
**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): February 14, 2014

GARMIN LTD.

(Exact name of registrant as specified in its charter)

**Switzerland
(State or other
jurisdiction
of incorporation)**

**0-31983
(Commission
File Number)**

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

**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))**
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 14, 2014, the Board of Directors of Garmin Ltd. (the “Company”) approved amendments to the Company’s Organizational Regulations to clarify the composition and responsibilities of the Company’s “Executive Management” for purposes of applicable Swiss laws. The amendments are effective as of February 14, 2014.

The foregoing description of the amendments to the Company’s Organizational Regulations is a summary and is qualified in its entirety by the text of the amendments, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The following exhibits are furnished herewith.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Text of Amendments to Organizational Regulations

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: February 17, 2014

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Text of Amendments to Organizational Regulations

Text of Amendments to Organizational Regulations

- 4.1 The Company shall have the following functions and committees:
- the board of directors (the “**Board of Directors**”);
 - the chairman of the Board of Directors (the “**Chairman of the Board of Directors**”);
 - the vice-chairman of the Board of Directors (“**Vice-Chairman**”)
 - the board committees established from time to time pursuant to these Organizational Regulations (the “**Board Committees**”);
 - the chief executive officer (the “**Chief Executive Officer**”);
 - the executive management of the Company (the “**Executive Management**”);
 - the president (the “**President**”);
 - one or more vice-presidents (“**Vice-Presidents**”);
 - ~~the executive management of the Company~~ (the “**Executive Management**”);
 - a secretary (the “**Secretary**”); and
 - one or more assistant secretaries (the “**Assistant Secretary**”).
- 11.1 To the extent permitted by applicable law and stock exchange rules, the Board of Directors herewith delegates, in the sense of Article 716b CO, the management of the Company to ~~the Chief Executive Officer and the Company's~~ Executive Management, as further set out in Part VII and Part IX of these Organizational Regulations.
- 21.1 The Chief Executive Officer shall have the general control and management of the business and affairs of the Company and direct the Company's Executive Management pursuant to Section 23.1 of these Organizational Regulations, subject to the direction and control of the Board of Directors. Under ~~the direction of the~~ Chief Executive Officer, the Executive Management shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall exercise or perform such other powers and duties as may from time to time be assigned to the Chief Executive Officer by the Board of Directors or any Board Committee empowered to authorize the same. The Chief Executive Officer may sign and execute in the name of the Company deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors or any Board Committee empowered to authorize the same.

Part VIII [INTENTIONALLY OMITTED] PRESIDENT

22 Powers and Duties

- ~~22.1 The President shall exercise or perform such powers and duties as may from time to time be assigned to the President by the Chief Executive Officer or the Board of Directors. The President may sign and execute in the name of the Company deeds, mortgages, bonds, contracts or other instruments authorized by the Chief Executive Officer, Board of Directors or any Board Committee empowered to authorize the same.~~

Part IX EXECUTIVE MANAGEMENT, OTHER OFFICERS

23 Composition of the Executive Management | Powers and Duties

- 23.1 The Executive Management shall include the Chief Executive Officer and such other officers expressly designated by the Board of Directors to be members of the Executive Management. Under the direction of the Chief Executive Officer, the Executive Management shall have the primary responsibility to make significant operational decisions to implement the Company's strategic

objectives. The Chief Executive Officer shall define the organization of the Executive Management, and manage and supervise the other members of Executive Management. The Chief Executive Officer may delegate specific tasks and responsibilities to the other members of Executive Management.

23.2 The President shall exercise or perform such powers and duties as may from time to time be assigned to the President by the Board of Directors or the Chief Executive Officer. The President may sign and execute in the name of the Company deeds, mortgages, bonds, contracts or other instruments authorized by the Chief Executive Officer, Board of Directors or any Board Committee empowered to authorize the same.

~~24~~ **Support for Chief Executive Officer [Intentionally Omitted]**

~~24.1 The Executive Management supports the Chief Executive Officer in the discharge of his powers and duties. It has consultative and coordinating functions.~~

29.1 These Organizational Regulations, and any amendment thereto, shall become effective upon approval by the Board of Directors.

Approved by the Board of Directors in ~~Zurich~~ Grand Cayman, Cayman Islands, on 14 February 2014. ~~27 June 2010~~.