

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 151<sup>st</sup> 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](http://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](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL*\*: [sendmaterial@proxyvote.com](mailto: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](http://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](http://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.

- Re-election of  
Compensation Committee  
Members, each for a term  
7. 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

- Re-election of the law  
firm of Reiss+Preuss LLP  
8. 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**