

TRIMBLE NAVIGATION LTD /CA/

Form S-8

August 12, 2009

As filed with the Securities and Exchange Commission on August 12, 2009

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TRIMBLE NAVIGATION LIMITED

(Exact Name of Registrant as Specified in Its Charter)

California
(State or Other Jurisdiction of

Incorporation or Organization)

94-2802192
(I.R.S. Employer

Identification No.)

935 Stewart Drive

Sunnyvale, California 94085

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(Address of Principal Executive Offices, Including Zip Code)

Trimble Navigation Limited Amended and Restated 2002 Stock Plan

Trimble Navigation Limited Amended and Restated Employee Stock Purchase Plan

(Full Title of the Plans)

Copy to:

James A. Kirkland

Vice President, General Counsel

Trimble Navigation Limited

935 Stewart Drive

Sunnyvale, California 94085

(Name and Address of Agent For Service)

(408) 481-8000

Thomas J. Ivey

Skadden, Arps, Slate, Meagher & Flom LLP

525 University Avenue

Suite 1100

Palo Alto, California 94301

(650) 470-4500

(Telephone Number, including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large Accelerated Filer

Non-accelerated Filer

Accelerated Filer

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, no par value, to be issued under the Trimble Navigation Limited Amended and Restated 2002 Stock Plan (1)	8,000,000	\$24.25	\$194,040,000	\$10,827.43
Common Stock, no par value, to be issued under the Trimble Navigation Limited Amended and Restated Employee Stock Purchase Plan (1)	4,000,000	\$24.25	\$97,020,000	\$5,413.72

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of shares of Common Stock which may become issuable under the Trimble Navigation Limited Amended and Restated Employee Stock Purchase Plan and the Trimble Navigation Limited Amended and Restated 2002 Stock Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(2) Estimated solely for the purposes of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933 on the basis of the average of the high and low sale prices for a share of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on August 7, 2009.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, the Registrant is filing this registration statement on Form S-8 with the Securities and Exchange Commission (the Commission) to include an additional 4,000,000 shares under the Registrant's Amended and Restated Employee Stock Purchase Plan and an additional 8,000,000 shares under the Registrant's Amended and Restated 2002 Stock Plan. Pursuant to such Instruction E, the contents of the Registrant's Forms S-8, on Registration Statement No. 33-39647 filed with the Commission on April 2, 1991, Registration Statement No. 33-57522 filed with the Commission on January 28, 1993, Registration Statement No. 33-78502 filed with the Commission on May 3, 1994, Registration Statement No. 33-91858 filed with the Commission on May 3, 1995, Registration Statement No. 333-04670 filed with the Commission on May 3, 1996, Registration Statement No. 333-28429 filed with the Commission on June 3, 1997, Registration Statement No. 333-53703 filed with the Commission on May 27, 1998, Registration Statement No. 333-84949 filed with the Commission on August 11, 1999, Registration Statement No. 333-38264 filed with the Commission on May 31, 2000, Registration Statement No. 333-65758 filed with the Commission on July 24, 2001, Registration Statement No. 33-97979 filed with the Commission on August 13, 2002, Registration Statement No. 001-14845 filed with the Commission on August 13, 2004, and Registration Statement No. 333-138551 filed with the Commission on November 9, 2006 are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

- (a) The Registrant's Annual Report on Form 10-K, for the fiscal year ended January 2, 2009, filed on March 3, 2009;
- (b) The Registrant's Current Reports on Form 8-K, filed on January 6, 2009, April 30, 2009 and May 21, 2009;
- (c) The Registrant's Quarterly Reports on Form 10-Q, filed on May 11, 2009 and August 10, 2009;
- (d) The Registrant's Definitive Proxy Statement on Form DEF 14A, filed on April 6, 2009; and
- (e) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on June 15, 1990, and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Skadden, Arps, Slate, Meagher & Flom LLP, Palo Alto, California, will pass upon the validity of the shares of Common Stock offered hereby.

Item 6. Indemnification of Directors and Officers

Section 317 of the California General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit indemnification, including reimbursement of expenses incurred, under certain circumstances for liabilities arising under the Securities Act. The Registrant's bylaws provide that the Registrant will indemnify the Registrant's directors and officers and may indemnify the Registrant's employees and agents (other than officers and directors) against liabilities to the fullest extent permitted by California law. The Registrant is also empowered under its bylaws to enter into indemnification agreements with the Registrant's directors and officers and to purchase insurance on behalf of any person whom the Registrant is required or permitted to indemnify. The Registrant has entered into indemnification agreements with each of the Registrant's current directors and executive officers which provide for indemnification of, and advancement of expenses to, such persons to the greatest extent permitted by California law, including by reason of action or inaction occurring in the past and circumstances in which indemnification and advancement of expenses are discretionary under California law. In addition, the Registrant maintains insurance on behalf of its directors and executive officers insuring them against any liability asserted against them in their capacities as directors or officers or arising out of this status.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit No.	Description of Exhibit
4.1	Trimble Navigation Limited Amended and Restated Employee Stock Purchase Plan. (1)
4.2	Trimble Navigation Limited Amended and Restated 2002 Stock Plan. (2)
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the legality of the securities being registered.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).

(1) Incorporated by reference to exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 3, 2009.

(2) Incorporated by reference to exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 3, 2009.

Item 9. Undertakings

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and, the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) that are incorporated by reference in the Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the

payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Sunnyvale, State of California, on this 7th day of August 2009.

TRIMBLE NAVIGATION LIMITED

By: /s/ Steven W. Berglund
 Name: Steven W. Berglund
 Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Steven W. Berglund and Rajat Bahri, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and additions to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Steven W. Berglund	President, Chief Executive Officer & Director	August 7, 2009
Steven W. Berglund	(Principal Executive Officer)	
/s/ Rajat Bahri	Chief Financial Officer	August 7, 2009
Rajat Bahri	(Principal Financial Officer)	
/s/ Julie A. Shepard	Vice President, Finance	August 11, 2009
Julie A. Shepard	(Principal Accounting Officer)	
/s/ John B. Goodrich	Director	August 5, 2009
John B. Goodrich		

/s/ William Hart	Director	August 10, 2009
William Hart		
/s/ Merit E. Janow	Director	August 6, 2009
Merit E. Janow		
Ulf Johansson	Chairman of the Board, Director	August , 2009
/s/ Bradford W. Parkinson	Director	August 6th, 2009
Bradford W. Parkinson		
/s/ Nickolas W. Vande Steeg	Vice Chairman of the Board, Director	August 8, 2009
Nickolas W. Vande Steeg		

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