

GARMIN LTD  
Form 10-Q/A  
September 01, 2009

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 27, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-31983

\_\_\_\_\_  
GARMIN LTD.

(Exact name of Company as specified in its charter)

Cayman Islands  
(State or other jurisdiction  
of incorporation or organization)  
P.O. Box 10670, Grand Cayman KY1-1006  
Suite 3206B, 45 Market Street, Gardenia Court  
Camana Bay, Cayman Islands  
(Address of principal executive offices)

98-0229227  
(I.R.S. Employer identification no.)

N/A  
(Zip Code)

Company's telephone number, including area code: (345) 640-9050

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [] NO []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [] NO []

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

Number of shares outstanding of the Company's common shares as of July 31, 2009

Common Shares, \$.005 par value: 200,512,323

## Explanatory Note

The purpose of this amendment on Form 10-Q/A to Garmin Ltd.'s quarterly report on Form 10-Q for the period ended June 27, 2009, filed with the Securities and Exchange Commission on August 5, 2009 ("Form 10-Q"), is solely to furnish Exhibit 101 to the Form 10-Q, as required by Rule 405 of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

## ITEM 6 – Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 10.1*       | Best Buy Vendor Program Agreement and Addendum thereto dated March 30, 2009.   |
| 31.1*       | Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).   |
| 31.2*       | Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).   |
| 32.1*       | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2*       | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS**   | XBRL Instance Document   |
| 101.SCH**   | XBRL Taxonomy Extension Schema   |
| 101.CAL**   | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.LAB**   | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE**   | XBRL Taxonomy Extension Presentation Linkbase  |
| 101.DEF**   | XBRL Taxonomy Extension Definition Linkbase  |

\* Filed with our Form 10-Q as filed on August 5, 2009

\*\*Furnished with this Form 10-Q/A

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SIGNATURES

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

GARMIN LTD.

By

/s/ Kevin Rauckman  
Kevin Rauckman  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

Dated: September 1, 2009