

GARMIN LTD
Form 10-Q
November 06, 2007

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

FORM 10-Q

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

For the quarterly period ended September 29, 2007

or

**o 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)

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

5th Floor, Harbour Place, P.O. Box 30464
SMB,
103 South Church Street
George Town, Grand Cayman KY 1-1202
Cayman Islands
(Address of principal executive offices)

N/A
(Zip Code)

Company's telephone number, including area code: **(345) 946-5203**

No Changes

(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

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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 November 4, 2007

Common Shares, \$.005 par value: 216,882,131

Garmin Ltd.
Form 10-Q
Quarter Ended September 29, 2007

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Garmin Ltd.
Form 10-Q
Quarter Ended September 29, 2007

Part I - Financial Information

Item 1. Condensed Consolidated Financial Statements (Unaudited)

Introductory Comments

The Condensed Consolidated Financial Statements of Garmin Ltd. ("Garmin" or the "Company") included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the United States Securities and Exchange Commission. Certain information and note disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to enable a reasonable understanding of the information presented. These Condensed Consolidated Financial Statements should be read in conjunction with the audited financial statements and the notes thereto for the year ended December 30, 2006. Additionally, the Condensed Consolidated Financial Statements should be read in conjunction with Item 2 of Management's Discussion and Analysis of Financial Condition and Results of Operations, included in this Form 10-Q.

The results of operations for the 13-week and 39-week periods ended September 29, 2007 are not necessarily indicative of the results to be expected for the full year 2007.

Garmin Ltd. And Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands, except share information)

| | September 29, 2007 | December 30, 2006 |
|--|-----------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 703,749 | \$ 337,321 |
| Marketable securities | 58,668 | 73,033 |
| Accounts receivable, net | 520,538 | 403,524 |
| Inventories, net | 493,739 | 271,008 |
| Deferred income taxes | 57,700 | 55,996 |
| Prepaid expenses and other current assets | 23,538 | 28,202 |
| Total current assets | 1,857,932 | 1,169,084 |
| Property and equipment, net | 358,578 | 250,988 |
| Marketable securities | 263,735 | 407,843 |
| Restricted cash | 1,580 | 1,525 |
| Licensing agreements, net | 14,398 | 3,307 |
| Other intangible assets, net | 149,277 | 64,273 |
| Total assets | \$ 2,645,500 | \$ 1,897,020 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 236,044 | \$ 88,375 |
| Salaries and benefits payable | 32,524 | 16,268 |
| Accrued sales programs | 77,177 | - |
| Accrued warranty costs | 55,225 | 37,639 |
| Other accrued expenses | 131,959 | 100,732 |
| Income taxes payable | 35,033 | 94,668 |
| Total current liabilities | 567,962 | 337,682 |
| Long-term debt, less current portion | 603 | 248 |
| Deferred income taxes | 1,219 | 1,191 |
| Other liabilities | 90,505 | - |
| Stockholders' equity: | | |
| Common stock, \$0.005 par value, 1,000,000,000 shares authorized: | | |
| Issued and outstanding shares - 216,931,000 as of September 29, 2007 and 216,098,000 as of December 30, 2006 | 1,086 | 1,082 |
| Additional paid-in capital | 123,025 | 83,438 |
| Retained earnings | 1,863,867 | 1,478,654 |
| Accumulated other comprehensive loss | (2,767) | (5,275) |

| | | | | |
|--|----|-----------|----|-----------|
| Total stockholders' equity | | 1,985,211 | | 1,557,899 |
| Total liabilities and stockholders' equity | \$ | 2,645,500 | \$ | 1,897,020 |

See accompanying notes.

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Garmin Ltd. And Subsidiaries
Condensed Consolidated Statements of Income (Unaudited)
(In thousands, except per share information)

| | 13-Weeks Ended | | 39-Weeks Ended | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 29, 2007 | September 30, 2006 | September 29, 2007 | September 30, 2006 |
| Net sales | \$ 728,673 | \$ 407,997 | \$ 1,963,298 | \$ 1,162,776 |
| Cost of goods sold | 386,822 | 209,137 | 1,009,028 | 584,843 |
| Gross profit | 341,851 | 198,860 | 954,270 | 577,933 |
| Selling, general and administrative expenses | 87,060 | 47,489 | 248,358 | 140,167 |
| Research and development expense | 40,634 | 30,399 | 111,863 | 82,105 |
| | 127,694 | 77,888 | 360,221 | 222,272 |
| Operating income | 214,157 | 120,972 | 594,049 | 355,661 |
| Other income (expense): | | | | |
| Interest income | 11,798 | 9,622 | 31,997 | 25,464 |
| Interest expense | (273) | (2) | (328) | (14) |
| Foreign currency | (3,626) | 14,874 | 3,493 | 10,386 |
| Other | 570 | 70 | 959 | 3,507 |
| | 8,469 | 24,564 | 36,121 | 39,343 |
| Income before income taxes | 222,626 | 145,536 | 630,170 | 395,004 |
| Income tax provision | 29,119 | 22,558 | 82,426 | 61,226 |
| Net income | \$ 193,507 | \$ 122,978 | \$ 547,744 | \$ 333,778 |
| Net income per share: | | | | |
| Basic | \$ 0.89 | \$ 0.57 | \$ 2.53 | \$ 1.54 |
| Diluted | \$ 0.88 | \$ 0.56 | \$ 2.50 | \$ 1.52 |
| Weighted average common shares outstanding: | | | | |
| Basic | 216,773 | 216,317 | 216,456 | 216,502 |
| Diluted | 220,644 | 218,866 | 219,482 | 218,878 |

See accompanying notes.

Garmin Ltd. And Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

| | 39-Weeks Ended | |
|---|-------------------------------|-------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Operating Activities: | | |
| Net income | \$ 547,744 | \$ 333,778 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 22,786 | 15,447 |
| Amortization | 18,803 | 19,844 |
| Loss (gain) on sale of property and equipment | 71 | (8) |
| Provision for doubtful accounts | 3,467 | 796 |
| Deferred income taxes | (1,157) | (29,867) |
| Foreign currency transaction gains/losses | 3,232 | (19,724) |
| Provision for obsolete and slow moving inventories | 21,502 | 15,260 |
| Stock compensation expense | 8,830 | 8,378 |
| Realized gains on marketable securities | - | (3,852) |
| Changes in operating assets and liabilities, net of acquisitions: | | |
| Accounts receivable | (90,497) | (79,648) |
| Inventories | (234,920) | (148,891) |
| Other current assets | 4,510 | (1,192) |
| Accounts payable | 117,034 | 48,720 |
| Other current and non-current liabilities | 147,608 | 69,704 |
| Income taxes | 9,486 | 22,866 |
| Purchase of licenses | (22,594) | (2,486) |
| Net cash provided by operating activities | 555,905 | 249,125 |
| Investing activities: | | |
| Purchases of property and equipment | (128,893) | (45,476) |
| Purchase of intangible assets | (2,481) | (1,513) |
| Purchase of marketable securities | (983,716) | (348,621) |
| Redemption of marketable securities | 1,141,431 | 197,008 |
| Change in restricted cash | (56) | (104) |
| Proceeds from asset sale | 4 | 75 |
| Net cash paid for acquisition of businesses | (84,126) | - |
| Net cash used in investing activities | (57,837) | (198,631) |
| Financing activities: | | |
| Proceeds from issuance of common stock | 15,358 | 10,042 |
| Dividends | (162,531) | - |
| Stock repurchase | - | (50,451) |
| Payments on long term debt | (218) | - |
| Tax benefit related to stock option exercise | 15,776 | 7,453 |
| Net cash used in financing activities | (131,615) | (32,956) |
| Effect of exchange rate changes on cash and cash equivalents | (25) | (167) |

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| | | | | |
|--|----|---------|----|---------|
| Net increase in cash and cash equivalents | | 366,428 | | 17,371 |
| Cash and cash equivalents at beginning of period | | 337,321 | | 334,352 |
| Cash and cash equivalents at end of period | \$ | 703,749 | \$ | 351,723 |

See accompanying notes.

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Garmin Ltd. and Subsidiaries**Notes to Condensed Consolidated Financial Statements (Unaudited)****September 29, 2007****(In thousands, except share and per share information)****1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the 13-week and 39-week periods ended September 29, 2007 are not necessarily indicative of the results that may be expected for the year ending December 29, 2007.

The condensed consolidated balance sheet at December 30, 2006 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 30, 2006.

The Company's fiscal year is based on a 52-53 week period ending on the last Saturday of the calendar year. Therefore the financial results of certain fiscal years, and the associated 14-week quarters, will not be exactly comparable to the prior and subsequent 52-week fiscal years and the associated quarters having only 13-weeks. The quarters ended September 29, 2007 and September 30, 2006 both contain operating results for 13-weeks for both year-to-date periods.

2. Inventories

The components of inventories consist of the following:

| | September 29, 2007 | December 30, 2006 |
|----------------------------|-------------------------------|------------------------------|
| Raw materials | \$ 152,119 | \$ 85,040 |
| Work-in-process | 66,922 | 42,450 |
| Finished goods | 297,777 | 160,748 |
| Inventory reserves | (23,079) | (17,230) |
| Inventory, net of reserves | \$ 493,739 | \$ 271,008 |

3. Share Repurchase Plan

The Board of Directors approved a share repurchase program on August 3, 2006, authorizing the Company to purchase up to 3.0 million shares of Garmin Ltd.'s common stock as market and business conditions warrant. The share repurchase authorization expires on December 31, 2007. There were no shares purchased during the 39-week period ending September 29, 2007.

4. Earnings Per Share

The following table sets forth the computation of basic and diluted net income per share (in thousands, except per share information):

| | 13-Weeks Ended | |
|--|-------------------------------|-------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Numerator: | | |
| Numerator for basic and diluted net income per share - net income | \$ 193,507 | \$ 122,978 |
| Denominator: | | |
| Denominator for basic net income per share - weighted-average common shares | 216,773 | 216,317 |
| Effect of dilutive securities - employee stock options | 3,871 | 2,549 |
| Denominator for diluted net income per share - adjusted weighted-average common shares | 220,644 | 218,866 |
| Basic net income per share | \$ 0.89 | \$ 0.57 |
| Diluted net income per share | \$ 0.88 | \$ 0.56 |

| | 39-Weeks Ended | |
|--|-------------------------------|-----------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Numerator: | | |
| Numerator for basic and diluted net income per share - net income | \$ 547,744 | \$ 333,778 |
| Denominator: | | |
| Denominator for basic net income per share - weighted-average common shares | 216,456 | 216,502 |
| Effect of dilutive securities - employee stock options | 3,026 | 2,376 |
| Denominator for diluted net income per share - adjusted weighted-average common shares | 219,482 | 218,878 |
| Basic net income per share | \$ 2.53 | \$ 1.54 |
| Diluted net income per share | \$ 2.50 | \$ 1.52 |

There were 13,615 anti-dilutive options for the 13-week period ended September 29, 2007. There were 1,153,121 anti-dilutive options for the 13-week period ended September 30, 2006.

There were 605,174 anti-dilutive options for the 39-week period ended September 29, 2007. There were 503,267 anti-dilutive options for the 39-week period ended September 30, 2006.

There were 751,734 shares issued as a result of exercises of stock appreciation rights and stock options for the 39-week period ended September 29, 2007.

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5. Comprehensive Income

Comprehensive income is comprised of the following (in thousands):

| | 13-Weeks Ended | |
|---|-----------------------|-----------------------|
| | September 29, 2007 | September 30, 2006 |
| Net income | \$ 193,507 | \$ 122,978 |
| Translation adjustment | 9,981 | (17,438) |
| Change in fair value of available-for-sale marketable securities, net of deferred taxes | 1,781 | 4,770 |
| Comprehensive income | \$ 205,269 | \$ 110,310 |

| | 39-Weeks Ended | |
|---|-----------------------|-----------------------|
| | September 29, 2007 | September 30, 2006 |
| Net income | \$ 547,744 | \$ 333,778 |
| Translation adjustment | (555) | (15,870) |
| Change in fair value of available-for-sale marketable securities, net of deferred taxes | 3,061 | (834) |
| Comprehensive income | \$ 550,250 | \$ 317,074 |

6. Segment Information

Net sales, operating income, and income before taxes for each of the Company's reportable segments are presented below:

| | Reportable Segments | | | | | Total |
|--|---------------------|------------|-----------------|------------|--------------|-------|
| | Outdoor/ Fitness | Marine | Auto/ Mobile | Aviation | | |
| 13-Weeks Ended September 29, 2007 | | | | | | |
| Net sales to external customers | \$ 87,747 | \$ 47,659 | \$ 518,939 | \$ 74,328 | \$ 728,673 | |
| Operating income | \$ 30,178 | \$ 15,623 | \$ 141,855 | \$ 26,501 | \$ 214,157 | |
| Income before taxes | \$ 30,663 | \$ 16,075 | \$ 148,651 | \$ 27,237 | \$ 222,626 | |
| 13-Weeks Ended September 30, 2006 | | | | | | |
| Net sales to external customers | \$ 70,651 | \$ 40,588 | \$ 237,981 | \$ 58,777 | \$ 407,997 | |
| Operating income | \$ 28,817 | \$ 13,659 | \$ 59,517 | \$ 18,979 | \$ 120,972 | |
| Income before taxes | \$ 32,261 | \$ 15,547 | \$ 77,311 | \$ 20,417 | \$ 145,536 | |
| 39-Weeks Ended September 29, 2007 | | | | | | |
| Net sales to external customers | \$ 225,437 | \$ 170,433 | \$ 1,343,460 | \$ 223,968 | \$ 1,963,298 | |
| Operating income | \$ 79,986 | \$ 60,033 | \$ 370,448 | \$ 83,582 | \$ 594,049 | |

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| | | | | | | | | | | |
|---------------------|----|--------|----|--------|----|---------|----|--------|----|---------|
| Income before taxes | \$ | 84,257 | \$ | 63,225 | \$ | 396,905 | \$ | 85,783 | \$ | 630,170 |
|---------------------|----|--------|----|--------|----|---------|----|--------|----|---------|

**39-Weeks Ended September 30,
2006**

| | | | | | | | | | | |
|---------------------------------|----|---------|----|---------|----|---------|----|---------|----|-----------|
| Net sales to external customers | \$ | 205,412 | \$ | 141,406 | \$ | 644,097 | \$ | 171,861 | \$ | 1,162,776 |
| Operating income | \$ | 85,116 | \$ | 53,718 | \$ | 155,782 | \$ | 61,045 | \$ | 355,661 |
| Income before taxes | \$ | 89,301 | \$ | 57,841 | \$ | 185,801 | \$ | 62,061 | \$ | 395,004 |

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Allocation of certain research and development expenses, and selling, general, and administrative expenses are made to each segment on a percent of revenue basis.

Net Sales and long-lived assets (property and equipment) by geographic area are as follows as of and for the 39-week periods ended September 29, 2007 and September 30, 2006:

| | North America | | Asia | | Europe | | Total |
|---------------------------------|--------------------------|----|-------------|----|---------------|----|--------------|
| September 29, 2007 | | | | | | | |
| Net sales to external customers | \$ 1,231,341 | \$ | 100,900 | \$ | 631,057 | \$ | 1,963,298 |
| Long-lived assets | \$ 169,828 | \$ | 143,895 | \$ | 44,855 | \$ | 358,578 |
| September 30, 2006 | | | | | | | |
| Net sales to external customers | \$ 699,987 | \$ | 63,170 | \$ | 399,619 | \$ | 1,162,776 |
| Long-lived assets | \$ 142,791 | \$ | 64,152 | \$ | 2,192 | \$ | 209,135 |

7. Income Taxes

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), on December 31, 2006, the beginning of fiscal year 2007. As a result of the implementation of FIN 48, the Company has not recognized a material increase or decrease in the liability for unrecognized tax benefits. The total amount of unrecognized tax benefits as of the date of adoption is \$70.5 million including interest of \$3.3 million. The total amount of unrecognized tax benefits as of September 29, 2007 is \$90.3 million including interest of \$4.9 million. The September 29, 2007 balance of \$90.3 million of unrecognized tax benefits, if recognized, would reduce the effective tax rate. None of the unrecognized tax benefits are due to uncertainty in the timing of deductibility.

FIN 48 requires unrecognized tax benefits to be classified as non-current liabilities, except for the portion that is expected to be paid within one year of the balance sheet date. The Company previously classified these amounts as current liabilities, however after the adoption, the entire \$90.3 million is required to be classified as non-current at September 29, 2007.

Interest expense and penalties, if any, accrued on the unrecognized tax benefits are reflected in income tax expense. \$0.5 million of interest is included in income tax expense for the quarter ending September 29, 2007. At September 29, 2007 and at December 30, 2006, the Company had accrued approximately \$4.9 million and \$3.3 million respectively for interest. The Company had no amounts accrued for penalties as the nature of the unrecognized tax benefits, if recognized, would not warrant the imposition of penalties.

The Company files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. The Company is no longer subject to US federal, state, or local tax examinations by tax authorities for years prior to 2003. The Company also considers 2003 and 2004 US federal returns to have been effectively settled due to the completion of audit examination by the Internal Revenue Service. The Company is no longer subject to Taiwan income tax examinations by tax authorities for years prior to 2001. The Company is no longer subject to United Kingdom tax examinations by tax authorities for years prior to 2005.

The Company believes that it is reasonably possible that \$5.0 million of its reserves for certain unrecognized tax benefits will decrease within the next 12 months as the result of the statute of limitations expiring related to an uncertain tax benefit associated with transfer pricing. This potential decrease in unrecognized tax benefits would impact the Company's effective tax rate within the next 12 months.

8. Warranty Reserves

The Company's products sold are generally covered by a warranty for periods ranging from one to two years. The Company's estimate of costs to service its warranty obligations are based on historical experience and expectation of future conditions and are recorded as a liability on the balance sheet. The following reconciliation provides an illustration of changes in the aggregate warranty reserve.

| | 13-Weeks Ended | |
|---|-------------------------------|-------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Balance - beginning of the period | \$ 49,725 | \$ 24,906 |
| Accrual for products sold during the period | 28,379 | 15,135 |
| Expenditures | (22,879) | (11,068) |
| Balance - end of the period | \$ 55,225 | \$ 28,973 |

| | 39-Weeks Ended | |
|---|-------------------------------|-------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Balance - beginning of the period | \$ 37,639 | \$ 18,817 |
| Accrual for products sold during the period | 65,979 | 32,731 |
| Expenditures | (48,393) | (22,575) |
| Balance - end of the period | \$ 55,225 | \$ 28,973 |

9. Commitments

Pursuant to certain supply agreements, the Company is contractually committed to make purchases of approximately \$10.3 million over the next 5 years.

10. Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("SFAS No. 157"). SFAS No. 157 establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements. This statement is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company will be required to adopt SFAS No. 157 in the first quarter of fiscal year 2008. We do not expect the adoption of SFAS No. 157 to have a material impact on our financial reporting and disclosure.

In February 2007, the FASB issued Statement of Financial Accounting Standards ("SFAS No. 159"), "The Fair Value Option for Financial Assets and Financial Liabilities." SFAS No. 159 allows entities the option to measure eligible financial instruments at fair value as of specified dates. Such election, which may be applied on an instrument by instrument basis, is typically irrevocable once elected. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007, and early application is allowed under certain circumstances. Management is currently evaluating the requirements of SFAS No. 159 and has not yet determined the impact, if any, on the Company's consolidated financial statements.

11. Acquisitions

In the first quarter of 2007, Garmin Ltd. acquired EME Tec Sat SAS (the exclusive distributor of Garmin's consumer products in France and now renamed Garmin France), Digital Cyclone, Inc. (a location based services provider), and the assets of Nautamatic Marine Systems, Inc. (a manufacturer of the TR-1 Gold and Gladiator marine autopilots). In the third quarter of 2007, Garmin Ltd. acquired GPS Gesellschaft fur Professionelle Satellitennavigation mbH (Garmin's exclusive distributor of consumer products in Germany and now renamed Garmin Deutschland GmbH). These companies were acquired for \$99.2M less \$15.1M cash acquired. The preliminary purchase price allocation resulted in an increase in goodwill and intangible assets of \$87.9M. These acquisitions are not material, either individually or in aggregate, therefore supplemental pro forma information is not presented.

On July 17, 2007, Garmin Ltd. announced its intent to acquire Electronica Trepas SA, the distributor of Garmin's consumer products in Spain. This acquisition is not expected to be material.

On August 3, 2007, Garmin Ltd. announced its intent to acquire Synergy S.p.A, the distributor of Garmin's consumer products in Italy. This acquisition is not expected to be material.

12. Subsequent Events

On October 11, 2007, Garmin Ltd. announced its intent to acquire Fairpoint Navigation A/S, the distributor of Garmin's consumer products in Denmark. This acquisition is not expected to be material.

On October 31, 2007, Garmin Ltd. announced its intent to make a public offer for all of the outstanding shares of Tele Atlas N.V. on a fully diluted basis at an indicative offer price of €24.50 in cash per share, implying an equity value for Tele Atlas of €2.3 billion, or approximately \$3.3 billion. In addition to its cash and marketable securities balance in excess of \$1 billion, Garmin has secured financing commitments from two banks which are sufficient for the intended offer. As of the offer date, Garmin Ltd. owns greater than 5% of the outstanding shares of Tele Atlas N.V. This transaction will be material, and supplemental pro forma information will be presented as appropriate in future filings.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion set forth below, as well as other portions of this Quarterly Report, contains statements concerning potential future events. Such forward-looking statements are based upon assumptions by our management, as of the date of this Quarterly Report, including assumptions about risks and uncertainties faced by the Company. Readers can identify these forward-looking statements by their use of such verbs as expects, anticipates, believes or similar verbs or conjugations of such verbs. If any of our assumptions prove incorrect or should unanticipated circumstances arise, our actual results could materially differ from those anticipated by such forward-looking statements. The differences could be caused by a number of factors or combination of factors including, but not limited to, those factors identified in the Company's Annual Report on Form 10-K for the year ended December 30, 2006. This report has been filed with the Securities and Exchange Commission (the "SEC" or the "Commission") in Washington, D.C. and can be obtained by contacting the SEC's public reference operations or obtaining it through the SEC's web site on the World Wide Web at <http://www.sec.gov>. Readers are strongly encouraged to consider those factors when evaluating any forward-looking statement concerning the Company. The Company will not update any forward-looking statements in this Quarterly Report to reflect future events or developments.

The information contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Condensed Consolidated Financial Statements and Notes thereto included in this Form 10-Q and the audited financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 30, 2006.

The Company is a leading worldwide provider of navigation, communications and information devices, most of which are enabled by Global Positioning System, or GPS, technology. We operate in four business segments, the outdoor/fitness, marine, automotive/mobile and aviation markets. Our segments offer products through our network of independent dealers and distributors. However, the nature of products and types of customers for the four segments may vary significantly. As such, the segments are managed separately.

Results of Operations

The following table sets forth our results of operations as a percentage of net sales during the periods shown:

| | 13-Weeks Ended | |
|-------------------------------------|-------------------------------|-------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Net sales | 100.0% | 100.0% |
| Cost of goods sold | 53.1% | 51.3% |
| Gross profit | 46.9% | 48.7% |
| Research and development | 5.6% | 7.5% |
| Selling, general and administrative | 11.9% | 11.6% |
| Total operating expenses | 17.5% | 19.1% |
| Operating income | 29.4% | 29.6% |
| Other income (expense), net | 1.2% | 6.0% |
| Income before income taxes | 30.6% | 35.6% |
| Provision for income taxes | 4.0% | 5.5% |
| Net income | 26.6% | 30.1% |

| | 39-Weeks Ended | |
|-------------------------------------|-------------------------------|-------------------------------|
| | September 29, 2007 | September 30, 2006 |
| Net sales | 100.0% | 100.0% |
| Cost of goods sold | 51.4% | 50.3% |
| Gross profit | 48.6% | 49.7% |
| Research and development | 5.7% | 7.1% |
| Selling, general and administrative | 12.6% | 12.0% |
| Total operating expenses | 18.3% | 19.1% |
| Operating income | 30.3% | 30.6% |
| Other income (expense), net | 1.8% | 3.4% |
| Income before income taxes | 32.1% | 34.0% |
| Provision for income taxes | 4.2% | 5.3% |
| Net income | 27.9% | 28.7% |

The Company manages its operations in four segments: outdoor/fitness, marine, automotive/mobile, and aviation, and each of its segments employs the same accounting policies. Allocation of certain research and development expenses, and selling, general, and administrative expenses are made to each segment on a percent of revenue basis. The following table sets forth our results of operations (in thousands) including revenue (net sales), gross profit, and operating income for each of our four segments during the periods shown. For each line item in the table, the total of the outdoor/fitness, marine, automotive/mobile, and aviation segments' amounts equals the amount in the condensed consolidated statements of income included in Item 1.

| | Reportable Segments | | | | Total |
|--|---------------------|------------|-----------------|------------|--------------|
| | Outdoor/ Fitness | Marine | Auto/ Mobile | Aviation | |
| 13-Weeks Ended September 29, 2007 | | | | | |
| Net sales to external customers | \$ 87,747 | \$ 47,659 | \$ 518,939 | \$ 74,328 | \$ 728,673 |
| Gross profit | \$ 46,553 | \$ 25,170 | \$ 221,148 | \$ 48,980 | \$ 341,851 |
| Operating income | \$ 30,178 | \$ 15,623 | \$ 141,855 | \$ 26,501 | \$ 214,157 |
| 13-Weeks Ended September 30, 2006 | | | | | |
| Net sales to external customers | \$ 70,651 | \$ 40,588 | \$ 237,981 | \$ 58,777 | \$ 407,997 |
| Gross profit | \$ 39,803 | \$ 21,645 | \$ 99,708 | \$ 37,704 | \$ 198,860 |
| Operating income | \$ 28,817 | \$ 13,659 | \$ 59,517 | \$ 18,979 | \$ 120,972 |
| 39-Weeks Ended September 29, 2007 | | | | | |
| Net sales to external customers | \$ 225,437 | \$ 170,433 | \$ 1,343,460 | \$ 223,968 | \$ 1,963,298 |
| Gross profit | \$ 123,616 | \$ 92,704 | \$ 591,400 | \$ 146,550 | \$ 954,270 |
| Operating income | \$ 79,986 | \$ 60,033 | \$ 370,448 | \$ 83,582 | \$ 594,049 |
| 39-Weeks Ended September 30, 2006 | | | | | |
| Net sales to external customers | \$ 205,412 | \$ 141,406 | \$ 644,097 | \$ 171,861 | \$ 1,162,776 |
| Gross profit | \$ 118,615 | \$ 79,484 | \$ 269,855 | \$ 109,979 | \$ 577,933 |
| Operating income | \$ 85,116 | \$ 53,718 | \$ 155,782 | \$ 61,045 | \$ 355,661 |

Comparison of 13-Weeks Ended September 29, 2007 and September 30, 2006**Net Sales**

| | 13-weeks ended September 29, 2007 | | 13-weeks ended September 30, 2006 | | Quarter over Quarter | |
|-------------------|--------------------------------------|------------------|--------------------------------------|------------------|----------------------|--------------|
| | Net Sales | % of Revenues | Net Sales | % of Revenues | \$ Change | % Change |
| | | | | | | |
| Outdoor/Fitness | \$ 87,747 | 12.1% | \$ 70,651 | 17.3% | \$ 17,096 | 24.2% |
| Marine | 47,659 | 6.5% | 40,588 | 9.9% | 7,071 | 17.4% |
| Automotive/Mobile | 518,939 | 71.2% | 237,981 | 58.4% | 280,958 | 118.1% |
| Aviation | 74,328 | 10.2% | 58,777 | 14.4% | 15,551 | 26.5% |
| Total | \$ 728,673 | 100.0% | \$ 407,997 | 100.0% | \$ 320,676 | 78.6% |

Increases in sales of 78.6% for the 13-week period ended September 29, 2007 were primarily due to a strong response to automotive product offerings. However, the aviation, marine, and outdoor/fitness segments all showed growth during the quarter. Automotive/mobile revenue became a significantly larger portion of our revenue mix, rising from 58.4% in the third quarter of 2006 to 71.2% in the third quarter of 2007. Approximately 41% of sales in the third quarter of 2007 were generated from products introduced in the last twelve months.

Total unit sales increased 119% to 2,688,000 in the third quarter of 2007 from 1,227,000 in the same period of 2006. The higher unit sales volume in the third quarter of fiscal 2007 was primarily attributable to strong sales of automotive products during the third quarter, although unit growth also occurred in the outdoor/fitness segment during the quarter.

Automotive/mobile segment revenue grew the fastest during the quarter, up 118% from the year-ago quarter, on the strength of nüvi, c-series, and other personal navigation devices (PNDs). Our aviation segment also performed well, as demand for our GMX 200, WAAS-enabled retrofit products, and WAAS upgrades to previously installed products continued to be strong. Revenues in our outdoor/fitness segment grew relative to the third quarter of 2006 due to positive customer response to new product offerings. The marine segment showed strong growth during the quarter when compared with the third quarter of 2006, driven by continued customer interest in new products released in the first half of 2007.

Gross Profit

| | 13-weeks ended September 29, 2007 | | 13-weeks ended September 30, 2006 | | Quarter over Quarter | |
|-------------------|--------------------------------------|------------------|--------------------------------------|------------------|----------------------|--------------|
| | Gross Profit | % of Revenues | Gross Profit | % of Revenues | \$ Change | % Change |
| | | | | | | |
| Outdoor/Fitness | \$ 46,553 | 53.1% | \$ 39,803 | 56.3% | \$ 6,750 | 17.0% |
| Marine | 25,170 | 52.8% | 21,645 | 53.3% | 3,525 | 16.3% |
| Automotive/Mobile | 221,148 | 42.6% | 99,708 | 41.9% | 121,440 | 121.8% |
| Aviation | 48,980 | 65.9% | 37,704 | 64.1% | 11,276 | 29.9% |
| Total | \$ 341,851 | 46.9% | \$ 198,860 | 48.7% | \$ 142,991 | 71.9% |

Gross profit dollars in the third quarter of 2007 grew 71.9% and gross profit margin percentage declined 180 basis points over the third quarter of 2006. Third quarter gross profit margins decreased to 53.1% and 52.8% in the outdoor/fitness and marine segments respectively, when compared to the same quarter in 2006. Third quarter 2007 gross profit margins increased to 42.6% and 65.9% in the automotive/mobile and aviation segments, respectively, when compared with the third quarter of 2006.

Gross profit margin percentage for the Company overall decreased primarily as a result of the automotive/mobile segment becoming a significantly larger percentage of the Company's product mix during a quarter. While this segment's margin improved 70 basis points, it has the lowest gross margin of our four businesses. While the automotive/mobile segment is by nature a lower-margin business, more units sold in the U.S. than in Europe, coupled with a less aggressive than anticipated pricing environment for the segment resulted in both a small gross margin improvement and strong gross margin dollar growth within the segment. Continued seasonally strong sales of new products in the marine retail channel provided off-season support for marine margins, which remained within historic ranges. Declines in gross margin in the outdoor/fitness segment as a result of a more mature product mix pressured gross margins for the Company during the quarter. Product mix in the aviation segment resulted in a 180 basis point margin increase for the segment relative to the year-ago quarter, and the aviation segment's strong gross margin profile continued to provide gross margin support for the Company.

Selling, General and Administrative Expenses

| | 13-weeks ended September 29, 2007 | | | 13-weeks ended September 30, 2006 | | Quarter over Quarter | |
|-------------------|---|------------------|-----------|---|------------------|----------------------|--------------|
| | Selling, General & Admin. Expenses | % of Revenues | | Selling, General & Admin. Expenses | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 11,468 | 13.1% | \$ | 6,816 | 9.6% | \$ 4,652 | 68.2% |
| Marine | 5,635 | 11.8% | | 4,295 | 10.6% | 1,340 | 31.2% |
| Automotive/Mobile | 63,988 | 12.3% | | 31,326 | 13.2% | 32,662 | 104.3% |
| Aviation | 5,969 | 8.0% | | 5,052 | 8.6% | 917 | 18.1% |
| Total | \$ 87,060 | 11.9% | \$ | 47,489 | 11.6% | \$ 39,571 | 83.3% |

The increase in expense was driven primarily by increased advertising spending and increased staffing throughout the organization to support our growth. Advertising spending, which included increases in both cooperative advertising costs and television and print advertising placements, increased 66% or \$15.4 million when compared to the third quarter of 2006. As a percent of sales, advertising declined to 5.3% of sales in the third quarter of 2007, down from 5.7% in the third quarter of 2006. Other selling, general and administrative expenses increased as a percent of sales from 5.9% of sales in the third quarter of 2006 to 6.6% of sales in the third quarter of 2007, as staffing in marketing and administration were increased to support our rapid growth. In absolute dollars, other selling, general and administrative expenses increased \$24.2 million when compared to the previous year quarter, with increases distributed across call center, operations, finance, administration, and marketing administration areas to support the growth of our businesses.

Research and Development Expense

| | 13-weeks ended September 29, 2007 | | | 13-weeks ended September 30, 2006 | | Quarter over Quarter | |
|-------------------|--------------------------------------|------------------|-----------|--------------------------------------|------------------|----------------------|--------------|
| | Research & Development | % of Revenues | | Research & Development | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 4,907 | 5.6% | \$ | 4,170 | 5.9% | \$ 737 | 17.7% |
| Marine | 3,912 | 8.2% | | 3,691 | 9.1% | 221 | 6.0% |
| Automotive/Mobile | 15,305 | 2.9% | | 8,865 | 3.7% | 6,440 | 72.7% |
| Aviation | 16,510 | 22.2% | | 13,673 | 23.3% | 2,837 | 20.8% |
| Total | \$ 40,634 | 5.6% | \$ | 30,399 | 7.5% | \$ 10,235 | 33.7% |

The 33.7% increase in research and development expense was due to ongoing development activities for new products, the addition of 30 new engineering personnel to our staff during the quarter, and an increase in engineering program costs during the third quarter of 2007 as a result of our continued emphasis on product innovation. Research and development costs increased \$10.2 million when compared with the year-ago quarter, but declined 190 basis points as a percent of revenue primarily due to the fact that the growth rate of research and development expenditures for the period (33.7%) was slower than the growth rate of revenues (78.6%).

Operating Income

| | 13-weeks ended September 29, 2007 | | 13-weeks ended September 30, 2006 | | Quarter over Quarter | |
|--|--------------------------------------|--|--------------------------------------|--|----------------------|----------|
| | | | | | \$ Change | % Change |

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| | Operating Income | % of Revenues | Operating Income | % of Revenues | | |
|-------------------|---------------------|------------------|---------------------|------------------|-----------|--------|
| Outdoor/Fitness | \$ 30,178 | 34.4% | \$ 28,817 | 40.8% | \$ 1,361 | 4.7% |
| Marine | 15,623 | 32.8% | 13,659 | 33.7% | 1,964 | 14.4% |
| Automotive/Mobile | 141,855 | 27.3% | 59,517 | 25.0% | 82,338 | 138.3% |
| Aviation | 26,501 | 35.7% | 18,979 | 32.3% | 7,522 | 39.6% |
| Total | \$ 214,157 | 29.4% | \$ 120,972 | 29.7% | \$ 93,185 | 77.0% |

Operating income was down just 30 basis points as a percent of revenue when compared to the third quarter of 2006 due to the decrease in gross margins, which was in good part offset by the fact that research and development expenditures decreased as a percent of revenues. Operating margins decreased to 34.4% and 32.8% within our outdoor/fitness and marine segments, respectively, when compared with the third quarter in 2006. Operating margins increased to 27.3% and 35.7% within our automotive/mobile and aviation segments, respectively. Our operating margin percentage decreased slightly as a function of the gross profit margin percentage changes described above, offset by meaningful improvements in the gross and operating margins of the aviation and automotive/mobile segments.

Other Income (Expense)

| | 13-weeks ended September 29, 2007 | 13-weeks ended September 30, 2006 |
|---------------------------|---|---|
| Interest Income | \$ 11,798 | \$ 9,622 |
| Interest Expense | (273) | (2) |
| Foreign Currency Exchange | (3,626) | 14,874 |
| Other | 570 | 70 |
| Total | \$ 8,469 | \$ 24,564 |

The average taxable equivalent interest rate return on invested cash during the third quarter of 2007 was 3.9% compared to 3.8% during the same quarter of 2006. The increase in interest income is attributable to our growing cash balances, increasing interest rates, and more active management of our cash balances.

Foreign currency gains and losses for the Company are primarily tied to movements by the Taiwan Dollar, and secondarily to the use of the British Pound Sterling at Garmin Europe. The Euro is the functional currency of Garmin France and Garmin Deutschland and as these entities grow, Euro currency moves will also generate more material gains and losses. Additionally, Euro-based inter-company transactions in Garmin Ltd. can also generate currency gains and losses. The Canadian dollar is the functional currency of Dynastream Innovations, Inc.; due to this entity's relative size, its currency moves do not have a material impact on the Company's financial statements.

The majority of the \$3.6 million currency loss in the third quarter of 2007 was due to the weakening of the U.S. Dollar compared to the Taiwan Dollar. During the third quarter of fiscal 2007 the Taiwan Dollar exchange rate increased, resulting in a \$5.4 million loss. The British Pound Sterling and the Euro strengthened 1.5% and 4.9% respectively, relative to the U.S. Dollar during the quarter, which resulted in a \$0.4 million gain related to movements in the British Pound Sterling, and a \$1.2 million gain related to movements in the Euro. Other net currency gains and the timing of transactions created the remaining gain of \$0.2 million.

The U.S. Dollar strengthened when compared to the Taiwan Dollar during the third quarter of 2006, when the exchange rate decreased 2.3%, resulting in a \$14.9 million gain. While the British Pound Sterling did strengthen during the third quarter of 2006, British Pound Sterling currency moves had no material impact, and Dynastream, Garmin France, and Garmin Deutschland had not yet been acquired.

Income Tax Provision

Our earnings before taxes increased 53% when compared to the same quarter in 2006, and our income tax expense increased by \$6.6 million, to \$29.1 million, for the 13-week period ended September 29, 2007, from \$22.6 million for the 13-week period ended September 30, 2006, due to our strong revenue growth, enhanced by a lower effective tax rate. The effective tax rate was 13.1% in the third quarter of 2007 and 15.5% in the third quarter of 2006. The lower tax rate in the third quarter of 2007 when compared to the same quarter in 2006 was related to tax holidays/credits and the favorable mix of taxable income among Company entities.

Net Income

As a result of the above, net income increased 57.4% for the 13-week period ended September 29, 2007 to \$193.5 million compared to \$123.0 million for the 13-week period ended September 30, 2006.

Comparison of 39-weeks Ended September 29, 2007 and September 30, 2006**Net Sales**

| | 39-weeks ended September 29, 2007 | | 39-weeks ended September 30, 2006 | | Period over Period | |
|-------------------|--------------------------------------|------------------|--------------------------------------|------------------|--------------------|----------|
| | Net Sales | % of Revenues | Net Sales | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 225,437 | 11.5% | \$ 205,412 | 17.7% | \$ 20,025 | 9.7% |
| Marine | 170,433 | 8.7% | 141,406 | 12.2% | 29,027 | 20.5% |
| Automotive/Mobile | 1,343,460 | 68.4% | 644,097 | 55.4% | 699,363 | 108.6% |
| Aviation | 223,968 | 11.4% | 171,861 | 14.8% | 52,107 | 30.3% |
| Total | \$ 1,963,298 | 100.0% | \$ 1,162,776 | 100.0% | \$ 800,522 | 68.8% |

Increases in sales for the 39-week period ended September 29, 2007 were due to a strong response to automotive, aviation, and marine product offerings, and modest growth from our outdoor/fitness segment. Automotive/mobile revenue became a significantly larger portion of our revenue mix, rising from 55.4% year to date in 2006 to 68.4% in the same period in 2007.

Total unit sales increased 97% to 6,784,000 year to date in 2007 from 3,429,000 in the same period of 2006. The higher unit sales volume during this period of fiscal 2007 was primarily attributable to strong sales of automotive products, particularly in North America.

Automotive/mobile segment revenue grew the fastest during the period, more than doubling from the year-ago period, on the strength of nüvi, c-series, and other personal navigation devices (PNDs). Our aviation segment also performed well, as demand for our GMX 200, WAAS-enabled retrofit products, and WAAS upgrades to previously installed products all continued strong. The release of new marine products to the marine retail channel during the first half of 2007 drove seasonally strong revenue growth for the segment when compared with the same period of 2006. Revenues in our outdoor/fitness segment were slightly higher than the same period in 2006, however growth for the segment was dampened by the overall aging of this segment's product portfolio.

Gross Profit

| | 39-weeks ended September 29, 2007 | | 39-weeks ended September 30, 2006 | | Period over Period | |
|-------------------|--------------------------------------|------------------|--------------------------------------|------------------|--------------------|----------|
| | Gross Profit | % of Revenues | Gross Profit | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 123,616 | 54.8% | \$ 118,615 | 57.7% | \$ 5,001 | 4.2% |
| Marine | 92,704 | 54.4% | 79,484 | 56.2% | 13,220 | 16.6% |
| Automotive/Mobile | 591,400 | 44.0% | 269,855 | 41.9% | 321,545 | 119.2% |
| Aviation | 146,550 | 65.4% | 109,979 | 64.0% | 36,571 | 33.3% |
| Total | \$ 954,270 | 48.6% | \$ 577,933 | 49.7% | \$ 376,337 | 65.1% |

Gross profit dollars for the 39-week period ending September 29, 2007 grew 65% and gross profit margin percentage declined 110 basis points over the same period of the previous year. Year to date 2007 gross profit margins decreased to 54.8% and 54.4% in the outdoor/fitness and marine segments respectively, when compared to the same period in 2006. Year to date 2007 gross profit margins increased to 44.0% and 65.4% within the automotive/mobile and aviation segments, when compared with the same period in 2006.

Gross profit margin percentage for the Company overall decreased primarily as a result of the automotive/mobile segment becoming a significantly larger percentage of the Company's product mix. While the automotive/mobile segment is by nature a lower-margin business, favorable product mix with more product sold in the U.S., favorable component pricing in early 2007, and a less aggressive than anticipated pricing environment for the segment all supported gross margin improvement and gross margin dollar growth within the segment. Strong demand for popular retrofit products in the aviation segment resulted in favorable product mix and margins for the aviation segment. Declines in gross margin in both the outdoor/fitness and marine segments pressured gross margins for the Company during the period, although both marine segments gross margins remained within normal historic margin ranges.

Selling, General and Administrative Expenses

| | 39-weeks ended September 29, 2007 | | 39-weeks ended September 30, 2006 | | Period over Period | |
|-------------------|---|------------------|---|------------------|--------------------|----------|
| | Selling, General & Admin. Expenses | % of Revenues | Selling, General & Admin. Expenses | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 28,068 | 12.5% | \$ 20,660 | 10.1% | \$ 7,408 | 35.9% |
| Marine | 20,421 | 12.0% | 15,860 | 11.2% | 4,561 | 28.8% |
| Automotive/Mobile | 181,246 | 13.5% | 88,873 | 13.8% | 92,373 | 103.9% |
| Aviation | 18,623 | 8.3% | 14,774 | 8.6% | 3,849 | 26.0% |
| Total | \$ 248,358 | 12.6% | \$ 140,167 | 12.1% | \$ 108,191 | 77.2% |

The increase in expense was driven primarily by increased advertising spending and increased staffing to support our growth. Advertising spending, which included increases in both cooperative advertising costs and television and print advertising placements, increased 66.3% or \$49.7 million when compared to the same period in 2006. As a percent of sales, advertising remained nearly flat, decreasing from 6.5% of sales year to date in 2006 to 6.4% of sales in the same period in 2007. Other selling, general and administrative expenses increased as a percent of sales from 5.6% of sales year to date in 2006 to 6.3% of sales in the same period in 2007. In absolute dollars, other expenses increased \$58.5 million when compared to the previous year period, with increases distributed across call center, operations, finance, administration, and marketing administration areas to support the growth of our businesses.

Research and Development Expense

| | 39-weeks ended September 29, 2007 | | 39-weeks ended September 30, 2006 | | Period over Period | |
|-------------------|--------------------------------------|------------------|--------------------------------------|------------------|--------------------|----------|
| | Research & Development | % of Revenues | Research & Development | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 15,562 | 6.9% | \$ 12,839 | 6.3% | \$ 2,723 | 21.2% |
| Marine | 12,250 | 7.2% | 9,906 | 7.0% | 2,344 | 23.7% |
| Automotive/Mobile | 39,706 | 3.0% | 25,200 | 3.9% | 14,506 | 57.6% |
| Aviation | 44,345 | 19.8% | 34,160 | 19.9% | 10,185 | 29.8% |
| Total | \$ 111,863 | 5.7% | \$ 82,105 | 7.1% | \$ 29,758 | 36.2% |

The 36% increase in research and development expense dollars was due to ongoing development activities for new products, the addition of over 300 new engineering personnel to our staff during the period, and an increase in engineering program costs year to date in 2007 as a result of our continued emphasis on product innovation. Research and development costs increased \$29.8 million when compared with the year-ago period, but declined 140 basis points as a percent of revenue primarily due to the fact that the growth rate of research and development expenditures for the period (36.2%) was slower than the growth rate of revenues (68.8%).

Operating Income

| | 39-weeks ended September 29, 2007 | | 39-weeks ended September 30, 2006 | | Period over Period | |
|-----------------|--------------------------------------|------------------|--------------------------------------|------------------|--------------------|----------|
| | Operating Income | % of Revenues | Operating Income | % of Revenues | \$ Change | % Change |
| Outdoor/Fitness | \$ 79,986 | 35.5% | \$ 85,116 | 41.4% | (\$5,130) | -6.0% |

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| | | | | | | |
|-------------------|------------|-------|------------|-------|------------|--------|
| Marine | 60,033 | 35.2% | 53,718 | 38.0% | 6,315 | 11.8% |
| Automotive/Mobile | 370,448 | 27.6% | 155,782 | 24.2% | 214,666 | 137.8% |
| Aviation | 83,582 | 37.3% | 61,045 | 35.5% | 22,537 | 36.9% |
| Total | \$ 594,049 | 30.3% | \$ 355,661 | 30.6% | \$ 238,388 | 67.0% |

Operating income was down 30 basis points as a percent of revenue when compared to the year-ago period. This was due to the decline in gross margins, increased marketing activities, additions to finance, technology, and administrative expenditures, and personnel additions in the call center to support the growth of our businesses, which was offset by the fact that research and development expenditures decreased as a percent of revenues. Operating margins decreased to 35.5% and 35.2% respectively in our outdoor/fitness and marine segments, while operating margins increased to 27.6% and 37.3% within our automotive/mobile and aviation segments, respectively. Our operating margin percentage decreased as a function of product mix, and the fact that marine and outdoor/fitness segment gross margins declined while operating and R&D costs for these segments continued to grow to support these businesses and their upcoming new product introductions.

Other Income (Expense)

| | 39-weeks ended September 29, 2007 | 39-weeks ended September 30, 2006 |
|---------------------------|---|---|
| Interest Income | \$ 31,997 | \$ 25,464 |
| Interest Expense | (328) | (14) |
| Foreign Currency Exchange | 3,493 | 10,386 |
| Other | 959 | 3,507 |
| Total | \$ 36,121 | \$ 39,343 |

The average taxable equivalent interest rate return on invested cash during the 39-week period ended September 29, 2007 was 4.0% compared to 3.6% during the same period of 2006. The increase in interest income is attributable to our growing cash balances, increasing interest rates, and more active management of our cash balances.

Foreign currency gains and losses for the Company are primarily tied to movements by the Taiwan Dollar, and secondarily to the use of the British Pound Sterling at Garmin Europe. The Euro is the functional currency of Garmin France and Garmin Deutschland and as these entities grow, Euro currency moves will also generate more material gains and losses. Additionally, Euro-based inter-company transactions in Garmin Ltd. can also generate currency gains and losses. The Canadian dollar is the functional currency of Dynastream Innovations, Inc.; due to this entity's relative size, its currency moves do not have a material impact on the Company's financial statements.

While historically the majority of the Company's currency gains and losses have been driven by movements between the U.S. Dollar and the Taiwan dollar, the \$3.5 million currency gain in the 39-week period ended September 29, 2007 was driven by the movement of the British Pound Sterling and Euro, which strengthened 3.9% and 7.3%, respectively, resulting in gains of \$2.0 million and \$1.9 million, respectively. While the U.S. Dollar/Taiwan Dollar exchange rate fluctuated meaningfully during the period, by the end of the period there was a net 0.2% strengthening of the Taiwan dollar, which resulted in a \$0.5 million currency loss. Other net currency gains and the timing of transactions created the remaining gain of \$0.1 million.

The \$10.4 million currency gain in the 39-week period ending September 30, 2006 was due to the U.S. Dollar strengthening 0.8% compared to the Taiwan Dollar during this period in fiscal 2006. Year to date in 2006, British Pound Sterling currency moves had no material impact, and Dynastream, Garmin France, and Garmin Deutschland had not yet been acquired.

Income Tax Provision

Our earnings before taxes increased 60% when compared to the same period in 2006, and our income tax expense increased by \$21.2 million, to \$82.4 million, for the 39-week period ended September 29, 2007, from \$61.2 million for the 39-week period ended September 30, 2006, due to strong earnings growth enhanced by our lower tax rate. The effective tax rate was 13.1% year to date in 2007 and 15.5% in the same period in 2006. The lower tax rate in the period in 2007 when compared to the same period in 2006 was related to tax holidays/credits and the favorable mix of taxable income among Company entities.

Net Income

As a result of the above, net income increased 64.1% for the 39-week period ended September 29, 2007 to \$547.7 million compared to \$333.8 million for the 39-week period ended September 30, 2006.

Liquidity and Capital Resources

Net cash generated by operating activities was \$555.9 million for the 39-week period ended September 29, 2007 compared to \$249.1 million for the 39-week period ended September 30, 2006. We attempt to carry sufficient inventory levels of finished goods and key components so that potential supplier shortages have as minimal an impact as possible on our ability to deliver our finished products. We experienced a \$222.7 million year-to-date increase in net inventories in this 39-week period of 2007, an increase required to fill strong orders for our products and to address overall growing demand for our products. Accounts receivable increased \$117.0 million, net of bad debts, during this period in 2007 due to increasing shipments during the period.

Cash flow used in investing activities during the 39-week period ending September 29, 2007 was \$57.8 million. Cash flow used in investing activities principally related to \$128.9 million in capital expenditures related to the build-out of our Jhongli manufacturing facility, purchase of the Linkou manufacturing facility, business operation and maintenance activities, the purchase of EME Tec Sat SAS., GPS Gesellschaft für Professionelle Satellitennavigation mbH, Digital Cyclone, Inc., and the assets of Nautamatic Marine Systems for a combined total of \$84.1 million, and the net sale of \$157.7 million of fixed income securities associated with the management of our on-hand cash balances. It is management's goal to invest the on-hand cash consistent with the Company's investment policy, which has been approved by the Board of Directors. The investment policy's primary purpose is to preserve capital, maintain an acceptable degree of liquidity, and maximize yield within the constraint of maximum safety. The Company's average taxable equivalent return on its investments during the period was approximately 4.0%.

Net cash used in financing activities during the period was \$131.6 million resulting from issuance of common stock related to Company stock option plan and stock based compensation tax benefits of \$31.1 million, and the payment of a cash dividend in the amount of \$162.5 million.

We currently use cash flow from operations to fund our capital expenditures and to support our working capital requirements. We expect that future cash requirements will principally be for capital expenditures, working capital requirements, repurchase of shares, and payment of dividends declared.

We believe that our existing cash balances and cash flow from operations will be sufficient to meet our projected capital expenditures, working capital, repurchase of shares, and other cash requirements at least through the end of fiscal 2007.

On October 31, 2007, Garmin Ltd. announced its intent to make a public offer for all of the outstanding shares of Tele Atlas N.V. on a fully diluted basis at an indicative offer price of €24.50 in cash per share, implying an equity value for Tele Atlas of €2.3 billion, or approximately \$3.3 billion. In addition to its cash balance in excess of \$1 billion, Garmin has secured financing commitments from two banks which are sufficient for the intended offer. We believe that our existing cash balances and future cash flow from operations will be sufficient to service this proposed debt as well as other future cash requirements of the business.

Contractual Obligations and Commercial Commitments

Pursuant to certain supply agreements, the Company is contractually committed to make purchases of approximately \$10.3 million over the next 5 years.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Sensitivity

We have market risk primarily in connection with the pricing of our products and services and the purchase of raw materials. Product pricing and raw material costs are both significantly influenced by semiconductor market conditions. Historically, during cyclical economic downturns, we have been able to offset pricing declines for our products through a combination of introducing new products with higher margins and success in obtaining price reductions in raw material costs. In recent quarters we have experienced a decrease in raw materials costs offset by an increase in the sale of lower-margin products as a part of the product mix.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could adversely affect our business, financial condition and results of operations.

Foreign Currency Exchange Rate Risk

The operation of the Company's subsidiaries in international markets results in exposure to movements in currency exchange rates. The potential of volatile foreign exchange rate fluctuations in the future could have a significant effect on our results of operations. In accordance with Statement of Financial Accounting Standards (SFAS) No. 52, Foreign Currency Translation, the financial statements of all Company entities with functional currencies that are not United States dollars (USD) are translated for consolidation purposes into USD, the functional currency of Garmin Ltd. and Garmin International, Inc. Sales, costs, and expenses are translated at rates prevailing during the reporting periods and at end-of-period rates for all assets and liabilities. The effect of this translation is recorded in a separate component of stockholders' equity and have been included in accumulated other comprehensive gain/(loss) in the accompanying consolidated balance sheets.

Foreign currency gains and losses for the Company are primarily tied to movements of the Taiwan Dollar, which is the functional currency of Garmin Corporation, located in Taiwan, and secondarily to the British Pound Sterling, which is used by Garmin Europe, located in Southampton in the U.K. While the Canadian dollar is the functional currency of Dynastream Innovations, Inc. and the Euro is the functional currency of Garmin France and Garmin Deutschland, due to these entities relative sizes, their respective currency moves do not have a material impact on the Company's financials.

Interest Rate Risk

As of September 29, 2007, we are exposed to interest rate risk in connection with our investments in marketable securities. As interest rates change, the unrealized gains and losses associated with those securities will fluctuate accordingly. As we have no outstanding long term debt we have no meaningful debt-related interest rate risk.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. The Company maintains a system of disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. As of September 29, 2007, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded as of September 29, 2007 that our disclosure controls and procedures were effective such that the information relating to the Company, required to be disclosed in our Securities and Exchange Commission ("SEC") reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting. There has been no change in the Company's internal controls over financial reporting that occurred during the Company's fiscal quarter ended September 29, 2007 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

Encyclopaedia Britannica, Inc. v. Alpine Electronics of America, Inc., Alpine Electronics, Inc., Denso Corporation, Toyota Motor Sales, U.S.A., Inc., American Honda Motor Co., Inc., and Garmin International, Inc. On May 16, 2005, Encyclopaedia Britannica, Inc. (“Encyclopaedia Britannica”) filed suit in the United States District Court for the Western District of Texas, Austin Division, against the Company’s wholly owned subsidiary Garmin International, Inc. (“Garmin International”) and five other unrelated companies, alleging infringement of U.S. Patent No. 5,241,671 (“the ‘671 patent”). Garmin International believes that it should not be found liable for infringement of the ‘671 patent and additionally that the ‘671 patent is invalid. On December 30, 2005, Garmin International filed a Motion for Summary Judgment for Claim Invalidity Based on Indefiniteness. On March 1, 2006, the court held a hearing on construction of the claims of the ‘671 patent. The parties await the court’s ruling on Garmin International’s summary judgment motion and the court’s claim construction order. On May 23, 2006, Encyclopaedia Britannica filed an amended complaint alleging that Garmin International and the other defendants also infringe U.S. Patent No. 7,051,018 (“the ‘018 patent”), a continuation patent of the ‘671 patent, which issued on May 23, 2006. Garmin International believes that it should not be found liable for infringement of the ‘018 patent and additionally that the ‘018 patent is invalid. On July 25, 2006, Encyclopaedia Britannica filed a new complaint alleging that Garmin International and the other defendants also infringe U.S. Patent No. 7,082,437 (“the ‘437 patent”), a continuation patent of the ‘671 patent, which issued on July 25, 2006. Garmin International believes that it should not be found liable for infringement of the ‘437 patent and additionally that the ‘437 patent is invalid. Although there can be no assurance that an unfavorable outcome of this litigation would not have a material adverse effect on our operating results, liquidity or financial position, we believe that the claims are without merit and we will vigorously defend these actions.

Mobile Traffic Systems Corporation v. Cobra Electronics Corp., Garmin USA, Inc., Magellan Navigation, Inc., and TomTom, Inc. On July 11, 2007, Mobile Traffic Systems Corporation filed a lawsuit in the United States District Court for the Northern District of Alabama claiming that certain products of Garmin and the other defendants infringe U.S. Patents Nos. 7,069,143 and 6,728,628 (the “Asserted Patents”). Garmin USA, Inc. believes that it should not be found liable for infringement of the Asserted Patents and additionally that the Asserted Patents are invalid. Although there can be no assurance that an unfavorable outcome of this litigation would not have a material adverse effect on our operating results, liquidity or financial position, we believe that the claims are without merit and we will vigorously defend this lawsuit.

Garmin Ltd. v. TomTom, Inc. (Texas) On August 23, 2006, Garmin Ltd. filed a lawsuit in the United States District Court for the Eastern District of Texas claiming that certain TomTom products infringe U.S. Patent No. 7,062,378 (“the ‘378 Patent”) owned by Garmin Ltd. On October 20, 2006, TomTom filed an answer denying infringement and also filed a motion to transfer the lawsuit to the United States District Court for the Western District of Wisconsin, which motion was denied by the court on March 5, 2007. On March 14, 2007, TomTom filed an amended answer and counterclaims alleging that the ‘378 Patent is unenforceable due to alleged inequitable conduct and also asserting alleged violations of antitrust laws by Garmin based upon alleged intentional failure to disclose alleged prior art to the U.S. Patent Office. On April 23, 2007, Garmin filed a motion to dismiss these counterclaims due to TomTom’s failure to state a claim on which relief can be granted. Although the Court would not dismiss these counterclaims, the Court indicated that the antitrust claims could not be tried until after the patent case was concluded. These cases are currently in the early stages of discovery. The court has scheduled the trial for the patent case in November 2008. Although there can be no assurance that an unfavorable outcome of this litigation would not have a material adverse effect on our operating results, liquidity or financial position, we believe that the counterclaims are without merit and we intend to vigorously prosecute the lawsuit for infringement of our ‘378 Patent.

Garmin Ltd. v. TomTom, Inc.; Garmin Corporation v. TomTom, Inc. (Wisconsin) These lawsuits were filed by Garmin Ltd. and Garmin Corporation against TomTom, Inc. (“TomTom”) on January 31, 2006 and February 1, 2006, respectively, in the United States District Court for the Western District of Wisconsin. The lawsuits were consolidated. Garmin Ltd. and Garmin Corporation filed an amended complaint on May 5, 2006. The amended complaint claims that certain TomTom products infringe U.S. Patents Nos. 6,188,956 and 6,222,485 owned by Garmin Corporation and U.S. Patents Nos. 6,901,330, 6,687,615 and 6,999,873 owned by Garmin Ltd. On April 27, 2006, TomTom served amended answers and counterclaims on Garmin Ltd. and Garmin Corporation which claim that certain products sold by these companies are infringing three U.S. patents that were purchased by an affiliate of TomTom International, B.V. from Horizon Navigation, Inc. on April 21, 2006. The three patents are U.S. Patents 5,291,412, 5,550,538 and 5,922,042. The amended answers and counterclaims also added Garmin International, Inc. as a counterclaim defendant. On December 22, 2006, the court ruled on summary judgment motions filed by the parties. The court ruled that Garmin Ltd. and its subsidiaries did not infringe any claim of any of the three patents asserted by TomTom in its counterclaims, that TomTom did not infringe certain claims of the patents asserted by Garmin and that certain claims of some of the patents asserted by Garmin were invalid. Garmin filed a motion to reopen the case to address the remaining claims asserted by Garmin against TomTom. On April 25, 2007, the court issued a ruling on summary judgment that the remaining patent claims asserted by Garmin were either not infringed or invalid. On May 24, 2007, Garmin filed a notice of appeal appealing this decision to the United States Court of Appeals for the Federal Circuit. On June 6, 2007, TomTom filed a notice of cross-appeal. Garmin filed an opening brief on October 24, 2007 and these appeals remain pending. Garmin believes the District Court committed legal error in finding TomTom did not infringe any valid claim of the patents asserted by Garmin. Garmin believes the District Court correctly granted summary judgment that Garmin did not infringe any claim of the three patents asserted by TomTom and we intend to vigorously defend this ruling on appeal. Although there can be no assurance that an unfavorable outcome of this litigation would not have a material adverse effect on our operating results, liquidity or financial position, we believe that TomTom’s products infringe several valid claims of our asserted patents and we intend to vigorously prosecute our appeal seeking to correct the legal errors in the District Court’s judgment

Garmin (Europe) Ltd., Garmin International, Inc, Garmin Corporation and Garmin Ltd. v. TomTom International B.V. Garmin Ltd. and the above-named subsidiaries of Garmin Ltd. filed a lawsuit against TomTom International B.V. in the District Court in The Hague, Netherlands, on June 27, 2006. The lawsuit seeks a declaration of non-infringement of TomTom’s European Community Registered Design No. 000267968-001 (the “Registered Design”). TomTom responded on July 14, 2006 by filing an action for preliminary relief in the District Court in The Hague, Netherlands, claiming that certain models of Garmin’s StreetPilot products infringe the Registered Design. TomTom has also filed a counterclaim for infringement of the Registered Design in the main lawsuit. On November 2, 2006, the court issued a judgment in the preliminary relief proceedings finding that Garmin’s products do not infringe the Registered Design and denying TomTom’s claim for preliminary relief. The court also awarded Garmin approximately 37,000 euros for attorneys’ fees and costs. TomTom has filed an appeal of this judgment. Garmin believes that none of its products infringe the Registered Design and Garmin is prosecuting vigorously its action for a declaration of non-infringement. Although there can be no assurance that an unfavorable outcome of this litigation would not have a material adverse effect on our operating results, liquidity or financial position, we believe that our products do not infringe the Registered Design and we intend to vigorously prosecute our lawsuit seeking a declaration of non-infringement.

Garmin (Europe) Ltd. v. TomTom International B.V. On July 17, 2006, Garmin (Europe) Ltd. filed a lawsuit against TomTom International B.V. (“TomTom”), in the High Court of Justice in London, England. The lawsuit seeks a declaration that United Kingdom Patent No. GB 2400293 B (“the ‘293 Patent”) owned by TomTom is invalid and an order that the ‘293 patent be revoked. On July 31, 2006, TomTom filed a defense indicating that it intended to defend this lawsuit and also filed a counterclaim alleging that certain models of Garmin’s StreetPilot products and Garmin’s nüvi products infringe the ‘293 Patent. Garmin (Europe) Ltd. believes that none of its products infringe the ‘293 Patent and that the ‘293 Patent is invalid. On December 20, 2006, Garmin (Europe) Ltd. filed a second lawsuit against TomTom in the High Court of Justice in London, England. This lawsuit seeks declarations that United Kingdom

Patent Nos. GB 2400292 B (“the ‘292 Patent”) and GB 2400294 B (“the ‘294 Patent”), owned by TomTom are invalid and seeks orders that the ‘292 Patent and the ‘294 Patent be revoked. On January 17, 2007, TomTom filed a defense indicating that it intended to defend this lawsuit. On March 30, 2007, TomTom filed an application with the court for permission to amend the ‘293 Patent. On July 10, 2007, Garmin (Europe) Ltd. filed a third lawsuit against TomTom in the High Court of Justice in London, England. This lawsuit seeks declarations that United Kingdom Patent No. GB 2421160 B (“the ‘160 Patent”) and European Patent (UK) Nos. EP 1599703 B1 (“the ‘703 Patent”) and EP 1611416 B1 (“the ‘416 Patent”) owned by TomTom are invalid and seeks orders that the ‘160 Patent, the ‘703 Patent and the ‘416 Patent be revoked. On August 3, 2007, TomTom filed a defense indicating that it intended to defend this lawsuit and also filed counterclaims alleging that certain models of Garmin’s StreetPilot products and Garmin’s nuvi products infringe the ‘292, ‘294, ‘703, ‘160, and ‘416 Patents. On October 8, 2007, TomTom filed an application with the court for permission to amend the ‘292, ‘294, and ‘160 Patents. Garmin (Europe) Ltd. intends to prosecute vigorously its actions seeking declarations of invalidity and revocation of the ‘292, ‘293, ‘294, ‘160, ‘703, and ‘416 Patents and to defend vigorously TomTom’s allegations of infringement of the ‘292, ‘293, ‘294, ‘160, ‘703, and ‘416 Patents. Although there can be no assurance that an unfavorable outcome of this litigation would not have a material adverse effect on our operating results, liquidity or financial position, we believe that TomTom’s counterclaims under these Patents are without merit and we intend to vigorously defend them.

From time to time the Company is involved in other legal actions arising in the ordinary course of our business. We believe that the ultimate outcome of these actions will not have a material adverse effect on our operating results, liquidity or financial position.

Item 1A. Risk Factors

There are many risks and uncertainties that can affect our future business, financial performance or share price. In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 30, 2006. There have been no material changes during the 13-week and 39-week periods ended September 29, 2007 in the risks described in our Annual Report on Form 10-K. These risks, however, are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Items (a) and (b) are not applicable.

(c) Issuer Purchases of Equity Securities

The Board of Directors approved a share repurchase program on August 3, 2006, authorizing the Company to purchase up to 3,000,000 shares of the Company as market and business conditions warrant. The share repurchase authorization expires on December 31, 2007. The following table lists the Company's share purchases during the third quarter of fiscal 2007:

| Period | Total # of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs |
|--------------------------------------|--------------------------------|---------------------------------|---|---|
| 13-weeks ended September 29, 2007 | 0 | \$ 0.00 | 0 | 1,844,700 |
| Total | 0 | \$ 0.00 | 0 | 1,844,700 |

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

None .

Item 5. Other Information

Not applicable

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Item 6. Exhibits

- Exhibit 10.1 Garmin Ltd. Amended and Restated Employee Stock Purchase Plan
- Exhibit 31.1 Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).
- Exhibit 31.2 Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).
- Exhibit 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.
- Exhibit 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.

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: November 6, 2007

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