

Pepper Charles
Form 4
June 11, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pepper Charles

(Last) (First) (Middle)

5424 MOHAWK

(Street)

FAIRWAY, KS 66205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GARMIN LTD [GRMN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Registered Shares	06/05/2018		F	250 ⁽¹⁾ D (A) or (D)	\$ 61.69	22,177 ⁽²⁾	D
Registered Shares	06/08/2018		A	2,594 ⁽³⁾ A	\$ 0	24,771 ⁽⁴⁾	D
Registered Shares	06/09/2018		F	218 ⁽⁵⁾ D	\$ 61.85	24,553 ⁽⁶⁾	D
Registered Shares	06/10/2018		F	271 ⁽⁷⁾ D	\$ 61.85	24,282 ⁽⁸⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pepper Charles 5424 MOHAWK FAIRWAY, KS 66205	X

Signatures

By Andrew R. Etkind,
Attorney-in-Fact 06/11/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On June 5, 2018, 1,000 shares that were acquired pursuant to an award of restricted stock units on June 5, 2015 vested and were released to the reporting person. Of these 1,000 shares, 250 were withheld to pay a resulting tax liability.
- (2) Includes 4,772 unvested shares as of this date that were acquired pursuant to previously granted restricted stock unit awards.
- (3) Shares were acquired pursuant to a grant of restricted stock units under the Garmin Ltd. 2011 Non-Employee Directors' Equity Incentive Plan. The award vests in three equal annual installments beginning on June 8, 2019.
- (4) Includes (a) the 2,594 unvested shares that were acquired pursuant to the grant of the restricted stock unit award described in Footnote 3 and (b) a total of 4,772 additional unvested shares that were acquired pursuant to previously granted restricted stock units awards.
- (5) On June 9, 2018, 870 shares that were acquired pursuant to an award of restricted stock units on June 9, 2017 vested and were released to the reporting person. Of these 870 shares, 218 were withheld to pay a resulting tax liability.
- (6) Includes 6,496 unvested shares as of this date that were acquired pursuant to previously granted restricted stock unit awards.

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- (7) On June 10, 2018, 1,082 shares that were acquired pursuant to an award of restricted stock units on June 10, 2016 vested and were released to the reporting person. Of these 1,082 shares, 271 were withheld to pay a resulting tax liability.
- (8) Includes 5,414 unvested shares as of this date that were acquired pursuant to previously granted restricted stock unit awards.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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