GARMIN LTD
Form PRE 14A
April 10, 2013

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:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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Garmin Ltd.

Mühlentalstrasse 2

8200 Schaffhausen

Switzerland

Invitation to Annual General Meeting of Shareholders
June 7, 2013

10:00 a.m., U.S. Central Time

1200 East 151st Street, Olathe, Kansas, 66062, USA

To the Shareholders of Garmin Ltd:

We cordially invite you to attend the Annual General Meeting (the "Annual Meeting") of Shareholders of Garmin Ltd., a Swiss company ("Garmin" or the "Company"), to be held at 1200 East 151st Street, Olathe, Kansas, 66062, USA, at 10:00 a.m., U.S. Central Time, on Friday, June 7, 2013, to consider and vote upon the following matters:

AGENDA ITEMS

1.

Approval of Garmin's 2012 Annual Report, including the consolidated financial statements of Garmin for the fiscal year ended December 29, 2012 and the statutory financial statements of Garmin for the fiscal year ended December 29, 2012

The Board of Directors proposes to the Annual Meeting to approve Garmin's 2012 Annual Report, including the consolidated financial statements of Garmin for the fiscal year ended December 29, 2012 and the statutory financial statements of Garminfor the fiscal year ended December 29, 2012.

2.

Approval of the appropriation of available earnings

The Board of Directors proposes to the Annual Meeting to approve the appropriation of available earnings as follows:

Proposed Appropriation of Available Earnings:		
Balance brought forward from previous years	CHF	(29,598,000)
Net loss for the period (on a stand-alone unconsolidated basis):	CHF	(9,646,000)
Total net loss:	CHF	(39,244,000)

Resolution proposed by the Board of Directors :

- RESOLVED, that the total loss in retained earnings of CHF 39,244,000 shall be carried forward.

3.

Approval of the payment of a cash dividend in the aggregate amount of $1.80 per outstanding share out of Garmin's general reserve from capital contribution in four equal installments

The Board of Directors proposes to the Annual Meeting that Garmin pay a cash dividend in the amount of $1.80 per outstanding share as follows:

General Reserve from Capital Contribution as per December 31, 2012	CHF	6,215,935,000
Resolutions proposed by the Board of Directors:		
• ***RESOLVED***, *that Garmin, out of, and limited at a maximum to the amount of, the Dividend Reserve (as defined below), pay a cash dividend in the amount of $1.80 per outstanding share out of Garmin's general legal reserve from capital contribution payable in four equal installments at the dates determined by the Board of Directors in its discretion, the record date and payment date for each such installment to be announced in a press release* (1) *at least ten calendar days prior to the record date; and further*		
• ***RESOLVED***, *that the cash dividend shall be made with respect to the outstanding share capital of Garmin on the record date for the applicable installment, which amount will exclude any shares of Garmin held by Garmin or any of its direct or indirect subsidiaries; and further*		
• ***RESOLVED***, *that CHF 393,506,025* (2) *be allocated to dividend reserves from capital contribution (the "**Dividend Reserve**") from general reserve from capital contribution in order to pay such dividend of US$1.80 per outstanding share with a nominal value of CHF 10.00 each (assuming a total of 208,077,418 shares* (3) *eligible to receive the dividend); and further*	CHF	393,506,025
• **RESOLVED** *that if the aggregate dividend payment is lower than the Dividend Reserve, the relevant difference will be allocated back to general reserve from capital contribution; and further*		
• ***RESOLVED***, *that to the extent that any installment payment, when converted into Swiss francs, at a USD/CHF exchange rate prevailing at the relevant record date for the relevant installment payment, would exceed the Dividend Reserve then remaining, the U.S. dollar per share amount of that installment payment shall be reduced on a pro rata basis, provided, however, that the aggregate amount of that installment payment shall in no event exceed the then remaining Dividend Reserve*	CHF	5,822,428,975

(1) The announcements will not be published in the Swiss Official Gazette of Commerce.

(2)

Based on the currency conversion rate as at December 29, 2012, US$1.80 equals CHF 1.65 per share. With a total of 208,077,418 shares eligible for payout (based on the number of shares outstanding as at December 29, 2012), the aggregate dividend total is CHF 393,506,025. This amount includes an additional amount of 15% to accommodate (i) unfavorable currency fluctuation and (ii) new share issuance (see fn 3 below) that may occur between the time that the dividend is approved by shareholders and when the last installment payment is made. Unused dividend reserves will be returned to the general reserve after the last installment payment.

(3)

This number is based on the outstanding share capital at December 29, 2012. The number of shares eligible for dividend payments may change due to the repurchase of shares, the sale of treasury shares or the issuance of new shares, including (without limitation) from the conditional share capital reserved for the employee profit sharing program.

4.

Discharge of the members of the Board of Directors and the executive officers from liability for the fiscal year ended December 29, 2012

The Board of Directors proposes to the Annual Meeting that the members of the Board of Directors and the executive officers be discharged from personal liability for the fiscal year ended December 29, 2012.

5.

Re-election of one director and election of one new director

Proposal of the Board of Directors

The Board of Directors proposes to the Annual Meeting that Thomas P. Poberezny be re-elected for a three-year term that will expire at the annual general meeting in 2016 and that Joseph J. Hartnett be elected for a three-year term that will expire at the annual general meeting in 2016.

6.

Approval of an amendment to the Garmin Ltd. 2005 Equity Incentive Plan to increase the number of shares authorized for issuance under the Plan

Proposal of the Board of Directors

The Board of Directors proposes to the Annual Meeting that an amendment to article 4.1 (a) of the Garmin Ltd. 2005 Equity Incentive Plan, as last amended and restated on June 27, 2010, be approved by the shareholders as follows:

Current version	New version
Number of Shares Available.	**Number of Shares Available.**
(a) Plan Limit. Subject to adjustment as provided in Section 4.2, the number of Shares hereby reserved for delivery under the Plan is ten million (10,000,000) Shares. The maximum number of Shares that may be	*(a) Plan Limit.* Subject to adjustment as provided in Section 4.2, the number of Shares hereby reserved for delivery under the Plan is **thirteen million (13,000,000)** Shares. The maximum number of Shares that may be

delivered pursuant to the exercise of Options (including incentive stock options under Code Section 422) or SARs is ten million (10,000,000) Shares. The maximum number of Shares that may be delivered as Restricted Shares or pursuant to Performance Units or Restricted Stock Units is three million (3,000,000) Shares. The maximum number of Bonus Shares that may be awarded is one million (1,000,000) Shares. If any Shares subject to an Award granted hereunder are forfeited or an Award or any portion thereof otherwise terminates or is settled without the issuance of Shares, the Shares subject to such Award, to the extent of any such forfeiture, termination or settlement, shall again be available for grant under the Plan. The Board may from time to time determine the appropriate methodology for calculating the number of Shares issued pursuant to the Plan.

delivered pursuant to the exercise of Options (including incentive stock options under Code Section 422) or SARs is ten million (10,000,000) Shares. The maximum number of Shares that may be delivered as Restricted Shares or pursuant to Performance Units or Restricted Stock Units is **six million (6,000,000)** Shares. The maximum number of Bonus Shares that may be awarded is one million (1,000,000) Shares. If any Shares subject to an Award granted hereunder are forfeited or an Award or any portion thereof otherwise terminates or is settled without the issuance of Shares, the Shares subject to such Award, to the extent of any such forfeiture, termination or settlement, shall again be available for grant under the Plan. The Board may from time to time determine the appropriate methodology for calculating the number of Shares issued pursuant to the Plan.

7.

Ratification of the appointment of Ernst & Young LLP as Garmin's Independent Registered Public Accounting Firm for the fiscal year ending December 28, 2013 and re-election of Ernst & Young Ltd. as Garmin's statutory auditor for another one-year term

Proposal of the Board of Directors

The Board of Directors proposes to the Annual Meeting that the appointment of Ernst & Young LLP as Garmin's Independent Registered Public Accounting Firm for the fiscal year ending December 28, 2013 be ratified and that Ernst & Young Ltd. be re-elected as Garmin's statutory auditor for another one-year term.

8.

Advisory vote on executive compensation

Proposal of the Board of Directors

The Board of Directors proposes to the Annual Meeting to approve an advisory resolution approving the compensation of Garmin's Named Executive Officers, as disclosed in Garmin's proxy statement for the 2013 annual general meeting of shareholders pursuant to the executive compensation disclosure rules promulgated by the Securities and Exchange Commission.

9.

Such other matters as may properly come before the meeting or any adjournment thereof

Information concerning the matters to be acted upon at the Annual Meeting is contained in the accompanying Proxy Statement.

A proxy card is being sent with this proxy statement to each holder of shares registered in Garmin's share register with voting rights at the close of business, U.S. Eastern Time, on April 11, 2013. In addition, a proxy card will be sent with this proxy statement to each additional holder of shares who is registered with voting rights in Garmin's share register as of the close of business, U.S. Eastern Time, on May 28, 2013. Shareholders registered in Garmin's share register with voting rights as of the close of business, U.S. Eastern Time, on May 28, 2013 are entitled to notice of, and to vote at, the Annual Meeting and any adjournments thereof. A shareholder entitled to attend and to vote at the Annual Meeting is entitled to appoint a proxy to attend and vote on each of the proposals described in this proxy statement.

We are pleased to again take advantage of the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their shareholders on the Internet. We are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to our beneficial owners of shares held in "street name" through a broker or other nominee as of April 11, 2013, and we are mailing our proxy materials to shareholders whose shares are held directly in their names with our transfer agent, Computershare Trust Company, N.A. as of May 28, 2013, and to participants in the Garmin International, Inc. 401(k) and Pension Plan with a beneficial interest in our shares as of April 11, 2013. We believe these rules allow us to provide our shareholders with the information they need, while lowering costs of delivery and reducing the environmental impact of our Annual Meeting. Garmin's 2012 Annual Report, Garmin's Annual Report on Form 10-K for the fiscal year ended December 29, 2012 which contains the consolidated financial statements of Garmin for the fiscal year ended December 29, 2012, the Swiss statutory financial statements of Garmin for the fiscal year ended December 29, 2012 and the Auditor's Report are available in the Investor Relations section of Garmin's website *www.garmin.com* and will also be available for physical inspection by the shareholders at Garmin's registered office at Mühlentalstrasse 2, 8200 Schaffhausen, Switzerland, as of May 16, 2013. Copies of the 2012 Annual Report, the Annual Report on Form 10-K for the fiscal year ended December 29, 2012, the Swiss statutory financial statements of Garmin for the fiscal year ended December 29, 2012 and the Auditor's Reports may also be obtained without charge by contacting Garmin's Investor Relations department at +1 (913) 397-8200.

If you received the Notice, you can access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials by mail. Instructions on how to access the proxy materials over the Internet or to request a printed copy by mail may be found in the Notice.

Please vote your shares regardless of whether you plan to attend the Annual Meeting. If you received these proxy materials through the mail, please use the enclosed Proxy Card to direct the vote of your shares, regardless of whether you plan to attend the Annual Meeting. Please date the Proxy Card, sign it and promptly return it in the enclosed envelope, which requires no postage if mailed in the United States, or you may vote by Internet or telephone using the instructions provided on the Proxy Card. If you received the Notice and reviewed the proxy materials on the Internet, please follow the instructions included in the Notice.

Please note that under the current rules of the New York Stock Exchange, your broker will not be able to vote your shares at the Annual Meeting on the election of directors or on certain other proposals described in the attached proxy statement if you have not given your broker instructions on how to vote. Please be sure to give voting instructions to your broker so that your vote can be counted on the election and such proposals.

Any shareholder who may need special assistance or accommodation to participate in the Annual Meeting because of a disability should contact Garmin's Corporate Secretary at the above address or call +1 (913) 440-1355. To provide Garmin sufficient time to arrange for reasonable assistance, please submit all such requests by May 30, 2013.

April [•], 2013

By Order of the Board of Directors,

Andrew R. Etkind

Vice President, General Counsel and Secretary

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on June 7, 2013

This Proxy Statement, the 2012 Annual Report and Garmin's Annual

Report on Form 10-K for the fiscal year ended December 29, 2012, are available at *http://materials.proxyvote.com/H2906T*

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PROXY STATEMENT

The accompanying proxy is solicited by the Board of Directors ("Board") of Garmin Ltd., a Swiss company ("Garmin" or the "Company"), for use at the Annual General Meeting of Shareholders (the "Annual Meeting") to be held at 10:00 a.m., U.S. Central Time, on Friday, June 7, 2013, at 1200 East 151st Street, Olathe, Kansas, 66062, Kansas, USA and at any adjournment(s) or postponement(s) thereof for the purposes set forth herein and in the accompanying Notice of Annual General Meeting of Shareholders. This Proxy Statement and the accompanying proxy card are first being furnished to shareholders on or about April 22, 2012.

INFORMATION CONCERNING SOLICITATION AND VOTING

We are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to our beneficial owners of shares held in "street name" through a broker or other nominee ("Broker Customers"), and we are mailing our proxy materials to shareholders whose shares are held directly in their names with our transfer agent, Computershare Trust Company, N.A. ("Record Holders"), and to participants in the Garmin International, Inc. 401(k) and Pension Plan with a beneficial interest in our shares ("Plan Participants").

Proposals

At the Annual Meeting, the Garmin Board intends to ask you to vote on:

1.

Approval of Garmin's 2012 Annual Report, including the consolidated financial statements of Garmin for the fiscal year ended December 29, 2012 and the statutory financial statements of Garmin for the fiscal year ended December 29, 2012;

2.

Approval of the appropriation of available earnings;

3.

Approval of the payment of a cash dividend in the aggregate amount of $1.80 per outstanding share out of Garmin's general reserve from capital contribution in four equal installments;

4.

Discharge of the members of the Board and the executive officers from liability for the fiscal year ended December 29, 2012;

5.

Re-election of one director and election of one new director;

6.

Approval of an amendment to the 2005 Garmin Ltd. Equity Incentive Plan to increase the number of shares authorized for issuance under the Plan;

7.

Ratification of the appointment of Ernst & Young LLP as Garmin's Independent Registered Public Accounting Firm for the fiscal year ending December 28, 2013 and re-election of Ernst & Young Ltd. as Garmin's statutory auditor for another one-year term;

8.

Advisory vote on the compensation of Garmin's Named Executive Officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure in this Proxy Statement; and

9.

Such other matters as may properly come before the meeting.

Shareholders Entitled to Vote

April 11, 2013 is the record date (the "Record Date") for the Annual Meeting. On the Record Date there were [•] shares (excluding shares held directly or indirectly in treasury) outstanding and entitled to vote at the Annual Meeting. Shareholders registered in our share register at the close of business, U.S. Eastern Time, on the Record Date are entitled to vote at the Annual Meeting, except as provided below. Any additional shareholders who are registered in Garmin's share register on May 28, 2013 will receive a copy of the proxy materials after May 28, 2013 and are entitled to attend and vote, or grant proxies to vote, at the Annual Meeting. Shareholders not registered in Garmin's share register as of May 28, 2013, will not be entitled to attend, vote or grant proxies to vote at, the Annual Meeting. No shareholder will be entered in Garmin's share register as a shareholder with voting rights between the close of business on May 28, 2013 and the opening of business on the day following the Annual Meeting. Computershare Trust Company, N.A., which maintains Garmin's share register will, however, continue to register transfers of Garmin's shares in the share register in its capacity as transfer agent during this period. Shareholders who are registered in Garmin's share register on May 28, 2013 but have sold their shares before the meeting date are not entitled to attend, vote or grant proxies to vote at, the Annual Meeting.

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Solicitation of Proxies

The cost of soliciting proxies will be borne by Garmin. In addition to soliciting shareholders by mail and through its regular employees not specifically engaged or compensated for that purpose, Garmin will request banks and brokers, and other custodians, nominees and fiduciaries to solicit their customers who have shares of Garmin registered in the names of such persons and, if requested, will reimburse them for their reasonable, out-of-pocket costs. Garmin may use the services of its officers, directors and others to solicit proxies, personally or by telephone, facsimile or electronic mail, without additional compensation.

Voting

Each shareholder is entitled to one vote on each proposal presented in this Proxy Statement for each share held. There is no cumulative voting in the election of directors. The required presence quorum for the transaction of business at the Annual Meeting is the presence in person or by proxy of shareholders holding not less than a majority of the shares entitled to vote at the meeting with abstentions, invalid ballots and broker non-votes regarded as present for purposes of establishing the quorum.

A shareholder who purchases shares from a registered holder after the Record Date but before May 28, 2013, and who wishes to vote his or her shares at the Annual Meeting must ask to be registered as a shareholder with respect to such shares in our share register prior to May 28, 2013. Registered holders of our shares (as opposed to beneficial shareholders) on May 28, 2013 who sell their shares prior to the Annual Meeting will not be entitled to vote those shares at the Annual Meeting.

Each of the proposals requires the affirmative vote of a majority of the share votes cast (in person or by proxy) at the Annual Meeting, excluding unmarked, invalid and non-exercisable votes and abstentions.

The votes of any member of our Board or any of our executive officers will not be counted toward the proposal to discharge the members of the Board and the executive officers from liability for the fiscal year ended December 29, 2012.

Shareholder ratification of the appointment of Ernst & Young LLP as Garmin's Independent Registered Public Accounting Firm for the fiscal year ending December 28, 2013 is not legally required, but your views are important to the Audit Committee and the Board. If shareholders do not ratify the appointment of Ernst & Young LLP, our Audit Committee will reconsider the appointment of Ernst & Young LLP as Garmin's independent auditor.

The proposal relating to the advisory vote on executive compensation is advisory and non-binding on Garmin. However, the compensation committee of our Board will review voting results on this proposal and will give consideration to such voting.

Abstentions and Broker Non-Votes

Pursuant to Garmin's Articles of Association and Swiss law, (i) shares represented at the Annual Meeting which are not voted on any matter, and (ii) shares which are represented by "broker non-votes" (i.e., shares held by brokers or nominees which are represented at the Annual Meeting but with respect to which the broker or nominee is not empowered to vote on a particular proposal) are not included in the determination of the shares voting on such matter. Therefore, shares represented at the Annual Meeting which are not voted on any matter and shares represented by "broker non-votes" will not be counted toward the determination of the majority required to approve the proposals submitted to the Annual Meeting and, therefore, will not have the effect of a vote against such proposals.

Although brokers have discretionary authority to vote shares of Broker Customers on "routine" matters, they do not have authority to vote shares of Broker Customers on "non-routine" matters under New York Stock Exchange ("NYSE") rules. We believe that the following proposals to be voted on at the Annual Meeting will be considered to be "non-routine" under NYSE rules and, therefore, brokers will not be able to vote shares owned by Broker Customers with respect to these proposals unless the broker receives instructions from such customers: Proposal No. 5 (Re-election of one director and election of one new director); Proposal No. 6 (Approval of an amendment to the 2005 Garmin Ltd. Equity Incentive Plan to increase the number of shares authorized for issuance under the Plan) and Proposal No. 8 (Advisory resolution to approve the compensation of Garmin's Named Executive Officers).

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How Shareholders Vote

Shareholders, Plan Participants and Broker Customers may vote (or in the case of Plan Participants, may direct the trustee of the Garmin International, Inc. 401(k) and Pension Plan to vote) their shares as follows:

Shares of Record

Shareholders may only vote their shares if they or their proxies are present at the Annual Meeting. Shareholders may appoint Garmin (as corporate proxy) as their proxy or, if you are a registered shareholder, you may as an alternative appoint as your proxy the independent representative, Ms. Victoria Westerhaus, Attorney-at-Law, Stinson Morrison Hecker LLP, 1201 Walnut Street, Suite 2800, Kansas City, MO 64106-2150, USA to vote your shares by checking the appropriate box on the enclosed proxy card. Garmin, as corporate proxy, and the independent representative will vote all shares for which they are the proxy as specified by the shareholders on the Proxy Cards. A shareholder desiring to name as proxy someone other than Garmin or the independent representative may do so by crossing out the names of Garmin and the independent representative on the Proxy Card and inserting the full name of such other person. In that case, the shareholder must sign the Proxy Card and deliver it to the person named, and the person named must be present and vote at the Annual Meeting.

Shares owned by shareholders who have timely submitted a properly executed Proxy Card and specifically indicated their votes will be voted as indicated. Shares owned by shareholders who have timely submitted a properly executed Proxy Card and have not specifically indicated their votes (irrespective of whether a proxy has been granted to Garmin or the independent representative or neither is specified) will be voted in the manner recommended by the Board of Directors. If new proposals (other than those on the agenda for the Annual Meeting) are put forth before the Annual Meeting, Garmin and the independent representative will vote in accordance with the position of the Board of Directors. Any Proxy Card marked to grant a proxy to both Garmin and the independent representative will be counted as a proxy granted to Garmin only. Any timely submitted and properly executed Proxy Card without indication of a representative will be counted as a proxy granted to Garmin.

We urge you to return your proxy card by the close of business, U.S. Central Time on June 3, 2013 to ensure that your proxy is timely submitted.

Proxy Holders of Deposited Shares

Institutions subject to the Swiss Federal Law on Banks and Savings Banks and professional asset managers who hold proxies for beneficial owners who did not grant proxies to Garmin or the independent representative are requested to inform Garmin of the number and par value of the registered shares they represent as soon as possible, but no later than 9:30 a.m., U.S. Central Time on June 7, 2013 at the admission table for the Annual Meeting.

Shares Held Under the 401(k) Plan

On the voting instructions card, Plan Participants may instruct the trustee of our 401(k) Plan how to vote the shares allocated to their respective participant accounts. The trustee will vote all allocated shares accordingly. Shares for which inadequate or no voting instructions are received generally will be voted by the trustee in the same proportion as those shares for which instructions were actually received from Plan Participants. The trustee of our 401(k) Plan may vote shares allocated to the accounts of the 401(k) Plan participants either in person or through a proxy.

Shares Held Through a Broker or Other Nominee

Each broker or nominee must solicit from the Broker Customers directions on how to vote the shares, and the broker or nominee must then vote such shares in accordance with such directions. Brokers or nominees are to forward the Notice to the Broker Customers, at the reasonable expense of Garmin if the broker or nominee requests reimbursement. See “Abstentions and Broker Non-Votes”.

Revoking Proxy Authorizations or Instructions

Until the polls close (or in the case of Plan Participants, until the trustee of the 401(k) Plan votes), votes of Record Holders and voting instructions of Plan Participants may be recast with a later-dated, properly executed and delivered Proxy Card or, in the case of Plan Participants, a voting instruction card. Otherwise, shareholders may not revoke a vote, unless: (a) in the case of a Record Holder, the Record Holder either (i) attends the Annual Meeting and casts a ballot at the meeting or (ii) delivers a written revocation to the Corporate Secretary of Garmin at any time before the Chairman of the Annual Meeting closes the polls; (b) in the case of a Plan Participant, the revocation procedures of the trustee of the 401(k) Plan are followed; or (c) in the case of a Broker Customer, the revocation procedures of the broker or nominee are followed.

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Attendance and Voting in Person at the Annual Meeting

Attendance at the Annual Meeting is limited to Record Holders or their properly appointed proxies, beneficial owners of shares having evidence of such ownership, and guests of Garmin. Plan Participants and Broker Customers, absent special direction to Garmin from the respective 401(k) Plan trustee, broker or nominee, may only vote by instructing the trustee, broker or nominee and may not cast a ballot at the Annual Meeting. Record Holders may vote by casting a ballot at the Annual Meeting.

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STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of April 11, 2013, Garmin had outstanding _______________ shares (excluding shares held directly or indirectly in treasury). The following table contains information as of April 11, 2013 concerning the beneficial ownership of shares by: (i) beneficial owners of shares who have publicly filed a report acknowledging ownership of more than 5% of the number of outstanding shares; (ii) the directors and the executive officers who are named in the Summary Compensation Table; and (iii) all of the directors and the named executive officers as a group. Beneficial ownership generally means either the sole or shared power to vote or dispose of the shares. Except as otherwise noted, to Garmin's knowledge, the holders listed below have sole voting and dispositive power. No officer or director of Garmin owns any equity securities of any subsidiary of Garmin.

Name and Address	Shares (1)	Percent of Class (2)
Danny J. Bartel Vice President, Worldwide Sales of Garmin International, Inc.	155,960 (3)	*
Gene M. Betts Director	15,293 (4)	*
Gary L. Burrell(5) Shareholder	28,475,000 (6)	[•]%
Capital Research Global Investors Shareholder	11,470,372 (7)	[•]%
Donald H. Eller, Ph.D Director	533,052 (8)	*
Andrew R. Etkind Vice President, General Counsel and Corporate Secretary	111,810 (9)	*
Min H. Kao, Ph.D(10) Director and Executive Chairman	33,734,756 (11)	[•]%
Ruey-Jeng Kao(12) Shareholder	10,377,962 (13)	[•]%
Charles W. Peffer Director	31,405 (14)	*
Clifton A. Pemble Director, President and CEO	220,723 (15)	*
Thomas P. Poberezny	8,533 (16)	*

Director		
Kevin Rauckman Chief Financial Officer and Treasurer	147,952 (17)	*
Directors and Named Executive Officers as a Group (9 persons)	34,959,484 (18)	[•]%

*

Less than 1% of the outstanding shares

(1)

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission ("SEC"). In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares subject to options held by that person that are currently exercisable as of April 11, 2013 or within 60 days of such date are deemed outstanding. The holders may disclaim beneficial ownership of any such shares that are owned by or with family members, trusts or other entities. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, to Garmin's knowledge, each shareholder named in the table has sole voting power and dispositive power with respect to the shares set forth opposite such shareholder's name.

(2)

The percentage is based upon the number of shares outstanding as of April 11, 2013 (excluding shares held directly or indirectly in treasury) and computed as described in footnote (1) above.

(3)

Mr. Bartel's beneficial ownership includes 98,500 shares that may be acquired through stock options and stock appreciation rights that are currently exercisable or will become exercisable within 60 days of April 11, 2013. In addition to the 155,960 shares, 1,400 shares are held in an account on which Mr. Bartel's spouse has signing authority, over which Mr. Bartel does not have any voting or dispositive power. Mr. Bartel disclaims beneficial ownership of the 1,400 shares held in the account on which his spouse has signing authority.

(4)

Mr. Betts' beneficial ownership includes 9,140 shares that may be acquired through options that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 4,403 shares that will be released to him within 60 days of April 11, 2013 upon vesting of restricted stock units awards.

(5)

Mr. Burrell's address is c/o Garmin International, Inc., 1200 East 151st Street, Olathe, Kansas 66062.

(6)

The 28,475,000 shares are held by a revocable trust established by Mr. Burrell, over which shares Mr. Burrell shares voting and dispositive power with his son, Jonathan Burrell, who is Mr. Burrell's attorney-in-fact. In addition to these 28,475,000 shares, 863,570 shares are held by a revocable trust established by Mr. Burrell's wife, over which shares

Mr. Burrell does not have any voting or dispositive power. Mr. Burrell disclaims beneficial ownership of these 863,570 shares owned by his wife's revocable trust.

(7)

The information is based on Amendment No. 3 dated February 28, 2013 to a Schedule 13G filed by Capital Research Global Investors. According to the Schedule 13G, Capital Research Global Investors' address is 333 South Hope Street, Los Angeles, California 90071.

(8)

Dr. Eller's beneficial ownership includes 30,500 shares that may be acquired through options that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 1,802 shares that will be released to him within 60 days of April 11, 2013 upon vesting of restricted stock units awards.

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(9)

Mr. Etkind's beneficial ownership includes 85,000 shares that may be acquired through stock options and stock appreciation rights that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 86 shares that were purchased for Mr. Etkind's account in December 2012 as a participant in Garmin's Employee Stock Purchase Plan.

(10)

Dr. Kao's address is c/o Garmin International, Inc., 1200 East 151st Street, Olathe, Kansas 66062.

(11)

Of the 33,734,756 shares, (i) 9,291,188 shares are held by the Min-Hwan Kao Revocable Trust 9/28/95, over which Dr. Kao has sole voting and dispositive power, and (ii) 24,443,568 shares are held by revocable trusts established by Dr. Kao's children over which Dr. Kao has shared voting and dispositive power. In addition to the 33,734,756 shares, 5,207,824 shares are held by a revocable trust established by Dr. Kao's wife, over which Dr. Kao does not have any voting or dispositive power. Dr. Kao disclaims beneficial ownership of the 5,207,824 shares held by the revocable trust established by his wife.

(12)

Mr. Kao's address is c/o Fortune Land Law Offices, 8th Floor, 132, Hsinyi Road, Section 3, Taipei, Taiwan.

(13)

The 10,377,962 shares are held by Karuna Resources Ltd. Mr. Kao owns 100% of the voting power of Karuna Resources Ltd. The information is based on Amendment No. 8 dated January 15, 2013 to a Schedule 13G dated February 9, 2001. Mr. Kao is the brother of Dr. Min Kao.

(14)

Mr. Peffer's beneficial ownership includes 22,315 shares that may be acquired through options that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 1,802 shares that will be released to him within 60 days of April 11, 2013 upon vesting of restricted stock units awards.

(15)

Mr. Pemble's beneficial ownership includes 186,644 shares that may be acquired through stock options and stock appreciation rights that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 272 shares that were purchased for Mr. Pemble's account in December 2012 as a participant in Garmin's Employee Stock Purchase Plan.

(16)

Mr. Poberezny's beneficial ownership includes 5,981 shares that may be acquired through options that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 1,802 shares that will be released to him within 60 days of April 11, 2013 upon vesting of restricted stock units awards.

(17)

Mr. Rauckman's beneficial ownership includes 129,822 shares that may be acquired through stock options and stock appreciation rights that are currently exercisable or will become exercisable within 60 days of April 11, 2013 and 177 shares that were purchased for Mr. Rauckman's account in December 2012 as a participant in Garmin's Employee Stock Purchase Plan. Of the 147,952 shares, 300 shares are held by revocable trusts established by Mr. Rauckman's children over which Mr. Rauckman has shared voting and dispositive power. In addition to the 147,952 shares, 2,850 shares are held by a revocable trust established by Mr. Rauckman's wife, over which Mr. Rauckman does not have any voting or dispositive power. Mr. Rauckman disclaims beneficial ownership of the 2,850 shares owned by the revocable trust established by his wife.

(18)

The number includes 567,902 shares that may be acquired through stock options and stock appreciation rights that are currently exercisable or will become exercisable within 60 days of April 11, 2013, and 9,809 shares that will be released upon vesting of restricted stock unit awards within 60 days of April 11, 2013. Individuals in the group have disclaimed beneficial ownership as to a total of 6,075,644 of the shares listed.

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PROPOSAL ONE Approval of Garmin’s 2012 Annual Report, including the consolidated financial statements of Garmin for the fiscal year ended December 29, 2012 and the statutory financial statements of Garmin for the fiscal year ended December 29, 2012

The consolidated financial statements of Garmin for the fiscal year ended December 29, 2012 and the Swiss statutory financial statements of Garmin for the fiscal year ended December 29, 2012 are contained in the 2012 Annual Report of Garmin on Form 10-K which was mailed to all registered shareholders with this proxy statement. A copy of this Annual Report on Form 10-K is available in the Investor Relations section of Garmin’s website at *www.garmin.com*. The 2012 Annual Report on Form 10-K also contains the reports of Ernst & Young Ltd., Garmin’s auditors pursuant to the Swiss Code of Obligations, and information on our business activities and financial situation.

Under Swiss law, the 2012 Annual Report on Form 10-K and the consolidated financial statements and Swiss statutory financial statements must be submitted to shareholders for approval at each annual general meeting.

Ernst & Young Ltd., as Garmin’s statutory auditor, has issued a recommendation to the Annual Meeting that the statutory financial statements of Garmin for the fiscal year ended December 29, 2012 be approved. As Garmin’s statutory auditor, Ernst & Young Ltd. has expressed its opinion that such statutory financial statements and the proposed appropriation of available earnings comply with Swiss law and Garmin’s Articles of Association.

Ernst & Young Ltd. has also issued a recommendation to the Annual Meeting that the consolidated financial statements of Garmin for the fiscal year ended December 29, 2012 be approved. As Garmin’s statutory auditor, Ernst & Young Ltd. has expressed its opinion that such consolidated financial statements present fairly, in all material respects, the consolidated financial position of Garmin, the consolidated results of operations and cash flows in accordance with accounting principles generally accepted in the United States (US GAAP) and comply with Swiss law.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” APPROVAL OF THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF GARMIN FOR THE FISCAL YEAR ENDED DECEMBER 29, 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF GARMIN FOR THE FISCAL YEAR ENDED DECEMBER 29, 2012.

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PROPOSAL TWO Appropriation of available earnings

Under Swiss law, the appropriation of available earnings as set forth in Garmin's statutory financial statements must be submitted to shareholders for approval at each annual general meeting. The Board of Directors proposes the following appropriation of available earnings:

Proposed Appropriation of Available Earnings:		
Balance brought forward from previous years	CHF	(29,598,000)
Net loss for the period (on a stand-alone unconsolidated basis):	CHF	(9,646,000)
Total net loss:	CHF	(39,244,000)

Resolution proposed by the Board of Directors:

- RESOLVED, that the total loss in retained earnings of CHF 39,244,000 shall be carried forward.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPROPRIATION OF AVAILABLE EARNINGS.

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PROPOSAL THREE Payment of a cash dividend in the aggregate amount of $1.80 per outstanding share out of Garmin's general reserve from capital contribution in four equal installments

Under Swiss law the shareholders must approve the payment of any dividend at an annual general meeting. The Board of Directors proposes to the Annual Meeting that Garmin pay a cash dividend in the amount of $1.80 per outstanding share out of Garmin's general legal reserve from capital contribution payable in four equal installments at the dates determined by the Board of Directors in its discretion. The Board currently expects that the dividend payment and record dates will be as follows:

Dividend Date	**Record Date**		**$ per share**
June 28, 2013	June 18, 2013	$	0.45
September 30, 2013	September 16, 2013	$	0.45
December 31, 2013	December 16, 2013	$	0.45
March 31, 2014	March 17, 2014	$	0.45

The Board's dividend proposal has been confirmed to comply with Swiss law and Garmin's Articles of Association by Garmin's statutory auditor, Ernst & Young Ltd, as state-supervised auditing enterprise, representatives of which will be present at the Annual Meeting.

The Board of Directors proposes the following resolutions with respect to the dividend:

General Reserve from Capital Contribution as per December 31, 2012	CHF	6,215,935,000
Resolutions proposed by the Board of Directors:		
• *RESOLVED, that Garmin pay a cash dividend in the amount of $1.80 per outstanding share out of Garmin's general legal reserve from capital contribution (in the maximum amount allocated to Dividend Reserve (as defined below)) payable in four equal installments at the dates determined by the Board of Directors in its discretion, the record date and payment date for each such installment to be announced in a press release [(4)] at least ten calendar days prior to the record date; and further*		
• *RESOLVED, that the cash dividend shall be made with respect to the outstanding share capital of Garmin on the record date for the applicable installment, which amount will exclude any shares of Garmin held by Garmin or any of its direct or indirect subsidiaries; and further*		
• *RESOLVED, that CHF 393,506,025 [(5)] be allocated to dividend reserves from capital contribution (the "* ***Dividend Reserve*** *") from general reserve from capital contribution in order to pay such dividend of US$1.80 per outstanding share with a nominal value of CHF 10.00 each (assuming a total of 208,077,418 shares [(6)] eligible to receive the dividend); and further*	CHF	393,506,025

-

RESOLVED that if the aggregate dividend payment is lower than the Dividend Reserve, the relevant difference will be allocated back to general reserve from capital contribution; and further	CHF	5,822,428,975

-

RESOLVED, that to the extent that any installment payment, when converted into Swiss francs, at a USD/CHF exchange rate prevailing at the relevant record date for the relevant installment payment, would exceed the Dividend Reserve then remaining, the U.S. dollar per share amount of that installment payment shall be reduced on a pro rata basis, provided, however, that the aggregate amount of that installment payment shall in no event exceed the then remaining Dividend Reserve

(4)

The announcements will not be published in the Swiss Official Gazette of Commerce.

(5)

Based on the currency conversion rate as at December 29, 2012, US$1.80 equals CHF 1.64 per share. With a total of 208,077,418 shares eligible for payout (based on the number of shares outstanding as at December 29, 2012), the aggregate dividend total is CHF 393,506,025. This amount will be adjusted based on the currency conversion rate in effect on June 18, 2013 and includes an additional amount of 15% to accommodate (i) unfavorable currency fluctuation and (ii) new share issuance (see fn 3 below) that may occur between the time that the dividend is approved by shareholders and when the last installment payment is made. Unused dividend reserves will be returned to the general reserve after the last installment payment.

(6)

This number is based on the outstanding share capital at December 29, 2012. The number of shares eligible for dividend payments may change due to the repurchase of shares, the sale of treasury shares or the issuance of new shares, including (without limitation) from the conditional share capital reserved for the employee profit sharing program.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE PAYMENT OF A CASH DIVIDEND IN THE AGGREGATE AMOUNT OF $1.80 PER OUTSTANDING SHARE OUT OF GARMIN'S GENERAL RESERVE FROM CAPITAL CONTRIBUTION IN FOUR EQUAL INSTALLMENTS.

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PROPOSAL FOUR Discharge of the members of the Board and the executive officers from liability for the fiscal year ended December 29, 2012

In accordance with Article 698, subsection 2, item 5 of the SCO, it is customary for Swiss companies to request shareholders at the annual general meeting to discharge the members of the board of directors and executive officers from personal liability for their activities during the preceding fiscal year. This discharge is only effective with respect to facts that have been disclosed to shareholders and only binds shareholders who either voted in favor of the proposal or who subsequently acquired shares with knowledge that shareholders have approved this proposal. In addition, shareholders who vote against this proposal, abstain from voting on this proposal, do not vote on this proposal, or acquire their shares without knowledge of the approval of this proposal, may bring, as a plaintiff, any claims in a shareholder derivative suit within six months after the approval of the proposal. After the expiration of the six-month period, such shareholders will generally no longer have the right to bring, as a plaintiff, claims in shareholder derivative suits against the directors and executive officers.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE DISCHARGE OF THE MEMBERS OF THE BOARD AND THE EXECUTIVE OFFICERS FROM LIABILITY FOR THE FISCAL YEAR ENDED DECEMBER 29, 2012.

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PROPOSAL FIVE Re-election of one director and election of one new director

Garmin's Articles of Association classify Garmin's Board of Directors into three classes and stagger the three-year terms of each class to expire in consecutive years.

Thomas P. Poberezny has been nominated by the Board of Directors to stand for re-election as a director to hold office for a three-year term expiring at the annual general meeting in 2016.

Joseph J. Hartnett has been nominated by the Board of Directors to stand for election as a director to hold office for a three-year term expiring at the annual general meeting in 2016.

References to the length of time during which (and, in the case of persons who are employees of Garmin, the positions in which they have served) the nominees for election and the existing directors have served as directors and/or employees of Garmin in their biographies included in this section of this Proxy Statement refer to their service as directors and/or officers of both (i) Garmin Ltd., a Cayman Islands company ("Garmin Cayman") which was the ultimate parent holding company of the Garmin group of companies until June 27, 2010 and (ii) Garmin Ltd., a Swiss company, which became the ultimate parent holding company of the Garmin group of companies on June 27, 2010 pursuant to a scheme of arrangement under Cayman Islands law that was approved by the shareholders of Garmin Cayman on May 20, 2010.

Mr. Poberezny is currently a director of Garmin, having been elected at the annual general meeting in 2010 for a term expiring on the date of this Annual Meeting. Mr. Poberezny and Mr. Hartnett have each indicated that they are willing and able to serve, or in the case of Mr. Poberezny to continue to serve, as directors if elected and have consented to being named as nominees in this Proxy Statement. If either or both of these nominees should for any reason become unavailable for election, Garmin, as corporate proxy, and the independent representative will vote for such other nominee as may be proposed by the Board of Directors.

Thomas P. Poberezny, age 66, has been a director of Garmin since May 2010. Mr. Poberezny has been Chairman Emeritus of the Experimental Aircraft Association, Inc. ("EAA") since 2011. He was President of the EAA from 1989 to 2011, and Chairman of the Board of the EAA from 2009 to 2011. The EAA is a non-profit corporation with approximately 160,000 members. The EAA's mission is to promote and grow general aviation while facilitating innovation. As part of its activities, the EAA organizes the annual EAA AirVenture at Oshkosh, Wisconsin, one of the world's largest aviation events. Mr. Poberezny has been Chairman of EAA AirVenture since 1975. Mr. Poberezny holds a bachelor's degree in Industrial Engineering from Northwestern University and also received an honorary degree from the Milwaukee School of Engineering. Mr. Poberezny is an experienced pilot and was the 1973 U.S. National Unlimited Aerobatic Champion and was a member of the 1970-1972 Aerobatic Teams that represented the United States in world competitions. Mr. Poberezny was also a pilot member of the Red Devils/Eagles Aerobatic Team from 1971 to 1995. Mr. Poberezny was a member of the board of directors of the Oshkosh branch of US Bank from 1985 to 2006.

The Board of Directors has concluded that Mr. Poberezny should be nominated for re-election as a director of Garmin because: (1) his significant experience and relationships in the field of general aviation provide the Board of Directors and Garmin with valuable experience and contacts in one of Garmin's principal business segments; (2) his 20 years of experience as President of the EAA, an organization with approximately 200 employees, provided him with significant hands-on experience as a chief executive; (3) he meets the requirements to be an independent director as defined in the listing standards for the NASDAQ Global Select Market; and (4) he satisfies the general criteria described below under "Nominating and Corporate Governance Committee".

Joseph J. Hartnett, age 57, served as President and Chief Executive Officer of Ingenient Technologies, Inc., a multimedia software development company headquartered in Rolling Meadows, Illinois, from April 2008 through November 2010. He joined Ingenient as Chief Operating Officer in September 2007. Mr. Hartnett left Ingenient following the sale of the company and completion of post-sale activities. Prior to Ingenient, Mr. Hartnett served as President and Chief Executive Officer of U.S. Robotics Corporation, a global Internet communications product company headquartered in Schaumburg, Illinois, from May 2001 through October 2006. He was Chief Financial Officer of U.S. Robotics from June 2000 to May 2001. Prior to U.S. Robotics, Mr. Hartnett was a partner with Grant Thornton LLP where he served for over 20 years in various leadership positions at the regional, national and international level. Mr. Hartnett is a licensed Certified Public Accountant in the State of Illinois and holds a Bachelor's degree in Accounting from the University of Illinois at Chicago. Mr. Hartnett has been a director of Sparton Corporation (NYSE: SPA) since September 2008, and of Crossroads Systems, Inc. (NASDAQ: CRDS) since March 2011. He currently serves as a member of the audit committee of Sparton. He is a past chairman of the audit committee, past member of the compensation committee and past member of the nominating and corporate governance committee of Sparton. Mr. Hartnett currently serves as chairman of the audit committee at Crossroads and as a member of the compensation committee and of the nominating and corporate governance committee. He is also a former director of both U.S. Robotics Corporation and Ingenient Technologies, Inc.

The Board of Directors has concluded that Mr. Hartnett should be nominated as a director of Garmin because: (1) his 20 years of experience as a Certified Public Accountant with Grant Thornton LLP and his experience as the chairman of the audit committee of two other public companies gives him strong qualifications to be a member of the Audit Committee of the Board of Directors, and he qualifies as an "audit committee financial expert" as defined by the SEC regulations implementing Section 407 of the Sarbanes-Oxley Act of 2002; (2) he has significant industry experience as a senior executive in the areas of international business, operations management, executive leadership, strategic planning and finance, as well as extensive corporate governance, executive compensation and financial experience; (3) he meets the requirements to be an independent director as defined in the listing standards for the NASDAQ Global Select Market; and (4) he satisfies the general criteria described below under "Nominating and Corporate Governance Committee".

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THESE NOMINEES.

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The Board of Directors

Information about present directors

In addition to the Board nominees who are described under Proposal Three – Election of Two Directors, the following individuals are also on Garmin's Board, for a term ending on the date of the annual general meeting of shareholders in the year indicated.

Director Serving Until the Annual General Meeting in 2013

Gene M. Betts, age 60, has been a director of Garmin since March 2001. Mr. Betts was the Chief Financial Officer of Embarq Corporation from August 2005 to November 2009. He previously served as Senior Vice President – Finance and Treasurer of Sprint Corporation from 1998 until August 2005. Mr. Betts is a Certified Public Accountant. Prior to joining Sprint, he was a partner in Arthur Young & Co. (now Ernst & Young). Mr. Betts was a director of eight registered investment companies in the Buffalo Funds complex from 2001 through 2011. Mr. Betts' term of office expires at the annual general meeting on June 7, 2013 and he has not been nominated for re-election. Accordingly, following the annual general meeting on June 7, 2013, Mr. Betts will no longer serve as a director of Garmin.

Directors Serving Until the Annual General Meeting in 2014

Donald H. Eller, age 70, has served as a director of Garmin since March 2001. Dr. Eller has been a private investor since January 1997. From September 1979 to November 1982 he served as the Manager of Navigation System Design for a division of Magnavox Corporation. From January 1984 to December 1996, he served as a consultant on Global Positioning Systems and other navigation technology to various U.S. military agencies and U.S. and foreign corporations. Dr. Eller holds B.S., M.S. and Ph.D. degrees in Electrical Engineering from the University of Texas. Dr. Eller has not been a member of the Board of Directors of any other entity during the last five years. Dr. Eller was last re-nominated as a director of Garmin because: (1) his significant experience in the navigation and GPS fields provides the Board of Directors with valuable experience in the technology utilized by Garmin and its potential applications; (2) he meets the requirements to be an independent director as defined in the listing standards for the NASDAQ Global Select Market; and (3) he satisfies the general criteria described below under "Nominating and Corporate Governance Committee".

Clifton A. Pemble, age 47, has served as a director of Garmin since August 2004 and has been President and Chief Executive Officer of Garmin since January 2013. Mr. Pemble served as President and Chief Operating Officer of Garmin from October 2007 to December 2012. He has served as a director and officer of various subsidiaries of Garmin since August 2003. He has been President and Chief Executive Officer of Garmin International, Inc. since January 2013. Previously he served as Chief Operating Officer of Garmin International, Inc. from October 2007 to December 2012 and he was Vice President, Engineering of Garmin International, Inc. from 2005 to October 2007, Director of Engineering of Garmin International, Inc. from 2003 to 2005, Software Engineering Manager of Garmin International, Inc. from 1995 to 2002, and a Software Engineer with Garmin International, Inc. from 1989 to 1995. Garmin International, Inc. is a subsidiary of Garmin. Mr. Pemble holds BA degrees in Mathematics and Computer Science from MidAmerica Nazarene University. Mr. Pemble has not been a member of the Board of Directors of any entity other than Garmin and various subsidiaries of Garmin during the last five years. Mr. Pemble was last re-nominated as a director of Garmin because: (1) he has served Garmin and its various operating subsidiaries in many important roles for over 20 years; (2) he has a high level of relevant technical and business knowledge and experience; (3) he has a keen understanding of Garmin's vision and values; and (4) he satisfies the general criteria described below under "Nominating and Corporate Governance Committee".

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Directors Serving Until the Annual General Meeting in 2015

Min H. Kao, age 64, has served as Executive Chairman of Garmin since January 2013. Dr. Kao served as Chairman of Garmin from September 2004 to December 2012 and was previously Co-Chairman of Garmin from August 2000 to August 2004. He served as Chief Executive Officer of Garmin from August 2002 to December 2012 and previously served as Co-Chief Executive Officer from August 2000 to August 2002. Dr. Kao has served as a director and officer of various subsidiaries of Garmin since August 1990. Dr. Kao holds Ph.D. and MS degrees in Electrical Engineering from the University of Tennessee and a BS degree in Electrical Engineering from National Taiwan University. Dr. Kao has not been a member of the Board of Directors of any entity other than Garmin or various subsidiaries of Garmin during the last five years. The Board of Directors has concluded that Dr. Kao was last re-nominated as a director of Garmin because: (1) he is one of the co-founders of Garmin and its various subsidiaries; (2) he possesses 21 years of experience in Garmin's operations and has a high level of relevant technical and business knowledge and experience; (3) he is uniquely positioned to understand and communicate Garmin's vision and values; and (4) he satisfies the general criteria described below under "Nominating and Corporate Governance Committee".

Charles W. Peffer, age 65, has been a director of Garmin since August 2004. Mr. Peffer was a partner in KPMG LLP and its predecessor firms from 1979 to 2002 when he retired. He served in KPMG's Kansas City office as Partner in Charge of Audit from 1986 to 1993 and as Managing Partner from 1993 to 2000. Mr. Peffer is a director of Sensata Technologies Holding N.V., NPC International, Inc. and also of the Commerce Funds, a family of seven mutual funds. The Board of Directors has concluded that Mr. Peffer was last re-nominated as a director of Garmin because: (1) his significant experience with KPMG and its predecessor firms gives him strong qualifications to be a member of the Audit Committee of the Board of Directors, and he qualifies as an "audit committee financial expert" as defined by the SEC regulations implementing Section 407 of the Sarbanes-Oxley Act of 2002; (2) he meets the requirements to be an independent director as defined in the listing standards for the NASDAQ Global Select Market; and (3) he satisfies the general criteria described below under "Nominating and Corporate Governance Committee".

Director Independence

The Board of Directors has determined that Messrs. Betts, Eller, Peffer and Poberezny, who constitute a majority of the Board, are independent directors as defined in the listing standards for the NASDAQ Global Select Market.

Board of Directors Meetings and Standing Committee Meetings

Meetings

The Board of Directors held four meetings and took action by unanimous written consent seven times during the fiscal year ended December 29, 2012. Three executive sessions of the independent directors were held in 2012. The Board of Directors has established three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee (the "Nominating Committee"). During the 2012 fiscal year, the Audit Committee held four meetings and took action by unanimous written consent once, the Compensation Committee held four meetings and took action by unanimous written consent once, and the Nominating Committee held two meetings. Each director attended at least 75% of the aggregate of: (1) the total number of meetings of the Board of Directors and (2) the total number of meetings held by all committees on which such director served. It is

Garmin's policy to encourage directors to attend Garmin's annual general meeting. All of the directors of Garmin attended the 2012 annual general meeting.

Audit Committee

Messrs. Peffer (Chairman), Betts and Poberezny serve as the members of the Audit Committee. The Board of Directors has adopted a written charter for the Audit Committee, a copy of which is available on Garmin's website at *www.garmin.com.* The functions of the Audit Committee include overseeing Garmin's financial reporting processes on behalf of the Board, and appointing, and approving the fee arrangement with Ernst & Young LLP, Garmin's independent registered public accounting firm and Ernst & Young Ltd., Garmin's statutory auditor. The Board of Directors has determined that Mr. Betts and Mr. Peffer are "audit committee financial experts" as defined by the SEC regulations implementing Section 407 of the Sarbanes-Oxley Act of 2002. The Board of Directors has determined that all the members of the Audit Committee are independent (as defined by the listing standards of the NASDAQ Global Stock Market).

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Compensation Committee

Messrs. Poberezny (Chairman), Betts, Eller and Peffer serve as the members of the Compensation Committee. The Board of Directors has adopted a written charter for the Compensation Committee, a copy of which is available on Garmin's website at *www.garmin.com.* The primary responsibilities of the Compensation Committee are to (a) review, approve and oversee Garmin's compensation programs and objectives and policies for compensation programs applicable to senior executives, (b) ensure that Garmin's compensation programs and practices are effective in attracting, retaining and motivating highly qualified executives, (c) determine the Chief Executive Officer's compensation level and the components and structure of his compensation package, (d) recommend to the Board the respective compensation levels of the other principal senior officers and the components and structure of their compensation packages, (e) review and approve any employment, change of control or severance agreements with the Chief Executive Officer and other principal senior officers, (f) review and approve executive compensation disclosures made in Garmin's proxy statements, (g) recommend to the Board any changes in the amount, components and structure of compensation paid to non-employee directors, (h) serve as the Committee administering Garmin's equity-based incentive plans, and (i) annually review with management succession plans for all principal senior officers. The Board of Directors has determined that all the members of the Compensation Committee are independent (as defined by the listing standards of the NASDAQ Global Select Stock Market). The processes and procedures for considering and determining executive compensation, including the Compensation Committee's authority and role in the process, its delegation of authority to others, and the roles of Garmin executives and third-party executive compensation consultants in making decisions or recommendations on executive compensation, are described in "Executive Compensation Matters – Compensation Discussion and Analysis" below.

Nominating and Corporate Governance Committee

Messrs. Eller (Chairman), Betts, Peffer and Poberezny serve as the members of the Nominating Committee. The Board of Directors has adopted a written charter for the Nominating Committee. A copy of the Nominating Committee Charter is available on Garmin's website at *www.garmin. com.* The primary responsibilities of the Nominating Committee are to (a) evaluate the composition, size, role and functions of the Board and its committees to oversee the business of Garmin, (b) determine director selection criteria, (c) recommend and evaluate nominees for election to the Board, (d) advise the Board on committee appointments and removals, (e) evaluate the financial literacy of the Audit Committee members, (f) evaluate the independence of director nominees and Board members under applicable laws, regulations and stock exchange listing standards, (g) create and implement a process for the Board to annually evaluate its performance, and (h) recommend to the Board Corporate Governance Guidelines and review such Guidelines periodically. The Board of Directors has determined that all the members of the Nominating Committee are independent (as defined by the listing standards of the NASDAQ Global Select Stock Market).

In selecting candidates for nomination at the annual meeting of Garmin's shareholders, the Nominating Committee begins by determining whether the incumbent directors whose terms expire at the meeting desire and are qualified to continue their service on the Board. The Nominating Committee is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, giving the Board the familiarity and insight into Garmin's affairs that its directors have accumulated during their tenure, while contributing to their work as a collective body. Accordingly, it is the policy of the Nominating Committee, absent special circumstances, to nominate qualified incumbent directors who continue to satisfy the Nominating Committee's criteria for membership on the Board, whom the Nominating Committee believes will continue to make a valuable contribution to the Board and who consent to stand for reelection and, if reelected, to continue their service on the Board. If there are Board vacancies and the Nominating Committee does not re-nominate a qualified incumbent, the Nominating Committee will consider and evaluate director candidates recommended by the Board, members of the Nominating Committee, management and any shareholder owning one percent or more of Garmin's outstanding shares.

The Nominating Committee will use the same criteria to evaluate all director candidates, whether recommended by the Board, members of the Nominating Committee, management or a one percent shareholder. A shareholder owning one percent or more of Garmin's outstanding shares may recommend director candidates for consideration by the Nominating Committee by writing to the Company Secretary, by facsimile at +41 52 630 1601 or by mail at Garmin Ltd., Mühlentalstrasse 2, 8200 Schaffhausen, Switzerland. The recommendation must contain the proposed candidate's name, address, biographical data, a description of the proposed candidate's business experience, a description of the proposed candidate's qualifications for consideration as a director, a representation that the nominating shareholder is a beneficial or record owner of one percent or more of Garmin's outstanding shares (based on the number of outstanding shares reported on the cover page of Garmin's most recently filed Annual Report on Form 10-K) and a statement of the number of Garmin shares owned by such shareholder. The recommendation must also be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director of Garmin if nominated and elected. A shareholder may not recommend him or herself as a director candidate.

The Nominating Committee requires that a majority of Garmin's directors be independent and that any independent director candidate meet the definition of an independent director under the listing standards of the NASDAQ Global Select Stock Market. The Nominating Committee also requires that at least one independent director qualify as an audit committee financial expert. The Nominating Committee also requires that an independent director candidate should have either (a) at least ten years experience at a policy-making level or other level with significant decision-making responsibility in an organization or institution or (b) a high level of technical knowledge or business experience relevant to the Garmin's technology or industry. In addition, the Nominating Committee requires that an independent director candidate have such financial expertise, character, integrity, ethical standards, interpersonal skills and time to devote to Board matters as would reasonably be considered to be appropriate in order for the director to carry out his or her duties as a director.

In evaluating a director candidate (including the nomination of an incumbent director), the Nominating Committee considers, among other things, whether the candidate meets the Nominating Committee's requirements for independent director candidates, if applicable. The Nominating Committee also considers a director candidate's skills and experience in the context of the perceived needs of the Board at the time of consideration, and whether a diversity of skills and experience would be beneficial at the time. Additionally, in recommending an incumbent director for re-election, the Nominating Committee considers the nominee's prior service to Garmin's Board and continued commitment to service on the Board. Garmin does not have a formal policy regarding diversity among director candidates.

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Board Leadership Structure and Role in Risk Oversight

Prior to January 1, 2013, Min H. Kao was both Chairman of the Board and Chief Executive Officer, On January 1, 2013, Dr. Kao became Executive Chairman of the Board, and Clifton A. Pemble became President and Chief Executive Officer, thereby causing the positions of Chairman of the Board and Chief Executive Officer to be split between Dr. Kao and Mr. Pemble. The Board of Directors believes this Board leadership structure is appropriate and desirable. Mr. Pemble has been at Garmin since 1989 and held a number of leadership positions prior to becoming Chief Executive Officer on January 1, 2013, including President and Chief Operating Officer. Dr. Kao's continued contribution as Executive Chairman adds significant value because he is a co-founder of Garmin, which gives him a unique perspective of the company's history, vision and values. In addition, because of his significant ownership of Garmin shares, Dr. Kao's interests are aligned with those of Garmin's shareholders.

Garmin does not have a lead independent director. Instead, all of the independent directors play an active role on the Board of Directors. The independent directors make up a majority of Garmin's Board of Directors, and a majority of the independent directors are or have been leaders in industry with a history of exercising critical thought and sound judgment.

The entire Board of Directors performs the risk oversight role. Garmin's Chief Executive Officer is a member of the Board of Directors, and Garmin's Chief Financial Officer and its General Counsel regularly attend Board meetings, which helps facilitate discussions regarding risk between the Board of Directors and Garmin's senior management, as well as the exchange of risk-related information or concerns between the Board of Directors and the senior management. Further, the independent directors meet in executive session at the majority of the regularly scheduled Board meetings to voice their observations or concerns and to shape the agendas for future Board meetings.

The Board of Directors believes that, with these practices, each director has an equal stake in the Board's actions and oversight role and equal accountability to Garmin and its shareholders.

Compensation and Risk

Garmin regularly assesses risks related to compensation programs, including our executive compensation programs. Garmin does not believe that there are any risks arising from Garmin's compensation policies and practices that are reasonably likely to have a material adverse effect on Garmin.

Shareholder Communications with Directors

The Board of Directors has established a process to receive communications from shareholders. Shareholders may communicate with the Board or with any individual director of Garmin by writing to the Board or such individual director in care of Garmin's Corporate Secretary, by facsimile at +41 52 630 1601 or by mail at Garmin Ltd., Mühlentalstrasse 2, 8200 Schaffhausen, Switzerland. All such communications must identify the author as a shareholder, state the number of shares owned by the author and state whether the intended recipients are all members of the Board or just certain specified directors. The Company Secretary will make copies of all such communications and send them to the appropriate director or directors.

Compensation Committee Interlocks and Insider Participation; Certain Relationships

None of the members of the Compensation Committee is, or has ever been, an officer or employee of Garmin or any of its subsidiaries. During 2012, Garmin had no compensation committee interlocks of the type required to be disclosed by the rules of the SEC.

Garmin has adopted a written policy for the review by the Audit Committee of transactions in which Garmin is a participant and any related person will have a direct or indirect material interest in the transaction. This policy is generally designed to cover those related party transactions that would be required to be disclosed in a proxy statement, annual report on Form 10-K or registration statement pursuant to Item 404(a) of Regulation S-K. However, the policy is more encompassing in that the amount involved in a transaction covered by the policy must only exceed $60,000 while disclosure under Item 404(a) is required only if the amount involved exceeds $120,000. The policy defines the terms "transaction" and "related person" in the same manner as Item 404(a) of Regulation S-K.

If the nature of the timing of a related party transaction is such that it is not practical to obtain advance approval by the Audit Committee, then management may enter into it, subject to ratification by the Audit Committee. If ratification is not subsequently obtained, then management must take all reasonable efforts to cause the related person transaction to be null and void.

The Audit Committee will approve or ratify only those related party transactions that it determines in good faith are in, or are not inconsistent with, the best interests of Garmin and its shareholders. In making that determination, the Audit Committee shall consider all of the relevant facts and circumstances available to it, including the benefits to Garmin and whether the related party transaction is on terms and conditions comparable to those available in arms-length dealing with an unrelated third party that can provide comparable products or services.

The Audit Committee will also annually review ongoing related party transactions after considering all relevant facts and circumstances. The Audit Committee will then determine if those transactions should be terminated or modified based on whether it is still in the best interests, or not inconsistent with the best interests, of Garmin and its shareholders.

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Non-Management Director Compensation

Each Garmin director, who is not an officer or employee of Garmin or of a subsidiary of Garmin, is compensated for service on the Board and its committees. The annual director compensation package at Garmin is designed to attract and retain highly-qualified, independent professionals to represent Garmin’s shareholders.

Garmin’s 2012 director compensation package was comprised of cash (annual board and committee chair retainers) and grants of restricted stock unit awards.

Each director, who is not an officer or employee of Garmin or its subsidiaries (a “Non-Management Director”), was paid an annual retainer of $50,000. Each Non-Management Director, who chairs a standing committee of the Board (other than the Audit Committee), also received an annual retainer of $5,000. The Non-Management Director who chairs the Audit Committee received an annual retainer of $10,000. In addition, each Non-Management Director was paid $1,500 for each Board meeting convened in person and $500 for attending each Board meeting convened by teleconference. For each Audit Committee meeting convened in person or by teleconference, each Non-Management Director was paid $1,000. For each Compensation Committee or Nominating Committee meeting, convened on a separate day from a Board meeting, each Non-Management Director was paid $1,500 for each committee meeting convened in person and $500 for attending each meeting convened by teleconference. Directors are also reimbursed for reasonable travel expenses for attending Board and Committee meetings.

The Non-Management Directors may also be granted awards, including among others, pursuant to the 2011 Non-Employee Directors’ Equity Incentive Plan, as determined by the Compensation Committee (as defined in such plan).

Garmin does not have formal stock ownership guidelines for its directors.

Under Taiwan banking practice, the chairman of a company is generally required to personally guarantee the company’s loans and mortgages. During 2012, Dr. Kao, as chairman of Garmin Corporation, a Taiwan subsidiary of Garmin, received compensation from Garmin Corporation in the amount of $56,506 for his personal guarantee of Garmin Corporation’s obligations.

2012 Non-Management Director Compensation

The following table shows the compensation paid to our Non-Management Directors in 2012:

2012 NON-MANAGEMENT DIRECTOR COMPENSATION

Name	**Fees Earned or Paid in Cash ($)**	**Stock Awards ($)[1]**	**SAR/Option Awards ($)[1]**	**Non-Equity Incentive Plan Compensation ($)**	**Change in Pension Value & Nonqualified Deferred**	**All Other Compensation ($)**	**Total ($)**

										Compensation Earnings ($)				
Gene Betts	$	63,000	$	100,006.40	$	-	$	-	$	-	$	-	$	163,006
Donald Eller	$	68,000	$	100,006.40	$	-	$	-	$	-	$	-	$	168,006
Charles Peffer	$	73,000	$	100,006.40	$	-	$	-	$	-	$	-	$	173,006
Thomas Poberezny	$	68,000	$	100,006.40	$	-	$	-	$	-	$	-	$	168,006

(1)

This column shows the grant date fair value of stock awards granted in 2012 to each of the non-management directors. As of December 29, 2012, Messrs. Betts, Eller, Peffer and Poberezny, respectively, owned 9,140, 30,500, 22,315 and 5,981 outstanding stock options and each owned 4,403 outstanding stock awards.

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PROPOSAL SIX Amendment to the Garmin Ltd. 2005 Equity Incentive Plan to increase the number of shares authorized for issuance under the Plan

Garmin's 2005 Equity Incentive Plan, which was originally approved by Garmin's shareholders on June 3, 2005 and amended and restated on June 5, 2009 and again on June 27, 2010, provides for grants of non-qualified stock options; incentive stock options; restricted shares, bonus shares, restricted stock units, stock appreciation rights, performance units and performance shares. Employees of Garmin or any majority owned subsidiary are eligible for awards. The Compensation Committee selects the grantees and determines the types and terms of the awards granted. Generally, the per share exercise price of an option and the per share strike price of a stock appreciation right must be at least the fair market value of a common share as of the grant date. The Plan provides that, unless otherwise specified in the individual award agreement, vesting of outstanding awards will be accelerated if, within one year after a change in control of Garmin, Garmin terminates the grantee's employment (other than for death, disability or cause) or the grantee terminates the employment because of a diminution in compensation or status or a required move of 50 miles.

Garmin believes that equity compensation aligns the interests of management and employees with the interests of other shareholders. Garmin currently provides for equity incentive compensation through the 2005 Equity Incentive Plan. As of April [•], 2013, [•] shares remained available for issuance under the 2005 Equity Incentive Plan. Awards under the plan relating to a total of 557,049 Garmin shares were granted to employees in 2012. An amendment to the 2005 Equity Incentive Plan is being proposed for shareholder approval to amend article 4.1(a) of the plan to increase the total number of shares authorized for issuance under the plan from 10,000,000 to 13,000,000 and to increase the maximum number of shares that may be delivered as restricted shares or pursuant to performance units or restricted stock units from 3,000,000 to 6,000,000 so that Garmin can continue to grant equity compensation to employees. The Board has approved the above discussed proposed amendment subject to shareholder approval. The amendment will not be effective unless and until we obtain shareholder approval. If our shareholders approve the amendment, the amendment will be effective as of June 7, 2013.

The proposed amendments to article 4.1(a) of the plan are shown below.

Current version	**New version**
Number of Shares Available.	**Number of Shares Available.**
(a) Plan Limit. Subject to adjustment as provided in Section 4.2, the number of Shares hereby reserved for delivery under the Plan is ten million (10,000,000) Shares. The maximum number of Shares that may be delivered pursuant to the exercise of Options (including incentive stock options under Code Section 422) or SARs is ten million (10,000,000) Shares. The maximum number of Shares that may be delivered as Restricted Shares or pursuant to Performance Units or Restricted Stock Units is three million (3,000,000) Shares. The maximum number of Bonus Shares that may be awarded is one million (1,000,000) Shares. If any Shares subject to an Award granted hereunder are forfeited or an Award or any portion thereof otherwise terminates or is settled without the issuance of Shares, the Shares subject to such Award, to the extent of any such forfeiture, termination	*(a) Plan Limit.* Subject to adjustment as provided in Section 4.2, the number of Shares hereby reserved for delivery under the Plan is **thirteen million (13,000,000)** Shares. The maximum number of Shares that may be delivered pursuant to the exercise of Options (including incentive stock options under Code Section 422) or SARs is ten million (10,000,000) Shares. The maximum number of Shares that may be delivered as Restricted Shares or pursuant to Performance Units or Restricted Stock Units is **six million** (**6,000,000**) Shares. The maximum number of Bonus Shares that may be awarded is one million (1,000,000) Shares. If any Shares subject to an Award granted hereunder are forfeited or an Award or any portion thereof otherwise terminates or is settled without the issuance of Shares, the Shares subject to such Award, to the extent of any such forfeiture, termination or

or settlement, shall again be available for grant under the Plan. The Board may from time to time determine the appropriate methodology for calculating the number of Shares issued pursuant to the Plan.	settlement, shall again be available for grant under the Plan. The Board may from time to time determine the appropriate methodology for calculating the number of Shares issued pursuant to the Plan.

The following general description of material features of the 2005 Equity Incentive Plan, is qualified in its entirety by reference to the provisions of the 2005 Equity Incentive Plan, as proposed to be amended, set forth in Schedule 1.

General

The 2005 Equity Incentive Plan provides for grants of non-qualified stock options; incentive stock options; restricted shares, restricted stock units, bonus shares, stock appreciation rights, performance units and performance shares. The objectives of the plan are to strengthen our employees' commitment to the success of Garmin, to stimulate our employees' efforts on behalf of Garmin and to help Garmin attract new employees and retain existing employees.

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Eligibility and Limits on Awards

Any employee, including officers, of Garmin or any majority owned subsidiary is eligible to receive awards under the 2005 Equity Incentive Plan. As of April [•], 2013, there were 7 executive officers and approximately [•] employees other than executive officers who are eligible to receive awards under the plan. No determination has been made as to which of Garmin's employees will receive grants under the 2005 Equity Compensation Plan, and, therefore the benefits to be allocated to any individual or to any group of employees are not presently determinable.

The 2005 Equity Incentive Plan places limits on the maximum amount of awards that may be granted to any employee in any five (5) year period. Under the 2005 Equity Incentive Plan, no employee may receive awards of stock options, stock appreciation rights, restricted stock, restricted stock units, bonus shares, performance units or performance shares that cover in the aggregate more than two million (2,000,000) shares in any five (5) year period.

Administration

The 2005 Equity Incentive Plan will be administered by the Board of Directors or the Compensation Committee of the Board of Directors (the "Committee"). The Board or Committee will select the eligible employees to whom awards will be granted and will set the terms of such awards, including any performance goals applicable to annual and long-term incentive awards. The Board or Committee may delegate its authority under the 2005 Equity Incentive Plan to officers of Garmin, subject to guidelines prescribed by the Board or Committee, but only with respect to employees who are not subject to Section 16 of the Exchange Act or whose compensation may not be deductible pursuant to Section 162(m) of the Internal Revenue Code.

Shares Reserved for Awards

As proposed to be amended, the 2005 Equity Incentive Plan provides for up to 13,000,000 shares to be used for awards. This represents approximately 6.62% of the shares outstanding as of the Record Date (excluding shares held directly or indirectly in treasury). To the extent that any award under the 2005 Equity Incentive Plan is exercised, cashed out, terminates, expires or is forfeited without payment being made in the form of our shares, the shares subject to such award that were not so paid will again be available for issuance under the 2005 Equity Incentive Plan. However, any shares withheld for the purpose of satisfying any tax withholding obligation will be counted against the authorized limit and not be available for issuance. If a stock appreciation right award or a similar award based on the spread value of our shares is exercised, only the number of our shares issued, if any, will be considered delivered for the purpose of determining availability of shares for delivery under the 2005 Equity Incentive Plan. Unless otherwise determined by the Committee, stock options may be exercised by payment in cash, by tendering shares to us in full or partial payment of the exercise price, or by a "net exercise" arrangement under which the number of shares to be delivered upon exercise will be reduced by the largest number of whole shares that has a fair market value that does not exceed the aggregate exercise price.

The number of our shares authorized for awards is subject to adjustment for changes in capitalization, reorganizations, mergers, stock splits, and other corporate transactions as the Board or the Committee determines to require an equitable adjustment. The 2005 Equity Incentive Plan will remain in effect until all the shares available have been used to pay awards, subject to the right of the Board to amend or terminate the 2005 Equity Incentive Plan at any time.

General Terms of Awards

The Board or the Committee will select the grantees and set the term of each award, which may not be more than ten years. The Board or the Committee has the power to determine the terms of the awards granted, including the number of shares subject to each award, and, if applicable the form of consideration payable upon exercise, the period in which the award may be exercised after termination of employment, and all other matters. The exercise price of an option and the strike price of a stock appreciation right must be at least the fair market value of a share as of the grant date, unless the award is replacing an award granted by an entity that is acquired by Garmin Ltd. or a subsidiary.

The Board or the Committee will also set the vesting or payment conditions of the award, except that, unless otherwise provided in an award agreement, vesting or payment will be accelerated if, within one year after a change of control of Garmin, Garmin terminates the grantee's employment (other than for death, disability or cause) or the grantee terminates employment for a "good reason" (*i.e.,* because of a diminution in compensation or status or a required move of over 50 miles).

Awards granted under the 2005 Equity Incentive Plan are not generally transferable by the grantee except in the event of the employee's death or unless otherwise required by law or provided in an award agreement. An award agreement may provide for the transfer of an award in limited circumstances to certain members of the grantee's family or a trust or trusts established for the benefit of such a family member. Any such transfer, if permitted under the award agreement, cannot be for consideration, other than nominal consideration. Other terms and conditions of each award will be set forth in award agreements, which can be amended by the Board or the Committee. The number and type of awards that will be granted under the 2005 Equity Incentive Plan is not determinable as the Board or the Committee will make these determinations in its sole discretion.

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Performance Awards and Performance Criteria

Any award (including Performance Unit and Performance Share awards) may be granted under the 2005 Equity Incentive Plan with performance-based payment, vesting or exercise conditions. Awards that are performance-based (whether or not intended to constitute "qualified performance-based compensation" (see discussion below under the heading Federal Income Tax Consequences)) will be based on satisfaction of an expanded list of business criteria set forth below. The specific performance goals for performance awards will be, on an absolute or relative basis, established based on one or more of the following business criteria for Garmin on a segregated or consolidated basis or for one or more of Garmin's subsidiaries, segments, divisions, or business units, as selected by the Committee:

(i)

Earnings (either in the aggregate or on a per-share basis);

(ii)

Operating profit (either in the aggregate or on a per-share basis);

(iii)

Operating income (either in the aggregate or on a per-share basis);

(iv)

Net earnings on either a LIFO or FIFO basis (either in the aggregate or on a per-share basis);

(v)

Net income or loss (either in the aggregate or on a per-share basis);

(vi)

Ratio of debt to debt plus equity;

(vii)

Net borrowing;

(viii)

Credit quality or debt ratings;

(ix)

Inventory levels, inventory turn or shrinkage;

(x)

Cash flow provided by operations (either in the aggregate or on a per-share basis);

(xi)

Free cash flow (either in the aggregate or on a per-share basis);

(xii)

Reductions in expense levels, determined either on a Company-wide basis or in respect of any one or more business units;

(xiii)

Operating and maintenance cost management and employee productivity;

(xiv)

Gross margin;

(xv)

Return measures (including return on assets, equity, or sales);

(xvi)

Productivity increases;

(xvii)

Share price (including attainment of a specified per-share price during the relevant performance period; growth measures and total shareholder return or attainment by the shares of a specified price for a specified period of time);

(xviii)

Where applicable, growth or rate of growth of any of the above business criteria;

(xix)

Strategic business criteria, consisting of one or more objectives based on meeting specified revenue, market share, market penetration, geographic business expansion goals, objectively identified project milestones, production volume levels, cost targets, and goals relating to acquisitions or divestitures;

(xx)

Achievement of business or operational goals such as market share and/or business development; and/or

(xxi)

Accomplishment of mergers, acquisitions, dispositions, public offerings or similar extraordinary business transactions.

The applicable business criteria may be applied on a pre- or post-tax basis; and provided further that the Committee may, when the applicable performance goals are established, provide that the formula for such goals may include or exclude items to measure specific objectives, such as losses from discontinued operations, extraordinary gains or losses, the cumulative effect of accounting changes, acquisitions or divestitures, foreign exchange impacts and any unusual, nonrecurring gain or loss. As established by the Committee, the business criteria may include, without limitation, GAAP and non-GAAP financial measures.

Restricted Shares and Bonus Shares

Restricted shares may also be awarded. The restricted shares will vest and become transferable upon the satisfaction of conditions set forth in the respective restricted share award agreement. Restricted share awards may be forfeited if, for example, the recipient's employment terminates before the award vests. Restricted shares are subject to a minimum two-year vesting schedule. The Board or Committee may also grant shares to participants from time-to-time as a bonus, which will be issued without restrictions.

Stock Options

The 2005 Equity Incentive Plan permits the granting to eligible employees of incentive stock options, which qualify for special tax treatment, and nonqualified stock options. The exercise price for any stock option will not be less than the fair market value of a share on the date of grant. No incentive stock option may be exercised more than ten years after the date of grant.

Stock Appreciation Rights

Stock Appreciation Rights ("SARs") may be granted either singly (freestanding SARs) or in combination with underlying stock options ("tandem SARs"). SARs entitle the holder upon exercise to receive an amount in shares equal in value to the excess of the fair market value of the shares covered by such right over the grant price. The grant price for SARs will not be less than the fair market value of a share on the SAR's date of grant. The payment upon a SAR exercise shall be solely in whole shares of equivalent value. Fractional shares will be rounded down to the nearest whole share with no cash consideration paid.

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Restricted Stock Units

Restricted Stock Units ("RSUs") may be granted to eligible employees, subject to the terms and restrictions that the Board or the Committee may impose. The restrictions may be based on the passage of time, the achievement of specific performance goals, the passage of time following the achievement of specific performance goals, the occurrence of a specified event, or may be imposed by the applicable securities laws. RSUs are subject to a minimum two-year vesting schedule. RSUs entitle the holder to receive an amount of shares equal to the number of shares underlying the RSUs on the date that any restrictions applicable to an award of RSUs have lapsed.

Change of Control Provisions

The 2005 Equity Incentive Plan provides that, unless otherwise provided in an award agreement, if, within the one-year period beginning on the date of a Change of Control (as defined in the 2005 Equity Incentive Plan), an employee separates from service with Garmin or a majority owned subsidiary due to Garmin terminating the employee's employment other than for cause or the employee resigning because of a diminution in compensation or status or a required move of over 50 miles, then, all stock options and SARs will become fully vested and immediately exercisable, the restrictions applicable to outstanding restricted stock, restricted stock units and other stock-based awards will lapse, and, unless otherwise determined by the Board or Committee, all deferred shares will be settled, and outstanding performance awards will be vested and paid out on a prorated basis, based on the maximum award opportunity of such awards and the number of months elapsed compared with the total number of months in the performance cycle.

In connection with a Change of Control, separation, spin-off, sale of a material portion of our assets or a "going-private" transaction, the Board or the Committee, or the board of directors of any corporation assuming our obligations, has the power to prescribe and amend the terms and conditions for the exercise, or modification of any outstanding awards in the manner as agreed to by the Board in the definitive agreement relating to the transaction. The Board or Committee may also make certain adjustments and substitutions in connection with a Change of Control or similar transactions or events as described under "Shares Reserved for Awards."

Plan Participation Table

The table below shows, as to our Named Executive Officers (as defined elsewhere in this Proxy Statement) and the other individuals and groups indicated, the number of options, SARs, RSUs and performance shares granted under the 2005 Equity Incentive Plan since the inception of the plan.

PLAN BENEFITS 2005 EQUITY INCENTIVE PLAN GRANTS SINCE INCEPTION

Name and Position	**Number of Options**	**Number of SARs**	**Number of RSUs**	**Number of Performance Shares**
Min H. Kao, Executive Chairman	0	0	0	0
Clifton A. Pemble, President and Chief Executive Officer	73,480	137,000	58,951	16,667

Kevin S. Rauckman, Chief Financial Officer and Treasurer	30,085	97,000	38,832	10,000
Andrew R. Etkind, Vice President, General Counsel and Secretary	0	97,000	38,832	10,000
Danny J. Bartel, Vice President of Worldwide Sales	0	73,500	30,222	8,333
All Executive Officers as a Group	103,565	404,500	166,837	45,000
All Non-Executive Directors as a Group	0	0	0	0
All Non-Executive Officer Employees as a Group	0	7,128,500	2,749,669	5,000

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U.S. Federal Income Tax Consequences

Based on current provisions of the Internal Revenue Code and the existing regulations thereunder, the anticipated U.S. federal income tax consequences of stock options; SARs and RSUs granted under the 2005 Equity Incentive Plan are as described below. The following discussion is not intended to be a complete discussion of applicable law and is based on the U.S. federal income tax laws as in effect on the date hereof:

Non-Qualified Stock Options

An employee receiving a non-qualified option does not recognize taxable income on the date of grant of the non-qualified option, provided that the non-qualified option does not have a readily ascertainable fair market value at the time it is granted. In general, the employee must recognize ordinary income at the time of exercise of the non-qualified option in the amount of the difference between the fair market value of the shares on the date of exercise and the option price. The ordinary income recognized will constitute compensation for which tax withholding generally will be required. The amount of ordinary income recognized by an employee will be deductible by Garmin in the year that the employee recognizes the income if Garmin complies with the applicable withholding requirement.

Shares acquired upon the exercise of a non-qualified option will have a tax basis equal to their fair market value on the exercise date or other relevant date on which ordinary income is recognized, and the holding period for the shares generally will begin on the date of exercise or such other relevant date. Upon subsequent disposition of the shares, the employee will recognize long-term capital gain or loss if the employee has held the shares for more than one year prior to disposition, or short-term capital gain or loss if the employee has held the shares for one year or less.

If an employee pays the exercise price, in whole or in part, with previously acquired shares, the employee will recognize ordinary income in the amount by which the fair market value of the shares received exceeds the exercise price. The employee will not recognize gain or loss upon delivering the previously acquired shares to Garmin. Shares received by an employee, equal in number to the previously acquired shares exchanged therefore, will have the same basis and holding period for long-term capital gain purposes as the previously acquired shares. Shares received by the employee in excess of the number of such previously acquired shares will have a basis equal to the fair market value of the additional shares as of the date ordinary income is recognized. The holding period for the additional shares received will commence as of the date of exercise or such other relevant date.

Incentive Stock Options

Incentive Stock Options (“ISOs”) are defined by Section 422 of the Internal Revenue Code. An employee who is granted an ISO does not recognize taxable income either on the date of grant or on the date of exercise. Upon the exercise of an ISO, the difference between the fair market value of the shares received and the option price is, however, a tax preference item potentially subject to the alternative minimum tax.

Upon disposition of shares acquired from the exercise of an ISO, long-term capital gain or loss is generally recognized in an amount equal to the difference between the amount realized on the sale or disposition and the exercise price. However, if the employee disposes of the shares within two years of the date of grant or within one year of the date of the transfer of the shares to the employee (a “Disqualifying Disposition”), then the employee will recognize ordinary income, as opposed to capital gain, at the time of disposition. In general, the amount of ordinary income recognized will be equal to the lesser of (a) the amount of gain realized on the disposition, or (b) the difference between the fair market value of the shares received on the date of exercise and the exercise price. Any remaining gain or loss is treated as a short-term or long-term capital gain or loss, depending on the period of time the shares have been held. Garmin is not entitled to a tax deduction upon either the exercise of an ISO or the disposition of c shares acquired pursuant to the exercise of an ISO, except to the extent that the employee recognizes ordinary income in a Disqualifying Disposition. For alternative minimum taxable income purposes, on the later sale or other disposition of the shares, generally only the difference between the fair market value of the shares on the exercise date and the amount realized on the sale or disposition is includable in alternative minimum taxable income.

If an employee pays the exercise price, in whole or in part, with previously acquired shares, the exchange should not affect the ISO tax treatment of the exercise. Upon the exchange, and except as otherwise described herein, no gain or loss is recognized by the employee upon delivering previously acquired shares to Garmin as payment of the exercise price. The shares received by the employee, equal in number to the previously acquired shares exchanged therefore, will have the same basis and holding period for long-term capital gain purposes as the previously acquired shares. The employee, however, will not be able to utilize the prior holding period for the purpose of satisfying the ISO statutory holding period requirements. Shares received by the employee in excess of the number of previously acquired shares will have a basis of zero and a holding period which commences as of the date the shares are transferred to the employee upon exercise of the ISO. If the exercise of any ISO is effected using shares previously acquired through the exercise of an ISO, the exchange of the previously acquired shares will be considered a disposition of the shares for the purpose of determining whether a Disqualifying Disposition has occurred.

Stock Appreciation Rights

To the extent that the requirements of the Internal Revenue Code are met, there are no immediate tax consequences to an employee when a SAR is granted. When an employee exercises the right to the appreciation in fair market value of shares represented by a SAR, payments made in shares are normally includable in the employee’s gross income for regular income tax purposes. Garmin will be entitled to deduct the same amount as a business expense in the same year. The includable amount and corresponding deduction each equal the fair market value of the shares payable on the date of exercise.

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Restricted Shares, Restricted Stock Units and Performance Shares

Generally, no taxes are due when an award of restricted shares is made, but the award becomes taxable when it vests or becomes transferable, unless the recipient elects, under Section 83(b) of the Internal Revenue Code within 30 days of receiving the grant, to be taxed in the year the restricted stock is granted. Income tax is paid on the value of the stock at ordinary rates when the award vests or becomes transferable (or, if a Section 83(b) election is made, at the time of grant), and then at long- or short-term capital gains rates when the shares are sold. Garmin is entitled to a deduction (subject to the limitations of Section 162(m) of the Internal Revenue Code) at the time and in the amount the recipient recognizes as income.

Generally, no taxes are due when an award of restricted stock units or performance shares is made, but the award becomes taxable when it vests and the underlying shares are transferred. In addition, Garmin is entitled to a deduction at the time and in the amount the recipient recognizes income. In the case of an award of restricted stock units or performance shares, a recipient may not make a Section 83(b) election. Rules relating to the timing of payment of deferred compensation under Section 409A of the Internal Revenue Code are potentially applicable to restricted stock units or performance shares and any violation of Section 409A could trigger interest and penalties applicable to the recipient.

Deductibility of Awards

Section 162(m) of the Internal Revenue Code places a $1,000,000 annual limit on the compensation deductible by Garmin or a majority owned subsidiary paid to certain of its executives. The limit, however, does not apply to “qualified performance-based compensation.” The 2005 Equity Incentive Plan contains provisions authorizing the grant of stock options, SARs, restricted stock and RSUs that may constitute “performance-based compensation” awards within the meaning of Section 162(m). The Board, in its sole discretion may choose not to grant awards under the plan that are eligible to qualify as “performance-based compensation” for purposes of Section 162(m). Moreover, because of the uncertainties associated with the application and interpretation of Section 162(m) of the Code and the regulations issued thereunder, there can be no assurance any compensation intended to satisfy the requirements for deductibility under Section 162(m) of the Code will in fact be deductible.

Deferred Compensation

Any deferrals made under the 2005 Equity Incentive Plan, including awards granted under the plan that are considered to be deferred compensation, must satisfy the requirements of Section 409A of the Internal Revenue Code to avoid adverse tax consequences to participating employees. These requirements include limitations on election timing, acceleration of payments, and distributions. Garmin intends to structure any deferrals and awards under the 2005 Equity Incentive Plan to either be exempt from or meet the applicable tax law requirements.

Other Tax Consequences

State tax consequences may in some cases differ from those described above. Awards under the 2005 Equity Incentive Plan will in some instances be made to employees who are subject to tax in jurisdictions other than the United States and may result in tax consequences differing from those described above.

Other Information

If the proposed amendment to article 4.1(a) of the Plan is approved by shareholders, the Amended and Restated 2005 Equity Incentive Plan will be effective June 7, 2013, and will remain in effect, subject to the right of the Board to amend or terminate the Plan (subject to certain limitations set forth in the Plan), at any time until all shares subject to it shall have been issued according to the Plan's provisions. Any awards granted before the Plan is terminated may extend beyond the expiration date.

The Board may amend the 2005 Equity Incentive Plan at any time, provided that no such amendment will be made without shareholder approval if such approval is required under applicable law, regulation, or stock exchange rule, or if such amendment would: (i) decrease the grant or exercise price of any stock option, SAR or other stock-based award to less than fair market value on the date of grant (except as discussed above under "Shares Reserved for Awards"), or (ii) adversely affect in any material way any Award previously granted under the Plan, without the written consent of the grantee of such Award.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE AMENDMENT TO THE GARMIN LTD. 2005 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN.

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PROPOSAL SEVEN Ratification of the appointment of Ernst & Young LLP as Garmin's Independent Registered Public Accounting Firm for the fiscal year ending December 28, 2013 and re-election of Ernst & Young Ltd. as Garmin's statutory auditor for another one-year term

Ernst & Young LLP has acted as Garmin's independent registered public accounting firm since 2000 and has been appointed by the Audit Committee to audit and certify Garmin's financial statements for the fiscal year ending December 28, 2013.

Ernst & Young Ltd., Zurich, was re-elected as Garmin's statutory auditor for 2012. Swiss law requires that our shareholders elect annually a firm as statutory auditor. The statutory auditor's main task is to audit our consolidated financial statements and parent company financial statements that are required under Swiss law. The Audit Committee and Board propose that Ernst & Young Ltd. be re-elected as Garmin's statutory auditor for another one-year term.

Representatives of Ernst & Young LLP and Ernst & Young Ltd. will be present at the Annual Meeting. They will have the opportunity to make a statement if they desire and will be available to respond to appropriate questions.

If the shareholders do not ratify the appointment of Ernst & Young LLP, the Audit Committee will reconsider whether to appoint Ernst & Young LLP as Garmin's registered independent public accounting firm for the fiscal year ending December 28, 2013.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GARMIN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM THE FISCAL YEAR ENDING DECEMBER 28, 2013 AND RE-ELECTION OF ERNST & YOUNG LTD. AS GARMIN'S STATUTORY AUDITOR FOR ANOTHER ONE-YEAR TERM.

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PROPOSAL EIGHT Advisory vote on executive compensation

As required by Section 14A of the Securities Exchange Act of 1934, the Board of Directors proposes that shareholders be provided with an annual advisory vote on the compensation of Garmin's Named Executive Officers, as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and any related material disclosed in this Proxy Statement. As described in the Compensation Discussion and Analysis, the objectives of Garmin's executive compensation program are to:

1. Provide executive compensation that Garmin believes, based on its recruiting and retention experience, is fair, reasonable and competitive in order to attract, motivate and retain a highly qualified executive team;

2. Reward executives for individual performance and contribution;

3. Provide incentives to executives to enhance shareholder value;

4. Reward executives for long-term, sustained individual and Company performance; and

5. Provide executive compensation that is viewed as internally equitable by both the executives and the broader Garmin employee population.

As an advisory vote, the shareholders' vote on this proposal is not binding on Garmin. However, we value the opinions of Garmin shareholders and the Compensation Committee of our Board plans to review voting results on this proposal and will give consideration to such voting when making future executive compensation decisions for Garmin's Named Executive Officers.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF THE COMPENSATION OF GARMIN'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT RELATING TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS PURSUANT TO THE EXECUTIVE COMPENSATION DISCLOSURE RULES PROMULGATED BY THE SECURITIES AND EXCHANGE COMMISSION.

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AUDIT MATTERS

Report of Audit Committee

This report is submitted by the Audit Committee of the Board of Directors.

The Board of Directors pursues its responsibility for oversight of Garmin's financial reporting process through the Audit Committee. The Board of Directors, in its business judgment, has determined that all members of the Audit Committee are independent and financially literate as required by the applicable listing standards of the NASDAQ. The Audit Committee operates pursuant to a charter adopted by the Board of Directors, as amended and restated on July 22, 2011, a copy of which is posted at *http://www8.garmin. com/aboutGarmin/invRelations/documents/Audit_Committee_Charter.pdf*. The Audit Committee and the Board of Directors annually review and assess the adequacy of the charter.

The Audit Committee meets regularly with the independent auditor, management and Garmin's internal auditors. The independent auditor and Garmin's internal auditors have direct access to the Audit Committee, with and without the presence of management representatives, to discuss the scope and results of their work and their comments on the adequacy of internal accounting controls and the quality of financial reporting.

In performing its oversight function, the Audit Committee reviewed and discussed Garmin's audited consolidated financial statements for the fiscal year ended December 29, 2012 with management and with Ernst & Young LLP, the independent registered public accounting firm retained by Garmin to audit its financial statements. The Audit Committee received and reviewed management's representation and the opinion of the independent registered public accounting firm that Garmin's audited financial statements were prepared in accordance with United States generally accepted accounting principles. The Audit Committee also discussed with the independent registered public accounting firm during the 2012 fiscal year the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T, and Statement on Auditing Standards No. 90 (Audit Committee Communications) and other standards of the Public Company Accounting Oversight Board, rules of the SEC and other applicable regulations.

The Audit Committee received from Ernst & Young LLP the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young LLP's communications with the Audit Committee concerning independence and discussed with Ernst & Young LLP the independence of their firm. The Audit Committee considered whether the non-audit services provided by Ernst & Young LLP are compatible with their independence.

Based upon the review and discussions referenced above, the Audit Committee recommended to Garmin's Board of Directors, and the Board of Directors approved, that the audited consolidated financial statements be included in Garmin's Annual Report on Form 10-K for the fiscal year ended December 29, 2012, for filing with the SEC.

Audit Committee

Charles W. Peffer, *Chairman*

Gene M. Betts

Thomas P. Poberezny

Independent Registered Public Accounting Firm Fees

The following table sets forth the aggregate fees billed to Garmin for the fiscal year ended December 29, 2012 and the fiscal year ended December 31, 2011 by Garmin's independent registered public accounting firm, Ernst & Young LLP (dollars listed in thousands):

		2012			2011
Audit Fees	$	2,789		$	2,788
Audit Related Fees	$	14	(a)(b)	$	94
Tax Fees	$	222	(b)(c)	$	175
All Other Fees	$	19	(d)	$	3
TOTAL:	**$**	**3,044**		**$**	**3,060**

(a)

Audit related fees for 2012 and 2011 comprise fees for consent needed for additional SEC filings and acquisition due diligence.

(b)

The Audit Committee has concluded that the provision of these services is compatible with maintaining the independence of Ernst & Young.

(c)

Tax fees for 2012 and 2011 are comprised entirely of tax planning services.

(d)

All other fees for 2011 are comprised of $3 for on-line subscription fees. All other fees for 2012 are comprised of $3 for on-line subscription fees, $8 for miscellaneous tax advice and $8 for audit of environmental regulations.

Pre-Approval of Services Provided by the Independent Auditor

The Audit Committee has adopted a policy that requires advance approval by the Committee of all audit, audit-related, tax services and other services performed by Ernst & Young. The policy provides for pre-approval by the Audit Committee annually of specifically defined services up to specifically defined fee levels. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before Ernst & Young is engaged to perform it. The Audit Committee has delegated to the Audit Committee Chairman authority to approve permitted services provided that the Chairman reports any such approval decisions to the Audit Committee at its next meeting. The Audit Committee pre-approved all services that Ernst & Young rendered to Garmin and its subsidiaries in 2012.

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EXECUTIVE COMPENSATION MATTERS

Compensation Committee Report

The Compensation Committee reviewed and discussed with management the "Compensation Discussion and Analysis" section of this Proxy Statement. Based upon such review and discussion, the Compensation Committee recommended to the Board that the "Compensation Discussion and Analysis" section be included in this Proxy Statement.

Compensation Committee

Thomas P. Poberezny *(Chairman)*

Gene M. Betts

Donald H. Eller

Charles W. Peffer

Compensation Discussion and Analysis

Overview

Garmin's management and Compensation Committee consider executive compensation in light of the entire associate population in order to establish compensation practices that we believe are competitive based on our recruitment and retention experience. We also strive to establish compensation practices that are viewed as internally equitable and fair for executives, other associates, and shareholders. Executives are therefore compensated using the same elements and techniques as the broader group of associates who contribute to Garmin's success and we do not utilize compensation practices that benefit only a small group of associates, or compensation practices that could lead to an inappropriate level of risk taking.

Garmin's executive compensation philosophy is simple and based on direct linkage to performance and alignment with shareholder interests. Garmin's compensation program does not include any of the following practices generally disfavored by shareholders:

- Employment agreements;
- Severance arrangements;
- Cash payments in connection with a change in control of the company; or

- Supplemental executive retirement benefits.

Executive compensation is tied to individual and company performance through use of stock compensation programs that align the interests of executives and shareholders based on the common goal of growing share value. Garmin establishes executive compensation taking into account market information obtained through recruiting, retention, and networking. Garmin uses information from its compensation consultant to brief management and the Compensation Committee on compensation trends. However, the compensation consultant does not determine the amount or form of compensation for our executives. Finally, Garmin seeks shareholder input on executive compensation matters through an annual advisory vote on executive compensation.

Garmin does not attempt to set compensation to meet specific benchmarks, such as targeting a specific percentile of a compensation component paid by one or more peer companies. Garmin sets executive compensation based on its knowledge of individualized contributions and capabilities of its personnel and the positions involved and the amount and form of compensation that Garmin believes, based on its recruitment and retention experience, is needed to attract, motivate and retain appropriate talent.

Based on management's and the Compensation Committee's awareness of general market data on executive and associate compensation, Garmin's officers, other than the Named Executive Officers and some senior executives, and other associates are compensated at approximately the respective market median compensation for their position. While management and the Compensation Committee believe that the Named Executive Officers and Garmin's senior executives are performing at a high level, in order to avoid inequities which are contrary to our culture and our principles of fairness, some of the Named Executive Officers and some senior executives are compensated below or significantly below that measure. This difference could potentially create a risk that Garmin may not be able to retain its Named Executive Officers and certain other senior executives or fill vacancies at current compensation levels although in practice Garmin has not had executive recruiting or retention issues. However, management believes any such risk is more than outweighed by the risk to Garmin's business that may arise if the culture of trust and sense of internal pay equity were compromised by significantly increasing the compensation of Named Executive Officers and senior executives in relation to that of other officers and associates.

Dr. Kao was Garmin's Chief Executive Officer prior to January 1, 2013 and is now the Executive Chairman. Mr. Pemble, who was Garmin's President and Chief Operating Officer prior to January 1, 2013, became Garmin's President and Chief Executive Officer on that date. Because Dr. Kao owns a significant amount of Garmin shares, and, therefore, already has a strong incentive to create shareholder value, he has requested that the Compensation Committee provide him only a relatively modest base salary and that he not be awarded restricted stock units, performance shares, stock options or any other form of equity compensation. As a result, there has been no practical need to assess the competitiveness of his compensation using benchmarking data.

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Objectives of the Compensation Program

The objectives of Garmin's executive compensation program are to:

- Provide executive compensation that Garmin believes, based on its recruiting and retention experience, is fair, reasonable and competitive in order to attract, motivate and retain a highly qualified executive team;

- Reward executives for individual performance and contribution;

- Provide incentives to executives to enhance shareholder value;

- Reward executives for long-term, sustained individual and Company performance;

- Provide executive compensation that is viewed as internally equitable by both the executives and the broader Garmin employee population; and

- For non-management directors, provide fair, reasonable and competitive compensation to attract and retain highly qualified, independent professionals to represent Garmin shareholders.

Role of Executive Officers

Dr. Kao and Mr. Pemble discussed with the Compensation Committee compensation recommendations for each of the executives, other than their own respective compensation. In making compensation recommendations, Dr. Kao and Mr. Pemble considered each executive's performance and other relevant factors, including the scope of each executive's position and responsibilities, the achievement of Company goals, the current business environment and anticipated changes, executive retention and recruitment considerations, the mix of fixed compensation (e.g. base salary) versus variable compensation (e.g. short and long-term incentives), and the level of risk associated with the executives' total direct compensation package. Dr. Kao and Mr. Pemble attended meetings of the Compensation Committee in 2011 to discuss 2012 executive compensation matters, but they are not members of the Compensation Committee and do not vote on Compensation Committee matters. Dr. Kao and Mr. Pemble were not present for certain portions of Compensation Committee meetings, such as when the Compensation Committee discussed their own respective performance and individual compensation.

Role of Compensation Consultant

The Compensation Committee engaged Towers Watson, an independent compensation consulting firm, during 2011 to assess the competitiveness of the proposed 2012 pay levels of the executive officers listed in the Summary Compensation Table of this proxy statement (the "Named Executive Officers"). Towers Watson was engaged by and reported directly to the Compensation Committee. Garmin used information from its compensation consultant to brief management and the Compensation Committee on compensation trends and to provide an assessment on the overall competitiveness of Garmin's compensation programs. However, as noted above, the Compensation Committee does not target a specific benchmark in determining compensation levels for its Named Executive Officers, and the compensation consultant did not determine the amount or form of 2012 compensation for Garmin's executives.

The Towers Watson report contained detailed information on base salaries for each Named Executive Officer and on annual incentive bonuses and equity incentives for each Named Executive Officer other than Dr. Kao, as well as Towers Watson's overall findings regarding pay competitiveness. The Compensation Committee considered the information, findings and recommendations of Towers Watson, but all decisions on executive compensation matters were made solely by the Compensation Committee, after consideration of all relevant factors including each executive's individual performance.

Towers Watson performed a competitive review and analysis of base salary and other components of Garmin's proposed 2012 compensation, relative to three identified comparator groups and survey market data. The three comparator groups were (1) a group of companies from the NASDAQ 100 index, (2) a related industry group of companies selected on the basis that they were in similar industries to Garmin, and (3) a group of publicly traded companies located in the region surrounding the headquarters of Garmin's principal subsidiary in Olathe, Kansas (which is a suburb of Kansas City, Missouri).

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NASDAQ 100 Group

The NASDAQ 100 Comparator Group consisted of 33 companies with 25th percentile revenues of approximately $2.084 billion. These companies were:

Adobe Systems Inc.	Life Technologies Corp.
Altera Corp	Marvell Technology Group Ltd.
Apollo Group Inc.	Maxim Integrated Products, Inc.
Autodesk, Inc.	Microchip Technology Inc.
BMC Software Inc.	Net App, Inc.
CA Technologies	Netflix, Inc.
Cerner Corporation	NVIDIA Corp.
Citrix Systems, Inc.	O'Reilly Automotive Inc.
Electronic Arts Inc.	Paychex Inc.
Expedia Inc.	SanDisk Corp.
Fastenal Company	Sigma-Aldrich Corp.
First Solar, Inc.	SIRIUS XM Radio Inc.
Fiserv, Inc.	Stericyle, Inc.
FLIR Systems, Inc.	Urban Outfitters Inc.
Joy Global, Inc.	Warner Chilcott plc
KLA-Tencor Corp.	Xilinx Inc.
LAM Research Corp.	

Related Industry Group

The Related Industry Comparator Group consisted of 19 companies with 25th percentile revenues of approximately $615 million. These companies were:

Agilent Technologies Inc.	Innovative Solutions & Support Inc.
Ametek Inc.	L-3 Communications Holdings Inc.
Beckman Coulter Inc.	Lindsay Corporation
Cisco Systems, Inc.	NCR Corp.
Cobra Electronics Corp.	Regal Beloit Corporation
Eastman Kodak Co.	Sanmina-SCI Corp.
Emerson Electric Co.	Telecommunications Systems Inc.
Esterline Technologies Corp.	TeleNav, Inc.
FLIR Systems, Inc.	Trimble Navigation Limited
Harman International Industries Inc.	

Kansas City Region Group

The Kansas City Region Comparator Group consisted of 13 companies with 25th percentile revenues of approximately $1.045 billion. The companies included in this comparator group were:

Cerner Corp.	H&R Block, Inc.
Commerce Bancshares, Inc.	Kansas City Southern
Compass Minerals International Inc.	Sprint Nextel Corp.
DST Systems Inc.	UMB Financial Corporation
Entertainment Properties Trust	Waddell & Reed Financial Inc.
Ferrellgas Partners LP	YRC Worldwide Inc.
Great Plains Energy Incorporated	

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Benchmarking Pay

In applying the objectives of Garmin's compensation program, the Compensation Committee used Towers Watson's assessments as one input to ascertain fair, reasonable, equitable and competitive compensation for its Named Executive Officers.

While the Compensation Committee did not target each element of pay at any particular percentile individually, the Compensation Committee did consider the competitiveness of Garmin's compensation program versus each peer group when assessing the competitiveness of Garmin's base salary, target incentive levels, target total cash and target total direct compensation.

Towers Watson provided a competitive assessment of various compensation elements in which Towers Watson considers compensation to be competitive if it is within a range compared to the benchmarks of +/- 15% for Base Salary and Total Target Cash Compensation and +/- 20% for Total Direct Compensation. The following sections summarize the reports from Towers Watson.

According to the Towers Watson report, Garmin's aggregate 2012 base salary for the Named Executive Officers (other than Dr. Kao) as a group was competitive with the 75th percentile of each of the NASDAQ 100, Related Industry and Kansas City Region comparator groups. According to the Towers Watson Report, Garmin's 2012 target total cash compensation for the Named Executive Officers (other than Dr. Kao) as a group was competitive with the 25th percentile of the NASDAQ 100 comparator group and below the 25th percentile of the Related Industry and Kansas City Region comparator groups. Finally, Garmin's 2012 target total direct compensation for the Named Executive Officers (other than Dr. Kao) as a group was higher than the 25th percentile of the Related Industry comparator group, competitive with the 25th percentile of the Kansas City Region comparator group, and lower than the 25th percentile of the NASDAQ 100 comparator group.

Elements of Compensation

Garmin's executive compensation program consists of the following elements:

Current Year's Performance: Salary and Annual Incentives

Base Salary

We believe that a competitive base compensation program is an important factor in attracting, motivating and retaining talented associates at all levels of the organization. We determine base compensation levels subjectively based on assessment of performance, applicable industry compensation data, internal equity considerations, and market information obtained through recruiting and networking. Executives are paid a base salary as compensation for the performance of their primary duties and responsibilities.

The base salary for Garmin's Chief Executive Officer is determined annually by the Compensation Committee. The Compensation Committee's deliberations regarding the base salary of the Chief Executive Officer are made without the Chief Executive Officer being present.

The base salary for each of the other Named Executive Officers is reviewed annually and is based upon the recommendation of Dr. Kao and Mr. Pemble and the executive's individual duties and responsibilities, experience and overall performance and internal equity considerations. The Compensation Committee also takes into account market information obtained through recruiting and networking, as well as an analysis of the market and competitive data, including data from the compensation consultant.

As noted earlier, Dr. Kao receives a relatively modest base salary and, at his request, does not participate in stock compensation programs that are generally available to other employees.

The following table shows the base salary of each of the Named Executive Officers in 2010, 2011 and 2012:

Name		**2010**		**2011**		**2012**
Dr. Kao	$	500,010	$	500,010	$	500,010
Mr. Pemble	$	550,002	$	550,002	$	600,002
Mr. Rauckman	$	435,001	$	435,001	$	500,001
Mr. Etkind	$	435,002	$	435,002	$	500,002
Mr. Bartel	$	380,001	$	380,001	$	450,001

Annual Incentive Awards

Garmin does not have a formalized annual incentive bonus program for Named Executive Officers for a number of reasons, including that management and the Compensation Committee believe that (1) the primary objective of short-term incentive compensation such as annual incentive bonuses – namely, tying executive compensation to performance – is already accomplished through the longer-term incentive compensation described below, (2) short-term incentive compensation, if not properly constructed and managed, can encourage behaviors or decisions that are inconsistent with those that typically lead to longer-term growth, (3) short-term incentive compensation is often provided to a small group of individuals, which is contrary to Garmin's philosophy that the success of the company is determined by a broad base of contributors, and (4) short-term incentive compensation is less effective than longer-term compensation in retaining executives because it promotes retention only in the short-term outlook of the performance period.

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Bonus Awards

In 2012, Garmin’s Named Executive Officers, including the Chief Executive Officer, each received a $203 annual holiday cash bonus (or its equivalent in Swiss francs in the case of Mr. Etkind). This is the same annual holiday cash bonus that was paid to substantially all employees of Garmin’s subsidiaries.

Longer-Term Performance: Restricted Stock Units and Stock Options

Garmin’s management and Compensation Committee believe that stock ownership is the most important element in achieving the goals of Garmin’s compensation program. Stock ownership aligns the long-term interests of associates with those of shareholders, provides long-term retention incentive, and ties compensation to performance through the creation of shareholder value. While Garmin does not require a specific level of stock ownership for our associates, Garmin encourages stock ownership by offering a variety of stock compensation programs.

The form and amount of stock compensation awarded to each executive is determined by the Compensation Committee based primarily on the recommendation of Dr. Kao and Mr. Pemble (other than with regard to their own respective compensation) and the executive’s individual duties and responsibilities, experience and overall performance. The Compensation Committee also took into account for 2010, 2011 and 2012 relevant information from the compensation consultant. Factors considered by the Compensation Committee in evaluating individual performance include the executive’s performance relative to his peers within Garmin, the nature and scope of the executive’s position and responsibilities, retention considerations and the current business environment.

Restricted Stock Units

It is Garmin’s practice to grant stock in the form of full value RSUs that vest over a specified time period, which provides a long-term retention incentive, aligns the interests of associates with those of other shareholders and encourages an appropriate degree of risk-taking that is consistent with long-term growth. The total value of each RSU grant is linked to the subjective assessment by management, and approval by the Compensation Committee, of the value of individual performance of the recipient and its contribution to Garmin’s overall performance. Since individual and Company performance are the primary drivers in determining the amounts of specific awards of RSUs, we believe that time vesting alone is the appropriate structure to achieve the objectives described above. The value of RSUs increases over time only if our share price increases, which serves to encourage improved Company performance and long-term value creation, thereby benefitting all of our shareholders. While RSUs are dependent upon share price appreciation for increased value, they also offer downside risk protection because they continue to have value even if the share price declines from the price on the date of grant. RSUs have been the primary means of long term incentive compensation since the end of 2008.

The following table shows the grant date fair value of the RSUs awarded to each of the Named Executive Officers (other than Dr. Kao) in 2010, 2011 and 2012:

Name	**2010 RSUs**	**2011 RSUs**	**2012 RSUs**
Mr. Pemble	$ 302,300	$ 301,821	$ 459,375
Mr. Rauckman	$ 201,483	$ 201,214	$ 216,154
Mr. Etkind	$ 201,483	$ 201,214	$ 216,154
Mr. Bartel	$ 141,023	$ 140,887	$ 216,154

The value of the RSUs that were awarded to Mr. Pemble in December 2012 was higher than the values of the RSUs that were awarded to him in 2010 and 2011 because the Compensation Committee took into account that Mr. Pemble would become Garmin's President and Chief Executive Officer on January 1, 2013 (prior to that date, as discussed above, Mr. Pemble was President and Chief Operating Officer). The value of the RSUs that were awarded to Mr. Bartel in December 2012 was higher than the values of the RSUs that were awarded to him in 2010 and 2011 in order to adjust for appropriate relative pay equity.

Stock Options

This element of longer-term incentive compensation is designed to enhance executive retention and to reward the recipients for delivering business performance and shareholder value over the long-term. Stock options only have value to the grantees if the stock price increases after the awards are granted, which provides an incentive to deliver business performance and shareholder value over the long-term. Furthermore, the time-based vesting feature requires that a Named Executive Officer remain with the company for a period of time (typically 5 years) before the awards are vested, enhancing retention.

Stock options were Garmin's primary means of long term incentive compensation until mid-2008, after which the company began using RSUs. However, in December 2011 and December 2012, the Compensation Committee granted stock options to Mr. Pemble and to Mr. Rauckman, who is Garmin's Chief Financial Officer. The Compensation Committee decided to grant stock options for these awards rather than RSUs because stock options are purely performance based as they only have value if the stock price increases after the grants (whereas RSUs have value even if the stock price does not increase after the grants). Thus, the Compensation Committee believed that these stock option awards would provide incentives to Mr. Pemble and to Mr. Rauckman that are particularly aligned with the interests of Garmin's shareholders. The Compensation Committee believes that this is particularly important with respect to Mr. Pemble and Mr. Rauckman given their critical leadership and management roles as Chief Executive Officer and Chief Financial Officer, respectively.

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The following table shows the grant date fair value of the stock options awarded to each of Mr. Pemble and Mr. Rauckman in 2011 and 2012 (none of the other Named Executive Officers were granted stock option awards in 2011 or 2012):

Name	2011 Stock Options	2012 Stock Options
Mr. Pemble	$ 297,157	$ 451,496
Mr. Rauckman	$ 148,578	$ 159,360

The value of the stock options that were awarded to Mr. Pemble in December 2012 was higher than the value of the stock options that were awarded to him in 2011 because the Compensation Committee took into account that Mr. Pemble would become Garmin's President and Chief Executive Officer on January 1, 2013 (prior to that date, as discussed above, Mr. Pemble was President and Chief Operating Officer).

Employee Stock Purchase Plan

Garmin offers a discounted stock purchase plan to employees. This plan allows employees to purchase Garmin shares at a per share price equal to 85% of the lesser of (a) the per share closing price of Garmin's shares on the last stock trading day of the offering period, and (b) the per share closing price of Garmin's shares on the first stock trading day of the offering period. Named Executive Officers can participate in this program under the same terms and conditions as all other employees. No employee, including Named Executive Officers, may contribute more than 10% of his or her salary to the plan or purchase more than $25,000 worth of Garmin shares under the plan in any one calendar year.

Benefits; Retirement Contributions

Garmin's Named Executive Officers participate in the same benefits and are covered by the same plans on the same terms as provided to all employees of the Garmin entity by which they are employed. For Garmin's U.S. employees, Garmin matches employee contributions to Garmin's 401(k) plan and makes an additional employer contribution to this plan. In 2012, for all U.S. employees, including the Named Executive Officers employed by Garmin in the U.S., (a) for every dollar the employee contributed to the plan up to 10% of the employee's salary, Garmin contributed 75 cents, and (b) Garmin made an additional contribution equal to 5% of the employee's salary, whether or not the employee contributed to the plan. For 2012, no salary in excess of $250,000 was taken into account for either of the foregoing contributions. In 2011, Garmin's Vice President, General Counsel and Corporate Secretary, Mr. Etkind, relocated from the U.S. to Switzerland and is now employed by Garmin in Switzerland. In 2012 Garmin made the contributions to Mr. Etkind's Swiss pension plan account that are required under Swiss law.

Other Considerations

Effect of Non-Binding Shareholder Advisory Vote on Executive Compensation

At Garmin's 2012 Annual General Meeting of Shareholders, in an advisory, non-binding, vote the shareholders approved the compensation of Garmin's Named Executive Officers. Although this was only an advisory vote and the results were not binding on Garmin or the Compensation Committee, the Compensation Committee reviewed and considered the results. The results of the advisory vote have not affected Garmin's executive compensation decisions and policies.

Perquisites

Consistent with Garmin's belief that executive compensation should be internally equitable among the executives and in relation to the broader Garmin employee population, Garmin does not provide any perquisites to any of its executives who are employed by Garmin's principal U.S. subsidiary. As stated above under "**Benefits; Retirement Contributions**" Mr. Etkind relocated from the U.S. to Switzerland during 2011. As part of this relocation, Garmin provides Mr. Etkind certain cost of living related benefits, such as tuition reimbursement for his child's education in an international school, and benefits that are customary for Garmin's senior managers in Europe, such as a company car.

Executive Ownership; Policies Regarding Hedging

Garmin does not have formal executive stock ownership guidelines. However, Garmin executives have received in recent years a large portion of their total direct compensation in Garmin, time-based restricted stock units and stock options. Pursuant to the Garmin Ltd. Statement of Insider Trading Policy, Garmin strongly discourages the Named Executive Officers and other insiders from engaging in transactions pursuant to which they would hedge the economic risk of Garmin stock ownership. According to the Garmin Ltd. Statement of Insider Trading Policy, any Named Executive Officer or other insider who wishes to enter into such a hedging transaction must first pre-clear the proposed transaction with Garmin's Compliance Officer. Any such request for pre-clearance of a hedging or similar arrangement must be submitted to the Compliance Officer at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction. The Garmin Ltd. Statement of Insider Trading Policy also provides for quarterly black-out periods related to Garmin's quarterly earnings and other potential event specific black-out periods during which "Covered Persons", including Garmin directors, officers and designated employees who regularly come into contact with material nonpublic information, may not engage in transactions involving Garmin shares (other than pursuant to a qualified Rule 10b5-1(c) Trading Plan).

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Adjustment or Recovery of Awards or Payments

If the performance measures upon which compensation awards are based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, the Compensation Committee would consider on a case-by-case basis whether to adjust such award or recover such award from the executive who received the award. Garmin does not have a formal policy that would require such an adjustment to or recovery of such an award.

Tax and Accounting Considerations

The Compensation Committee reviews projections of the estimated accounting and tax impact of all material elements of the executive compensation program. Generally, an accounting expense is accrued over the requisite service period of the particular pay element (generally equal to the performance period) and Garmin realizes a tax deduction upon the payment to/realization by the executive.

Section 162(m) of the United States Internal Revenue Code (the “Code”) generally provides that publicly-held corporations may not deduct in the United States any one taxable year compensation in excess of $1 million paid to the Chief Executive Officer and certain other highly compensated executive officers unless such compensation qualifies as “performance-based compensation” as defined in the Code and related tax regulations. While the Compensation Committee considers the deductibility of awards as one factor in determining executive compensation, the Committee also looks at other factors in making its decision, as noted above, and retains the flexibility to grant awards it determines to be consistent with Garmin’s objectives for its executive compensation program even if the award is not deductible by Garmin for tax purposes.

Severance Benefits

Garmin does not have executive employment agreements or executive severance agreements with any of its executives.

Change-in-Control Benefits

If an executive’s employment is terminated without cause, or the executive resigns with good reason, within twelve months following a change in control of Garmin, all of the executive’s unvested stock options and stock appreciation rights (SARs) would immediately become exercisable and all of the executive’s unvested RSUs and performance shares would immediately become payable. Such accelerated vesting is the only benefit that would be received by the executives upon a change in control, and such benefit would also be received by all other Garmin employees who own unvested stock options, SARs, RSUs or performance shares. This change-in-control protection is designed to provide adequate protection for executives so that they may focus their efforts on effective leadership, rather than significant compensation loss, during a time that Garmin is considering or undertaking a change in control.

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EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

The following table shows 2012, 2011 and 2010 compensation for the Chief Executive Officer, the Chief Financial Officer and the three highest paid executive officers other than the Chief Executive Officer and the Chief Financial Officer (collectively, the "Named Executive Officers"):

2012 EXECUTIVE COMPENSATION TABLES

Name & Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)	SARs/Option Awards ($)(3)	All Other Compensation ($)(4)	Total ($)
Min H. Kao	2010	$ 500,011	$ 203	$ 0	$ 0	$ 82,263	$ 582,477
Executive Chairman	2011	$ 500,011	$ 203	$ 0	$ 0	$ 86,671	$ 586,885
	2012	$ 500,011	$ 203	$ 0	$ 0	$ 86,386	$ 586,600
Clifton A. Pemble	2010	$ 550,000	$ 203	$ 302,300	$ 0	$ 25,345	$ 877,848
President & Chief Executive Officer	2011	$ 550,000	$ 203	$ 301,821	$ 297,157	$ 25,345	$ 1,174,526
	2012	$ 600,000	$ 203	$ 459,375	$ 451,496	$ 25,970	$ 1,537,044
Kevin S. Rauckman	2010	$ 435,000	$ 203	$ 201,483	$ 0	$ 25,253	$ 661,939
Chief Financial Officer & Treasurer	2011	$ 435,000	$ 203	$ 201,214	$ 148,578	$ 25,345	$ 810,340
	2012	$ 500,000	$ 203	$ 216,154	$ 159,360	$ 30,095	$ 905,813
Andrew R. Etkind	2010	$ 435,000	$ 203	$ 201,483	$ 0	$ 29,378	$ 666,064
Vice President, General Counsel & Secretary	2011	$ 435,000	$ 203	$ 201,214	$ 0	$ 225,852	$ 862,269
	2012	$ 500,000	$ 0	$ 216,154	$ 0	$ 373,250	$ 1,089,404
Danny J. Bartel	2010	$ 380,000	$ 203	$ 141,023	$ 0	$ 29,299	$ 550,525
Vice President, Worldwide Sales	2011	$ 380,000	$ 203	$ 140,887	$ 0	$ 29,400	$ 550,490
	2012	$ 450,000	$ 3,311	$ 216,154	$ 0	$ 30,049	$ 699,514

(1)

Annual discretionary cash incentive awards based on financial and non-financial factors considered by the Compensation Committee, as discussed in the Compensation Discussion and Analysis section.

(2)

This column shows the grant date fair value with respect to the RSUs and performance shares granted in 2010, 2011 and 2012. See the Grants of Plan-Based Awards table for information on awards made in 2012.

(3)

This column shows the grant date fair value with respect to the SARs and stock options granted in 2010, 2011 and 2012. See the Grants of Plan-Based Awards table for information on awards made in 2012.

(4)

All Other Compensation for each of the Named Executives for 2010, 2011 and 2012 includes amounts contributed by the Company (in the form of profit sharing and matching contributions) to the trust and in the Named Executive Officers' benefit under the Company's qualified 401(k) plan. With respect to 2012, for each Named Executive Officer except Mr. Etkind $12,500 was contributed as a profit sharing contribution under the qualified 401(k) plan; Dr. Kao, Mr. Rauckman and Mr. Bartel received $16,875 in company matching contributions related to the qualified 401(k) plan; Mr. Pemble received $12,750 in company matching contributions related to the qualified 401 (k) plan. Dr. Kao's All Other Compensation includes payments in each of 2010, 2011 and 2012 for personal guarantees of Garmin Corporation, in accordance with Taiwan banking practice. In 2012, the amount of such payment to Dr. Kao was $56,506. Mr. Etkind's All Other Compensation in 2012 includes $259,053 cost of living adjustment, $52,213 Swiss pension plan contribution, $13,615 automobile allowance, and $48,369 private school tuition fees. All Other Compensation for 2010, 2011 and 2012 includes for all Named Executives premiums on life insurance.

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Grants of Plan-Based Awards

The following table provides information for each of the Named Executive Officers regarding 2012 grants of RSUs:

GRANTS OF PLAN-BASED AWARDS

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	G Date Va Stoc O
e	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)[1]	(#)[2]	(CHF/Sh)[2]	Awa
H. Kao											
on	12/10/2012							10,896			$ 45
mble	12/10/2012				-	-	-		45,260	$ 42.16	$ 45
n	12/10/2012							5,127			$ 21
uckman	12/10/2012				-	-	-		15,975	$ 42.16	$ 15
ew kind	12/10/2012							5,127			$ 21
y rtel	12/10/2012							5,127			$ 21

ds made in the form of Restricted Stock Units on December 10, 2012.

ds made in the form of options on December 10, 2012. The option price is determined based on the closing price of Garmin stock on th
nt.

column represents the grant date fair value of RSUs and options. For RSUs, that amount is calculated by multiplying the closing pr
in shares on the NASDAQ stock market on the date of grant by the number of shares awarded. For options, that amount is calculated u
-Scholes option pricing model with weighted average assumptions. For additional information on the valuation assumptions with resp

012 grants, refer to Note 9 of Garmin's financial statements in the Form 10-K for the fiscal year ended December 29, 2012, as filed w

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Outstanding Equity Awards at Fiscal Year-End

The following table provides information for each of the Named Executive Officers regarding outstanding equity awards held by them as of December 31, 2012:

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	Option Awards					Stock Awards			
me	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option/SAR Exercise Price ($)	Option/ SAR Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equ Incent P Awar Mar Pay Va Unearr Shar Ur or Otl Rig Tl Ha Not Ves ($
n H. o	-	-	-	-	-	-	-	-	
	20,000 (1)	-	-	$ 27.27	12/23/13	-	-	4,000 (3)	$ 160,(
	24,000 (1)	-	-	$ 19.94	09/23/14	-	-	4,000 (3)	$ 160,(
	5,644 (1)	22,576	-	$ 39.71	12/28/21	-	-	6,000 (3)	$ 240,(
	- (1)	45,260	-	$ 42.16	12/10/22	-	-	6,444 (3)	$ 257,'
fton A. mble	12,000 (2)	-	-	$ 21.59	06/23/15	-	-	10,896 (3)	$ 435,8
	15,000 (2)	-	-	$ 30.66	12/16/15	-	-	-	
	20,000 (2)	-	-	$ 46.15	06/09/16	-	-	-	

	20,000 (2)	-	-	$ 51.07	12/05/16	-	-	-	
	20,000 (2)	-	-	$ 63.31	06/08/17	-	-	-	
	25,000 (2)	-	-	$ 105.33	12/04/17	-	-	-	
	20,000 (2)	5,000	-	$ 50.97	06/06/18	-	-	-	
						-	-		
	20,000 (1)	-	-	$ 19.94	09/23/14	-	-	3,000 (3)	$ 120,
	2,822 (1)	11,288		$ 39.71	12/28/21	-	-	2,668 (3)	$ 106,
	- (1)	15,975		$ 42.16	12/10/22	-	-	3,999 (3)	$ 159,
vin S. uckman	10,000 (2)	-	-	$ 21.59	06/23/15	-	-	4,296 (3)	$ 171,
	12,000 (2)	-	-	$ 30.66	12/16/15	-	-	5,127 (3)	$ 205,
	15,000 (2)	-	-	$ 46.15	06/09/16	-	-	-	
	15,000 (2)	-	-	$ 51.07	12/05/16	-	-	-	
	15,000 (2)	-	-	$ 63.31	06/08/17	-	-	-	
	20,000 (2)	-	-	$ 105.33	12/04/17	-	-	-	
	16,000 (2)	4,000	-	$ 50.97	06/06/18	-	-	-	
	15,000 (2)	-	-	$ 46.15	06/09/16	-	-	3,000 (3)	$ 120,
drew R. kind	15,000 (2)	-	-	$ 51.07	12/05/16	-	-	2,668 (3)	$ 106,
	15,000 (2)	-	-	$ 63.31	06/08/17	-	-	3,999 (3)	$ 159,
	20,000 (2)	-	-	$ 105.33	12/04/17	-	-	4,296 (3)	$ 171,
	16,000 (2)	4,000	-	$ 50.97	06/06/18	-	-	5,127 (3)	$ 205,
						-	-	-	