

GARMIN LTD  
Form 8-A12G/A  
April 09, 2010

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A12G/A  
AMENDMENT NO. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

GARMIN LTD.  
(Exact name of Registrant as specified in its charter)

CAYMAN ISLANDS  
(State of Incorporation  
or organization)

98-0229227  
(I.R.S. Employer  
Identification No.)

P. O. BOX 10670  
GRAND CAYMAN KY1-1006  
SUITE #3206B  
45 MARKET STREET  
GARDENIA COURT,  
CAYMAN BAY, CAYMAN ISLANDS  
(Address of principal executive offices)

NOT APPLICABLE  
(Zip Code)

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

N/A

N/A

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.  Not Applicable.

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.

Securities Act registration statement file number to which this form relates: Not applicable.

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

Rights to Purchase Series A Preferred Shares

---

AMENDMENT NO. 2 TO FORM 8-A

This Amendment No. 2 amends and supplements the Registrant's Registration Statement on Form 8-A dated June 10, 2005, as amended by Amendment No. 1 dated November 11, 2005, (the "Registration Statement") in connection with the Registrant's registration of the Rights to Purchase Series A Preferred Shares ("Rights").

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Garmin Ltd. (the "Company") on April 9, 2010, amended the Rights Agreement dated as of October 25, 2001, between the Company and Computershare Limited, as successor to UMB Bank, n.a., as Rights Agent (the "Rights Agreement"). The amendment permits notice to be made to rights holders through the filing of a Current Report on Form 8-K with the Securities and Exchange Commission, as an alternative to the current provisions which permit notice by first-class mail only. The amendment, approved by the Company's Board on April 9, 2010, in accordance with Section 26 of the Rights Agreement, is attached hereto as an exhibit and incorporated by reference.

ITEM 2. EXHIBITS.

Exhibit No. Description

4.1 Amendment dated as of April 9, 2010 to the Rights Agreement dated as of October 25, 2001 between the Company and Computershare Limited, as successor to UMB Bank, n.a.

SIGNATURE

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

GARMIN LTD.

Date: April 9, 2010

By: /s/ Andrew R. Etkind  
Andrew R. Etkind  
Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No. Description

4.1 Amendment dated as of April 9, 2010 to the Rights Agreement dated as of October 25, 2001 between the Company and Computershare Limited, as successor to UMB Bank, n.a.