

TRIMBLE NAVIGATION LTD /CA/  
Form DEFA14A  
March 25, 2015

**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 Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 25, 2015 (March 23, 2015)**

**Trimble Navigation Limited**

**(Exact name of registrant as specified in its charter)**

**California**  
**(State or other jurisdiction**

**of incorporation)**

**001-14845**  
**(Commission**

**File Number)**

**935 Stewart Drive, Sunnyvale, California, 94085**

**94-2802192**  
**(IRS Employer I.D. No.)**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (408) 481-8000**

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(b) Effective as of the date of the annual meeting of shareholders ( *Annual Meeting* ) of Trimble Navigation Limited (the *Company* ), to be held on May 7, 2015, Mr. John Goodrich will be retiring from the Company s Board of Directors ( *Board* ) and will cease to be a director of the Company or a member of any committee of the Company s Board, which cessation was not because of any disagreements with the Company relating to the Company s operations, policies or practices.

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

On March 23, 2015, the Board of the Company approved an amendment and restatement of the Company s Bylaws to amend Section 3.2 of the Company s Bylaws to increase the number of directors from seven to eight. This amendment will be effective immediately prior to the Company s Annual Meeting.

The foregoing descriptions are qualified in their entirety by the text of the amended and restated Bylaws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 8.01 Other Events**

On March 25, 2015, the Company issued a press release announcing that the Board has nominated Börje Ekholm and Kaigham (Ken) Gabriel for election to the Board at the Company s Annual Meeting. A copy of this press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

Exhibit No.	Description
3.2	Bylaws of Trimble Navigation Limited (amended and restated through May 7, 2015)
99.1	Press Release, dated March 25, 2015

**SIGNATURES**

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.

**TRIMBLE NAVIGATION LIMITED**  
a California corporation

Dated: March 25, 2015

By: /s/ James A. Kirkland  
**James A. Kirkland**  
**Vice President and General Counsel**

**EXHIBIT INDEX**

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