W. Peffer

5e. Clifton A. Pemble

5f. Thomas P. Poberezny

Re-election of Min H.
Kao as Executive
Chairman of the Board of

6. Directors for a term
extending until
completion of the next
annual general meeting.

7. Re-election of
Compensation Committee
Members, each for a term
extending until
completion of the next
annual general meeting:

7a. Donald H. Eller

7b. Joseph J. Hartnett

7c. Charles W. Peffer

7d. Thomas P. Poberezny

8. Re-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:**

9. Ratification of the
appointment of Ernst &
Young LLP as Garmin
Ltd.'s independent

registered public accounting firm for the 2015 fiscal year and re-election of Ernst & Young Ltd. as Garmin Ltd.'s statutory auditor for another one-year term.

10. Advisory vote on executive compensation.

Binding vote to approve the Fiscal Year 2016

11. maximum aggregate compensation for the Executive Management.

Binding vote to approve maximum aggregate compensation for the

12. Board of Directors for the period between the 2015 Annual General Meeting and the 2016 Annual General Meeting.

Approval of amendment to the Garmin Ltd.

13. Employee Stock Purchase Plan.

**Voting
Instructions**