

GARMIN LTD
Form 8-K
December 19, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**Current Report Pursuant to Section 13 or 15(d) of
the Securities Act of 1934**

Date of Report (Date of earliest event reported): December 17, 2012

GARMIN LTD.

(Exact name of registrant as specified in its charter)

Switzerland 0-31983 98-0229227
(State or other (Commission (I.R.S. Employer
jurisdiction File Number) Identification No.)
of incorporation)

Mühlentalstrasse 2

8200 Schaffhausen

Switzerland

(Address of principal executive offices)

Registrant's telephone number, including area code: +41 52 630 1600

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On December 17, 2012, Garmin Ltd. (the “Company”) announced that effective January 1, 2013 the Company’s Chairman and Chief Executive Officer, Dr. Min Kao, will resign as Chief Executive Officer and will assume the role of Executive Chairman of the Board of Directors, where he will continue to serve as the Chairman of the Board of Directors while also providing ongoing support to the Company’s strategic planning and business development processes.

(c) On December 17, 2012, the Company also announced that effective January 1, 2013 the Company’s Board of Directors appointed Clifton A. Pemble, age 46, to the position of Chief Executive Officer (in addition to his current position as President). Mr. Pemble has been President and Chief Operating Officer of the Company since October 2007, and he has been a member of the Company’s Board of Directors since August 2004. He has served as a director and officer of various subsidiaries of the Company since August 2003. He has been President and Chief Operating Officer of Garmin International, Inc. since October 2007. Previously, 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 the Company.

A copy of the Company’s press release dated December 17, 2012 is being furnished as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.

(d) Exhibits. The following exhibits are furnished herewith.

Exhibit No. Description

99.1

Press Release dated December 17, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GARMIN LTD.

Date: December 19, 2012 /s/ Andrew R. Etkind
Andrew R. Etkind
Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No. Description

| | |
|------|---------------------------------------|
| 99.1 | Press Release dated December 17, 2012 |
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