

TRIMBLE NAVIGATION LTD /CA/  
Form S-4  
December 26, 2006

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As filed with the Securities and Exchange Commission on December 26, 2006

Registration No. 333-

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-4

REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

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### Trimble Navigation Limited

(Exact name of Registrant as specified in its charter)

**California**  
(State or other jurisdiction of incorporation or organization)

**3829**  
(Primary Standard Industrial Classification Code Number)  
**935 Stewart Drive**  
**Sunnyvale, California 94085**  
**(408) 481-8000**

**94-2802192**  
(I.R.S. Employer Identification Number)

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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**Irwin L. Kwatek**  
**Vice President, General Counsel**  
**935 Stewart Drive**  
**Sunnyvale, California 94085**  
**(408) 481-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

*Copies to:*

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**@Road, Inc.**  
**47071 Bayside Parkway**  
**Fremont, California 94538**  
**(510) 668-1638**

**Steven Tonsfeldt**  
**Heller Ehrman LLP**  
**275 Middlefield Road**  
**Menlo Park, California 94025**  
**(650) 324-7000**

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**Approximate date of commencement of proposed sale of the securities to the public:** Upon completion of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

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If the form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If the form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common stock, no par value per share(3)	Not Applicable	Not Applicable	\$179,645,585	\$19,223
Rights to purchase stock of the Registrant	Not Applicable	Not Applicable	Not Applicable	Not Applicable

(1) In accordance with Rule 457(o) under the Securities Act of 1933, the number of shares is not set forth herein.

(2) Estimated solely for the purpose of computing the amount of the registration fee required by the Securities Act of 1933. Pursuant to Rule 457(o), the registration fee has been computed on the basis of the maximum aggregate offering price of the shares of the Registrant's common stock expected to be issued. In the proposed merger, the Registrant may issue shares of common stock of up to \$2.50 of the per share merger consideration of \$7.50. This number is based on (i) 62,212,369 shares common stock, par value \$0.0001 per share, of @Road, Inc. ("@Road") outstanding as of December 8, 2006, (ii) 9,329,108 shares of @Road common stock subject to outstanding in-the-money @Road stock options as of December 8, 2006 and (iii) 316,757 shares of common stock anticipated to be purchased pursuant to @Road's Employee Stock Purchase Plan, and assumes that Registrant pays \$2.50 of the per share merger consideration in Registrant's common stock.

(3) Includes rights ("Rights") to purchase shares of the Registrant's Series A Participating Preferred Stock, issuable pursuant to that certain Rights Agreement between the Registrant and ChaseMellon Shareholder Services, L.L.C., as Rights Agent, dated February 18, 1999, as amended September 10, 2004. The value attributable to the Rights, if any, is reflected in the market price of the Registrant's common stock.

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this proxy statement/prospectus is not complete and may be changed. Trimble Navigation Limited may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this proxy statement/prospectus is a part, is declared effective. This proxy statement/prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any jurisdiction where the offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. Any representation to the contrary is a criminal offense.

*Subject to completion, dated December 26, 2006*

To @Road, Inc. stockholders:

You are cordially invited to attend a special meeting of @Road, Inc. ("@Road") stockholders to be held on February 16, 2007, at 10:00 a.m., local time. At the special meeting, @Road stockholders will be asked to adopt the Agreement and Plan of Merger that @Road, Inc. entered into on December 10, 2006, with Trimble Navigation Limited ("Trimble") and Roadrunner Acquisition Corp. ("Merger Sub"), a wholly owned subsidiary of Trimble. If the merger agreement is adopted, and the other conditions in the merger agreement are satisfied or waived, Merger Sub will merge with and into @Road, with @Road continuing after the merger as the surviving corporation, and @Road will become a wholly owned subsidiary of Trimble. Upon completion of the merger, (i) each outstanding share of @Road common stock will be converted into the right to receive \$7.50 of merger consideration comprised of (a) \$5.00 in cash and (b) \$2.50 in cash and/or shares of Trimble common stock, no par value, the combination of such amount to be determined at the election of Trimble (collectively the "Merger Consideration"); (ii) each share of Series A-1 Redeemable Preferred Stock, par value \$0.001 per share, of @Road and each share of Series A-2 Redeemable Preferred Stock, par value \$0.001 per share, of @Road shall be converted into the right to receive an amount in cash equal to \$100.00 plus all declared or accumulated but unpaid dividends with respect to such shares as of immediately prior to the effective time of the merger; (iii) each share of Series B-1 Redeemable Preferred Stock, par value \$0.001 per share, of @Road and each share of Series B-2 Redeemable Preferred Stock, par value \$0.001 per share, of @Road shall be converted into the right to receive an amount in cash equal to \$831.39 plus all declared or accumulated but unpaid dividends with respect to such shares as of immediately prior to the effective time of the merger; (iv) each unvested, unexpired and outstanding @Road stock option that has an exercise price per share of less than \$7.50 will be converted into Trimble employee stock options; and (v) each vested @Road stock option and each @Road stock option that becomes vested as a result of the transactions set forth in the merger agreement shall be terminated and the holder of such option shall be entitled to the right to receive the excess, if any, of the aggregate Merger Consideration for the number of shares of @Road common stock underlying such options less the per share exercise price of such @Road stock options. Trimble common stock is listed on the Nasdaq Global Market under the trading symbol "TRMB." On December 21, 2006, the closing sale price of Trimble common stock was \$51.96.

**@Road's board of directors has carefully reviewed and considered the terms and conditions of the merger agreement. Based on its review, @Road's board of directors has unanimously determined that the merger is fair to, and in the best interests of, @Road and its stockholders and declared the merger to be advisable. The @Road board of directors unanimously recommends that you vote "FOR" adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger. In reaching its determination, the @Road board of directors considered a number of factors described more fully in the accompanying proxy statement/prospectus.**

**Your vote is very important.** Because adoption of the merger agreement requires the affirmative vote of the holders of a majority of the total number of votes represented by the shares of @Road common stock and @Road preferred stock outstanding on the record date of the special meeting, a failure to vote will have the same effect as a vote "against" the merger. Each executive officer of @Road, each member of the @Road board of directors, and entities affiliated with Institutional Venture Partners VIII, L.P. and Institutional Venture Partners X, L.P. (collectively, "IVP"), each in their capacities as stockholders of @Road, have entered into voting agreements with Trimble and Merger Sub, pursuant to which, among other things, each executive officer of @Road, each member of the @Road board of directors and IVP agreed with Trimble and Merger Sub to vote in favor of the merger agreement and the transactions contemplated thereby, including the merger, and agreed not to dispose of any shares of common stock held by such executive officer, member of the @Road board of directors or IVP prior to the consummation of the merger. Members of the @Road board of directors, executive officers of @Road and IVP beneficially owned an aggregate of 14.4 million outstanding shares of @Road common stock as of December 21, 2006, which represented approximately 23.1% of @Road's shares of common stock outstanding on that date. **Whether or not you plan to attend the meeting, please complete, date, sign and promptly return the enclosed proxy in the enclosed postage-paid envelope using the instructions on the proxy card before the meeting so that your shares will be represented at the meeting.** This will help to ensure the presence of a quorum at the meeting. Returning the proxy card does not deprive you of your right to attend the meeting and to vote your shares in person.

If you have any questions about the proposed merger or about how to vote your shares, please call @Road's proxy solicitor, Advantage Proxy, at (206) 870-8565.

The accompanying proxy statement/prospectus explains the merger agreement and proposed merger in detail and provides specific information concerning the special meeting. Please review this document carefully. **In particular, you should carefully consider the matters discussed under "Risk Factors" beginning on page 23 of the proxy statement/prospectus.**

Thank you for your cooperation and continued support.

Sincerely,

Krish Panu

*Chairman, President and Chief Executive Officer*

**Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the merger described in this proxy statement/prospectus or the consideration to be issued in connection with the merger, or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.**

*This proxy statement/prospectus is dated \_\_\_\_\_, 2006, and is first being mailed to  
@Road's stockholders on or about \_\_\_\_\_, 2007.*

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**@Road, Inc.**  
47071 Bayside Parkway  
Fremont, California 94538  
www.road.com

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On February 16, 2007**

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To @Road stockholders:

You are cordially invited to attend a special meeting of stockholders of @Road, Inc., a Delaware corporation ("@Road"), to be held at the principal executive offices of @Road, located at 47071 Bayside Parkway, Fremont, California on February 16, 2007 at 10:00 a.m., local time.

At the meeting, you will be asked to consider and vote upon the following matters:

1. To adopt the Agreement and Plan of Merger, dated as of December 10, 2006, by and among Trimble Navigation Limited ("Trimble"), Roadrunner Acquisition Corp., a wholly owned subsidiary of Trimble, and @Road, and the transactions contemplated by the merger agreement, including the merger (which proposal is referred to in this proxy statement/prospectus as Proposal No. 1); and
2. To grant the persons named as proxies discretionary authority to vote to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger (which proposal is referred to in this proxy statement/prospectus as Proposal No. 2).

These proposals are more fully described in the attached proxy statement/prospectus, which we urge you to read very carefully. Only stockholders of record at the close of business on December 21, 2006, are entitled to notice of, and to vote at, the special meeting or any adjournment of the special meeting. At the close of business on the record date, there were 62,250,761 shares of @Road common stock outstanding and entitled to vote and there were 77,380 shares of @Road preferred stock outstanding and entitled to vote.

Your vote is very important, regardless of the number of shares you own. The affirmative vote of the holders of a majority of the total number of votes represented by the shares of @Road common stock and @Road preferred stock outstanding on the record date of the special meeting is required for approval of Proposal No. 1 regarding adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger. The affirmative vote of the holders of a majority of the total number of votes cast in person or by proxy at the special meeting is required to approve Proposal No. 2 regarding the grant of discretionary authority to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger. In each case, the @Road common stock and @Road preferred stock shall vote together as a single class.

@Road's board of directors unanimously recommends that you vote **"FOR"** the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, and **"FOR"** the proposal to grant discretionary authority to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger.

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All @Road stockholders are cordially invited to attend the special meeting in person. **However, whether or not you plan to attend the special meeting in person, please complete, date, sign and promptly return the enclosed proxy card in the enclosed postage-paid envelope before the special meeting so that your shares will be represented at the special meeting.** If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote "**FOR**" the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, and "**FOR**" the proposal to grant discretionary authority to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger. If you fail to return your proxy card or if you mark the "abstain" box on the proxy card or voting instruction card, the effect will be a vote "against" adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger, and if you fail to return your proxy card your shares will not be counted for purposes of determining whether a quorum is present at the special meeting. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

By Order of the Board of Directors

Very truly yours,

James D. Fay  
*Secretary*

Fremont, California  
, 2007

This proxy statement/prospectus incorporates important business and financial information about @Road from documents that @Road has filed with the Securities and Exchange Commission but that have not been included in or delivered with this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section entitled "Where You Can Find More Information" beginning on page 155 of this proxy statement/prospectus.

@Road will provide you with copies of this information relating to @Road (excluding all exhibits unless @Road has specifically incorporated by reference an exhibit in this proxy statement/prospectus), without charge, upon written or oral request to:

@Road, Inc.  
47071 Bayside Parkway  
Fremont, California 94538  
Attention: Investor Relations  
(510) 668-1638

**In order to receive timely delivery of the documents, you must make your requests no later than February 6, 2007.**

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**QUESTIONS AND ANSWERS REGARDING THE PROPOSED MERGER**

**General Questions and Answers**

The following is important information in a question-and-answer format regarding the special meeting and this proxy statement/prospectus.

**Q: Why am I receiving this proxy statement/prospectus?**

**A:** Trimble Navigation Limited ("Trimble") has agreed to acquire @Road, Inc. ("@Road") under the terms of a merger agreement that is described in this proxy statement/prospectus. Please see the section entitled "The Merger Agreement" beginning on page 72 of this proxy statement/prospectus. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

In order to complete the merger, @Road stockholders must adopt the merger agreement by the affirmative vote of the holders of a majority of the shares of @Road common stock and @Road preferred stock outstanding on the record date for the special meeting, voting together as a single class, and all other conditions to the merger must be satisfied or waived. @Road will hold a special meeting of its stockholders to obtain this stockholder approval. This proxy statement/prospectus contains important information about the merger agreement, the merger and the special meeting, and you should read it carefully. The enclosed voting materials for the special meeting allow you to vote your shares of @Road stock without attending the special meeting. Stockholders of Trimble are not required to approve the merger, any issuance of shares of Trimble common stock in the merger or any other matter relating to the merger, and, accordingly, Trimble will not hold a meeting of its stockholders in connection with the merger.

**Q: On what matters am I being asked to vote?**

**A:** @Road stockholders are being asked to vote on the following items:

the adoption of the merger agreement and the approval of the transactions contemplated by the merger agreement, including the merger; and

the grant to the persons named as proxies the discretionary authority to vote to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger.

**Q: What is the merger?**

**A:** The merger is a proposed business combination between Trimble and @Road where a wholly owned subsidiary of Trimble will merge with and into @Road, with @Road surviving the merger and becoming a wholly owned subsidiary of Trimble immediately following the merger. For a more complete description of the merger, please see the section entitled "Proposal No. 1 The Merger" beginning on page 49 of this proxy statement/prospectus.

**Q: Why are Trimble and @Road proposing the merger?**

**A:** Trimble and @Road believe that combining the strengths of the two companies is in the best interests of each company and their respective stockholders. Please see the sections entitled "Proposal No. 1 The Merger @Road's Reasons for the Merger and Recommendation of @Road's Board" beginning on page 52 of this proxy statement/prospectus for the numerous factors considered by the board of directors of @Road in recommending that @Road stockholders vote "**FOR**" the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger. Please see the section entitled "Proposal No. 1 The Merger Trimble's Reasons for the Merger" beginning on page 61 of this proxy statement/prospectus for Trimble's reasons for the merger.



**Q: How does @Road's board of directors recommend that stockholders vote?**

**A:** After careful consideration, @Road's board of directors approved the merger agreement and the merger and unanimously determined that the merger is fair to, and in the best interests of, @Road and its stockholders and declared the merger to be advisable. Accordingly, @Road's board of directors unanimously recommends that you vote **"FOR"** the proposal to adopt the merger agreement and approve the transactions contemplated by the merger agreement, including the merger, and **"FOR"** the proposal to grant discretionary authority to the persons named as proxies to vote your shares to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger. To review the background of the merger and @Road's board of directors' reasons for recommending the merger in greater detail, see the sections entitled "Proposal No. 1 The Merger Background of the Merger" and "Proposal No. 1 The Merger @Road's Reasons for the Merger and Recommendation of @Road's Board" beginning on pages 49 and 52 of this proxy statement/prospectus.

**Q: What will I receive in the merger?**

**A:** If the merger agreement is adopted by @Road's stockholders, the other conditions to the merger are satisfied or waived and the merger is completed, for each share of @Road common stock that you own, you will have the right to receive \$7.50 of merger consideration, comprised of (a) \$5.00 in cash and (b) \$2.50 in cash and/or shares of Trimble common stock (the combination of such amount will be determined at the election of Trimble). You will not receive fractional shares of Trimble common stock. Instead, you will receive the cash value, without interest, of any fractional share of Trimble common stock that you would otherwise be entitled to receive, based on the average closing price for Trimble common stock for the five trading day period ending on and including the trading day that is six trading days before the day the merger closes.

With respect to the shares of @Road preferred stock outstanding at the time of the merger, (i) each share of @Road Series A-1 Redeemable Preferred Stock and Series A-2 Redeemable Preferred Stock will be converted into the right to receive an amount in cash equal to \$100.00 plus all declared or accumulated but unpaid dividends; and (ii) each share of @Road Series B-1 Redeemable Preferred Stock and Series B-2 Redeemable Preferred Stock will be converted into the right to receive an amount in cash equal to \$831.39 plus all declared or accumulated but unpaid dividends.

**Q: What will happen to @Road's outstanding options in the merger?**

**A:** At the effective time of the merger, (a) each unvested and unexercised @Road stock option that remains outstanding and has an exercise price per share of less than \$7.50 will be converted into options to acquire Trimble common stock, with the number of shares and exercise price adjusted to reflect the merger terms; and (b) each vested @Road stock option, including each @Road stock option that becomes vested as a result of the merger, will be terminated, and the holder of the option will be entitled to the right to receive the excess, if any, of the per share merger consideration (which is described above) less the per share exercise price of the stock option. Each @Road stock option, whether vested or unvested, that has a per share exercise price that is greater than \$7.50 will be terminated upon the merger.

**Q: How will the merger affect my participation in the @Road employee stock purchase plan?**

**A:** At the effective time of the merger, @Road will terminate the @Road employee stock purchase plan. To the extent permitted by the employee stock purchase plan, your rights in the employee stock purchase plan with respect to any offering period then underway will be determined by treating the last business day prior to the effective time of the merger as the last day of the offering period, such that any amounts accumulated in your plan account will be used to purchase

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shares under the plan terms on that date. @Road will make adjustments under the @Road employee stock purchase plan to reflect the shortened purchase period. Each outstanding share of @Road common stock purchased during the shortened purchase period will be converted into the right to receive the merger consideration in the same manner as other outstanding shares of @Road common stock as described above.

**Q:**  
**What should I do now?**

**A:**  
After carefully reading this proxy statement/prospectus, including its annexes, Trimble and @Road urge you to respond by voting your shares through one of the following means:

*by mail*, by completing, signing, dating and mailing each proxy card (if you are a registered stockholder, meaning that you hold your stock in your name) or voting instruction card (if your shares are held in "street name," meaning that your shares are held in the name of a broker, bank or other nominee) and returning it in the envelope provided;

*via telephone*, using the toll-free number listed on each proxy card or voting instruction card (if your bank, broker or nominee makes telephone voting available);

*via the Internet*, at the address provided on each proxy card or voting instruction card (if your bank, broker or nominee makes Internet voting available); or

*in person*, by attending the special meeting and submitting your vote in person.

**Q:**  
**Do I need to send in my @Road stock certificates now?**

**A:**  
No. You should not send in your @Road stock certificates now. Following the merger, a letter of transmittal will be sent to @Road stockholders informing them where to deliver their @Road stock certificates in order to receive the cash portion of the merger consideration and the portion, if any, of the merger consideration consisting of shares of Trimble common stock. You should not send in your @Road common stock certificates prior to receiving this letter of transmittal.

**Q:**  
**What vote is required to approve the proposals?**

**A:**  
The proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, requires the affirmative vote of holders of a majority of the outstanding shares of @Road common stock and preferred stock entitled to vote at the @Road special meeting of stockholders. The proposal to grant discretionary authority to the persons named as proxies to vote your shares to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger, requires the affirmative vote of holders of a majority of the shares entitled to vote that are present in person or represented by proxy at the meeting and actually cast at the meeting. Executed proxies returned to @Road but not marked to indicate your voting preference will be counted as votes "FOR" the proposal to adopt the merger agreement and to approve the transactions contemplated by the merger agreement, including the merger, and "FOR" the proposal to grant discretionary authority to the persons named as proxies to vote your shares to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger.

**Q:**  
**Are there any stockholders already committed to voting in favor of the merger?**

**A:**  
Yes. All of the executive officers and directors of @Road and entities affiliated with two investment funds have agreed to vote all of their shares of @Road common stock, representing approximately 23.1% of the outstanding shares of @Road common stock on December 21, 2006, in favor of adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger, and in favor of granting discretionary authority to the persons



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named as proxies to vote their shares to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of adopting the merger agreement and the transactions contemplated by the merger agreement, including the merger. A copy of the form of voting agreement is attached as Annex B to this proxy statement/prospectus. See the section entitled "The Voting Agreements" beginning on page 90 of this proxy statement/prospectus.

**Q:**  
**When do you expect to complete the merger?**

**A:**  
Trimble and @Road are working toward completing the merger as quickly as possible. The merger is expected to close during the first calendar quarter of 2007. However, because completion of the merger is subject to various conditions, Trimble and @Road cannot predict the exact timing of the merger or whether the merger will occur at all.

**Q:**  
**As an @Road stockholder, will I be able to trade the Trimble common stock that I receive in connection with the merger?**

**A:**  
The shares of Trimble common stock issued in connection with the merger will be freely tradable, unless you are an "affiliate" (as defined in the Securities Act of 1933, as amended, or the Securities Act) of @Road. If you are an affiliate of @Road, you will be required to comply with the applicable restrictions of Rule 145 under the Securities Act in order to resell shares of Trimble common stock you receive in the merger. You will be notified if you are an affiliate of @Road.

**Q:**  
**What are the United States federal income tax consequences of the merger?**

**A:**  
Generally, for U.S. federal income tax purposes, the receipt of the merger consideration for each share of @Road common stock pursuant to the merger will be a taxable transaction, and an @Road stockholder generally will recognize capital gain or loss equal to the difference between (a) the sum of the amount of cash consideration and the fair market value of the Trimble common stock received by the stockholder pursuant to the merger and (b) the stockholder's adjusted tax basis in the shares of @Road common stock tendered in exchange therefor. @Road stockholders are urged to read the discussion in the section entitled "Proposal No. 1 The Merger Material United States Federal Income Tax Consequences of the Merger" of this proxy statement/prospectus and to consult their tax advisors as to the U.S. federal income tax consequences of the merger, as well as the effects of state, local and non-U.S. tax laws.

**Q:**  
**Are there any risks related to the proposed transaction or any risks related to owning Trimble common stock that I should consider in deciding whether to approve the proposals?**

**A:**  
Yes. You should carefully review the section entitled "Risk Factors" beginning on page 23 of this proxy statement/prospectus.

### Questions and Answers About the @Road Special Meeting

**Q:**  
**When and where will the @Road special meeting be held?**

**A:**  
The special meeting will take place at the offices of @Road, located at 47071 Bayside Parkway, Fremont, California on February 16, 2007 at 10:00 a.m., local time.

**Q:**  
**Who can attend and vote at the special meeting?**

**A:**  
All @Road stockholders of record as of the close of business on December 21, 2006, the record date for the @Road special meeting, are entitled to receive notice of and to vote at the @Road special meeting.

**Q:**  
**How can I vote?**

**A:**

If you are a stockholder of record, you may submit a proxy for the special meeting: (i) by completing, signing, dating and returning the proxy card in the pre-addressed envelope provided;

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(ii) using the telephone; or (iii) via the Internet. For specific instructions on how to use the telephone or the Internet to submit a proxy for the special meeting (if made available by your bank, broker or nominee), please refer to the instructions on your proxy card.

If you hold your shares of @Road common stock in a stock brokerage account or if your shares are held by a bank or nominee (*i.e.*, in "street name"), you must provide the record holder of your shares with instructions on how to vote your shares. Please check the voting instruction card included by your bank, broker or nominee for directions on providing instructions to vote your shares and to see if you may use the telephone or the Internet to provide instructions on how to vote your shares.

If you are a stockholder of record, you may also vote in person at the special meeting. If you hold shares in street name, you may not vote in person at the special meeting unless you obtain a signed proxy from the record holder giving you the right to vote the shares.

**Q:**  
**How will my proxy be exercised with respect to the proposals?**

**A:**  
All valid proxies received before the special meeting will be exercised. All shares represented by a proxy will be voted, and where a stockholder specifies by means of his or her proxy a choice with respect to the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, and the proposal to grant discretionary authority to adjourn the special meeting, the shares will be voted in accordance with the specification so made. If you submit your executed proxy but fail to indicate how you want to vote, your proxy will be counted as a vote in favor of the proposals.

**Q:**  
**What happens if I do not return a proxy card or vote?**

**A:**  
If you do not sign and send in your proxy card, vote using the telephone or via the Internet or vote in person at the special meeting, or if you mark the "abstain" box on the proxy card or voting instruction card, it will have the same effect as a vote against the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, but will have no effect on the proposal to grant discretionary authority to adjourn the special meeting.

**Q:**  
**If my shares are held in "street name," will my broker vote my shares for me?**

**A:**  
Your broker will vote your shares held in "street name" on the proposal to adopt the merger agreement only if you provide instructions on how to vote. Therefore, you should be sure to provide your broker with instructions on how to vote your shares. Without instructions, your shares will not be voted on the proposal to adopt the merger agreement, which will have the effect of a vote against the merger.

**Q:**  
**What should I do if I receive more than one set of voting materials?**

**A:**  
Please complete, sign, date and return each proxy card and voting instruction card that you receive. You may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If your shares are held in more than one name, you will receive more than one proxy or voting instruction card.

**Q:**  
**May I change my vote after I have mailed my signed proxy or voting instruction card or voted using the telephone or Internet if available?**

**A:**  
Yes. If you have submitted a proxy, you may change your vote at any time before your proxy is voted at the @Road special meeting of stockholders. You can do this one of four ways:



send a written, dated notice to the Secretary of @Road stating that you would like to revoke your proxy;

complete, sign, date and submit a new later-dated proxy card;

re-vote electronically via the Internet or by telephone; or

attend the special meeting and vote in person. Your attendance alone will not revoke your proxy.

If you have instructed a bank, broker or nominee to vote your shares of @Road common stock or @Road preferred stock by executing a voting instruction card or by using the telephone or Internet, you must follow the directions received from your bank, broker or nominee to change your instructions.

**Q:**

**Who will bear the cost of this solicitation?**

**A:**

@Road will pay the expenses of soliciting proxies for the special meeting. @Road has retained Advantage Proxy, a proxy solicitation firm, to solicit proxies in connection with the special meeting at a cost of approximately \$5,000 plus expenses. In addition, @Road may reimburse brokers, banks and other custodians, nominees and fiduciaries representing beneficial owners of shares for their expenses in forwarding soliciting materials to such beneficial owners. @Road and/or its agents may also solicit proxies by mail, telephone, facsimile, email or in person. No additional compensation will be paid for these services.

**Q:**

**Who can answer my questions about the merger or @Road's special meeting of stockholders?**

**A:**

If you would like additional copies of this proxy statement/prospectus without charge or if you have questions about the merger or @Road's special meeting of stockholders, including the procedures for voting your shares, you should contact:

Advantage Proxy  
24925 13<sup>th</sup> Place South  
Seattle, WA 98198  
(206) 870-8565

## SUMMARY

The following is a summary of the information contained in this proxy statement/prospectus. This summary may not contain all of the information about the merger that is important to you. For a more complete description of the merger, Trimble and @Road encourage you to read carefully this entire proxy statement/prospectus, including the attached annexes. In addition, Trimble and @Road encourage you to read the information incorporated by reference into this proxy statement/prospectus, which includes important business and financial information about Trimble and @Road. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" beginning on page 155 of this proxy statement/prospectus.

### **The Merger and the Merger Agreement (see Annex A and page 72)**

Trimble has agreed to acquire @Road under the terms of a merger agreement between the companies that is described in this proxy statement/prospectus. Under the terms of the merger agreement, a newly formed, wholly owned subsidiary of Trimble will merge with and into @Road with @Road surviving the merger as a wholly owned subsidiary of Trimble. Upon completion of the merger, (i) each issued and outstanding share of common stock of @Road will be converted into the right to receive \$7.50 of merger consideration comprised of (a) \$5.00 in cash and (b) \$2.50 in cash and/or shares of Trimble common stock, no par value, the combination of such amount to be determined at the election of Trimble; (ii) each share of Series A-1 Redeemable Preferred Stock, par value \$0.001 per share, of @Road and each share of Series A-2 Redeemable Preferred Stock, par value \$0.001 per share, of @Road shall be converted into the right to receive an amount in cash equal to \$100.00 plus all declared or accumulated but unpaid dividends with respect to such shares as of immediately prior to the effective time of the Merger unless such shares have previously been redeemed; and (iii) each share of Series B-1 Redeemable Preferred Stock, par value \$0.001 per share, of @Road and each share of Series B-2 Redeemable Preferred Stock, par value \$0.001 per share, of @Road shall be converted into the right to receive an amount in cash equal to \$831.39 plus all declared or accumulated but unpaid dividends with respect to such shares as of immediately prior to the effective time of the Merger unless such shares have previously been redeemed. A copy of the merger agreement is attached as Annex A to this proxy statement/prospectus, and Trimble and @Road encourage you to read the merger agreement in its entirety.

### **Parties to the Merger**

#### *Trimble Navigation Limited*

Trimble applies technology to make field and mobile workers in businesses and government significantly more productive. Solutions are focused on applications requiring position or location-including surveying, construction, agriculture, fleet and asset management, public safety and mapping. In addition to utilizing positioning technologies, such as GPS, lasers and optics, Trimble solutions typically include significant software content specific to the needs of the user. Wireless technologies are utilized to deliver the solution to the user and to ensure a tight coupling of the field and the back office.

Trimble Navigation Limited, a California corporation, was incorporated in 1978. Trimble's executive offices are located at 935 Stewart Drive, Sunnyvale, California 94085 and its telephone number is (408) 481-8000. Trimble's website is located at [www.trimble.com](http://www.trimble.com). Information contained in this website does not constitute part of this proxy statement/prospectus.

*@Road, Inc.*

@Road, Inc. is a leading global provider of solutions designed to automate the management of mobile resources and to optimize the service delivery process for customers across a variety of industries. @Road delivers Mobile Resource Management, or MRM, solutions in three key areas: Field Force Management, Field Service Management and Field Asset Management. By providing real-time Mobile Resource Management infrastructure integrating wireless communications, location-based technologies, transaction processing and the Internet, @Road solutions are designed to provide a secure, scalable, upgradeable, enterprise-class platform, and are offered in on-demand software delivery, on-premise or hybrid environments that can seamlessly connect mobile workers in the field to real-time corporate data.

@Road, Inc., a Delaware corporation, was originally incorporated in the State of California in 1996 and reincorporated in Delaware in 2000. @Road's principal executive offices are located at 47071 Bayside Parkway, Fremont, California 94538, and its telephone number is (510) 668-1638. @Road's website address is www.road.com. Information contained in this website does not constitute part of this proxy statement/prospectus.

*Roadrunner Acquisition Corp.*

Roadrunner Acquisition Corp. is a wholly owned subsidiary of Trimble formed on December 7, 2006. Trimble formed Roadrunner Acquisition Corp. solely to effect the merger, and Roadrunner Acquisition Corp. has not conducted any business during any period of its existence.

#### **Special Meeting of the Stockholders of @Road (see page 46)**

*Time, Date and Place.* @Road will hold the special meeting at @Road's principal executive offices, located at 47071 Bayside Parkway, Fremont, California 94538 on February 16, 2007 at 10:00 a.m., local time. At the special meeting, @Road stockholders will be asked to vote to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, and to grant discretionary authority to the persons named as proxies to vote your shares to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the adoption of the merger agreement and the transactions contemplated by the merger agreement, including the merger.

*Record Date and Voting Power.* You are entitled to vote at the special meeting if you owned shares of @Road common stock or shares of @Road preferred stock at the close of business on December 21, 2006, the record date for the special meeting. At the close of business on the record date, @Road had approximately 62,250,761 shares of common stock outstanding. Holders of record of shares of @Road common stock on the record date are entitled to one (1) vote per share at the special meeting on all matters to be considered at the meeting. At the close of business on the record date, @Road had approximately 77,380 shares of preferred stock outstanding. Holders of record of shares of @Road preferred stock on the record date are entitled to eleven (11) votes per share on all matters to be considered at the meeting and shall vote together with the holders of @Road common stock as one class.

*Required Vote.* Approval of the adoption of the merger agreement requires the affirmative vote of the holders of a majority of the total number of votes that the shares of @Road common stock and @Road preferred stock outstanding on the record date of the special meeting are entitled to vote. Approval of the proposal to grant discretionary authority to adjourn the special meeting, if necessary, to solicit additional proxies requires the affirmative vote of the holders of a majority of the total number of votes that the shares of @Road common stock and @Road preferred stock that are present in person or represented by proxy at the meeting and actually cast at the meeting are entitled to vote.

In each case, the @Road common stock and @Road preferred stock shall vote together as a single class.

*Voting by @Road's Directors and Executive Officers and Certain Stockholders; Voting Agreements.* Each executive officer of @Road, each member of the @Road board of directors, and entities affiliated with Institutional Venture Partners VIII, L.P. and Institutional Venture Partners X, L.P. (collectively, "IVP"), each in their capacities as stockholders of @Road, entered into voting agreements with Trimble and Merger Sub, pursuant to which, among other things, each such stockholder agreed with Trimble and Merger Sub to vote in favor of the merger agreement and the transactions contemplated thereby, including the merger, and agreed not to dispose of any shares of common stock held by such stockholder prior to the consummation of the merger. Members of the @Road board of directors, executive officers of @Road and IVP beneficially owned an aggregate of 14.4 million outstanding shares of @Road common stock as of December 21, 2006, which represented approximately 23.1% of @Road's shares of common stock outstanding on that date. See the section entitled "The Voting Agreements" beginning on page 90 of this proxy statement/prospectus.

**Risk Factors (see page 23)**

The "Risk Factors" section beginning on page 23 of this proxy statement/prospectus should be considered carefully by @Road stockholders in evaluating whether to approve the proposals. These risk factors should be considered along with any additional risk factors in the reports of Trimble and @Road filed with the Securities and Exchange Commission, or SEC, and any other information included in or incorporated by reference into this proxy statement/prospectus.

**Recommendation of the @Road Board of Directors (see page 9)**

After careful consideration, the @Road board of directors unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and determined that the merger is fair to, and in the best interests of, @Road and its stockholders, and declared the merger to be advisable. The @Road board of directors unanimously recommends that you vote "**FOR**" the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, and "**FOR**" the proposal to grant discretionary authority to the persons named as proxies to vote your shares to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes for the proposal to adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger.

**Opinion of @Road's Financial Advisor Regarding the Merger (see page 55)**

On December 10, 2006, J.P. Morgan Securities Inc., financial advisor to @Road (referred to in this prospectus/proxy statement as "JPMorgan"), delivered to the @Road board of directors its oral opinion, which was subsequently confirmed by delivery of a written opinion dated December 10, 2006, that, as of that date, and based upon and subject to the assumptions made, procedures followed, matters considered and limitations on the scope of review undertaken set forth in its written opinion, the proposed merger consideration to be paid to the holders of the shares of @Road common stock in the merger pursuant to the merger agreement was fair, from a financial point of view, to the holders of @Road common stock. The full text of JPMorgan's opinion is attached to this proxy statement/prospectus as Annex C. You are encouraged to read this opinion carefully in its entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the scope of review undertaken. JPMorgan's opinion is directed to the @Road board of directors and does not constitute a recommendation to any stockholder as to how any stockholder should vote on, or take any action with respect to, the merger or any related matter.

**@Road's Directors and Executive Officers Have Interests in the Merger (see page 61)**

In considering the recommendation of the @Road board of directors with respect to the merger, @Road stockholders should be aware that certain executive officers and directors of @Road have interests in the transactions contemplated by the merger agreement that may be different from, or in addition to, the interests of @Road stockholders generally. The @Road board of directors was aware of these interests and considered them, among other matters, in making its recommendation.

**What Is Needed to Complete the Merger (see page 10)**

Several conditions must be satisfied or waived before Trimble and @Road complete the merger, including those summarized below:

adoption of the merger agreement by the affirmative vote of holders of a majority of the shares of @Road common stock and preferred stock outstanding on the record date;

receipt of United States and applicable non-United States antitrust approvals;

receipt of all material authorizations or approvals of, or declarations or filings with, or expirations of waiting periods imposed by, any governmental entity;

absence of any law, regulation or order making the merger illegal or otherwise prohibiting the merger;

the parties' respective representations and warranties contained in the merger agreement must be true and correct except as would not have a material adverse effect on such party, other than in the case of certain of representations and warranties of @Road, which must be true and correct in all material respects, or in the case of a certain other representations and warranties of @Road, which must be true and correct in all respects;

material compliance by each party with its covenants in the merger agreement; and

no event or circumstance that has or would reasonably be expected to have a material adverse effect with respect to either party (except, with respect to Trimble, in the circumstance that it elects to pay all of the merger consideration in cash).

If the law permits, either @Road or Trimble could choose to waive a condition to its obligation to complete the merger even though that condition has not been satisfied. Shareholders of Trimble are not required to approve the merger, the issuance of shares of Trimble common stock in the merger or any matter relating to the merger, and, accordingly, Trimble will not hold a meeting of its shareholders in connection with the merger.

**@Road is Prohibited from Soliciting Other Offers (see page 10)**

The merger agreement contains detailed provisions that prohibit @Road and its subsidiaries, and their officers and directors, from taking any action to solicit or engage in discussions or participate in negotiations with any person or group with respect to an acquisition proposal, as defined in the merger agreement, including an acquisition that would result in the person or group acquiring more than a 20% interest in @Road's total outstanding voting securities, a merger or other business combination involving @Road, a sale or license of more than 20% of @Road's assets or any liquidation or dissolution of @Road. @Road is also required to cause its advisors to comply with these restrictions. The merger agreement does not, however, prohibit @Road or its board of directors from considering and, in the event of a tender or exchange offer made directly to @Road stockholders, from potentially recommending, an unsolicited bona fide written acquisition proposal from a third party if specified conditions are met.



**Change of Board Recommendation (see page 11)**

Subject to specified conditions, the board of directors of @Road may withdraw or modify its recommendation in support of the adoption of the merger agreement by @Road's stockholders. In the event that the board of directors of @Road withdraws or modifies its recommendation in a manner adverse to Trimble, @Road may be required to pay a termination fee of \$17,360,000 to Trimble.

**Trimble and @Road May Terminate the Merger Agreement under Specified Circumstances (see page 11)**

Under circumstances specified in the merger agreement, either Trimble or @Road may terminate the merger agreement. These circumstances generally include if:

Trimble and @Road mutually agree to terminate the merger agreement;

the merger is not completed by September 10, 2007, except that this right to terminate is not available to any party whose action or failure to act was a principal cause of or resulted in the failure of, the merger to occur on or before such date and such action or failure to act constitutes a breach of the merger agreement;

a final, non-appealable order of a court or any governmental entity has the effect of permanently prohibiting completion of the merger, provided that the terminating party has used commercially reasonable efforts to prevent the occurrence of and cause the removal of such order;

the required approval of @Road stockholders has not been obtained at the special meeting, except that this right to terminate is not available to @Road if @Road's action or failure to act caused the failure to obtain the requisite vote and such action or failure to act constitutes a breach of the merger agreement;

there has occurred an event or circumstance that has or would reasonably be expected to have a material adverse effect on either party, that is not capable of being cured prior to September 10, 2007, or that is not cured prior to the earlier of September 10, 2007, and 20 days following receipt of written notice from the other party of such material adverse effect, except that this right to terminate is not available to @Road where Trimble elects to pay all of the merger consideration in cash; or

the other party breaches its representations, warranties or covenants in the merger agreement such that the conditions to completion of the merger regarding its representations, warranties or covenants would not be satisfied, subject to a 20-day cure period.

Additionally, prior to the adoption of the merger agreement by the @Road stockholders, Trimble may terminate the merger agreement if the board of directors of @Road takes any of the actions in opposition to the merger described as a triggering event in the merger agreement. @Road may terminate the merger agreement and pay the termination fee to Trimble in order to enter into a definitive agreement with respect to an alternative acquisition under specified conditions.

**@Road May Be Required to Pay a Termination Fee under Specified Circumstances (see page 11)**

If the merger agreement is terminated under specified circumstances, @Road may be required to pay a termination fee of \$17,360,000 to Trimble.

**Material United States Federal Income Tax Consequences of the Merger (see page 62)**

Generally, for U.S. federal income tax purposes, the receipt of the merger consideration for each share of @Road common stock pursuant to the merger will be a taxable transaction, and an @Road stockholder generally will recognize capital gain or loss equal to the difference between (a) the sum of the amount of cash consideration and the fair market value of Trimble common stock received by the stockholder pursuant to the merger and (b) the stockholder's adjusted tax basis in the shares of @Road common stock tendered in exchange therefor. @Road stockholders are urged to read the discussion in the section entitled "Proposal No. 1 The Merger Material United States Federal Income Tax Consequences of the Merger" beginning on page 62 of this proxy statement/prospectus and to consult their tax advisors as to the U.S. federal income tax consequences of the merger, as well as the effects of state, local and non-U.S. tax laws.

**Accounting Treatment of the Merger**

In accordance with United States generally accepted accounting principles, Trimble will account for the merger under the purchase method of accounting for business combinations.

**The Merger is Subject to Antitrust Laws**

Trimble and @Road are required to make filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or the HSR Act, with the Antitrust Division of the United States Department of Justice, or the DOJ, and the United States Federal Trade Commission, or the FTC. Trimble and @Road filed the required notification and report forms on December 22, 2006 and requested early termination of the required waiting period. Reviewing agencies or governments or private persons may challenge the merger under antitrust or similar laws at any time before or after its completion.

**Trimble Will List Shares of Trimble Common Stock on the Nasdaq Global Market**

If Trimble and @Road complete the merger, @Road stockholders will be able to trade the shares of Trimble common stock they receive in the merger on the Nasdaq Global Market (if Trimble elects to issue shares), subject to restrictions on affiliates of @Road described in the section entitled "Proposal No. 1 The Merger Restrictions on Sales of Shares of Trimble Common Stock Received in the Merger" beginning on page 66 of this proxy statement/prospectus. If Trimble and @Road complete the merger, @Road stock will no longer be quoted on the Nasdaq Global Market or any other market or exchange.

**Appraisal Rights (see page 12)**

To the extent holders of @Road common stock and @Road preferred stock do not wish to accept the consideration payable pursuant to the merger, such holders may seek, under Section 262 of the DGCL, judicial appraisal of the fair value of their shares by the Delaware Court of Chancery. This value could be more than, less than or the same as the amounts that holders of @Road common stock and @Road preferred stock are entitled to receive in connection with the merger. Failure to strictly comply with all the procedures required by Section 262 of the DGCL will result in a loss of the right to appraisal.

Merely voting against the merger will not preserve the right of @Road stockholders to appraisal under Delaware law. Also, because a submitted proxy not marked "against" or "abstain" will be voted "FOR" the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger, the submission of a proxy not marked "against" or "abstain" will result in the waiver of appraisal rights. @Road stockholders who hold shares in the name



of a broker or other nominee must instruct their nominee to take the steps necessary to enable them to demand appraisal for their shares.

Annex D to this proxy statement/prospectus contains the full text of Section 262 of the DGCL, which relates to the rights of appraisal. We encourage you to read these provisions carefully and in their entirety.

**SELECTED HISTORICAL CONSOLIDATED  
FINANCIAL DATA OF TRIMBLE**

The selected financial data as of December 30, 2005 and December 31, 2004 and for the years ended December 30, 2005, December 31, 2004 and January 2, 2004 are derived from Trimble's audited consolidated financial statements included in this proxy statement/prospectus. The selected financial data as of January 2, 2004, January 3, 2003 and December 28, 2001, and for the years ended January 3, 2003 and December 28, 2001 are derived from Trimble's audited consolidated financial statements not included or incorporated herein. The selected financial data as of September 29, 2006 and for the nine months ended September 29, 2006 and September 30, 2005 are derived from Trimble's unaudited condensed consolidated financial statements included in this proxy statement/prospectus. The unaudited financial statements include all adjustments, consisting of normal recurring accruals, which Trimble considers necessary for a fair presentation of the financial position and the results of operations for these periods.

The selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Trimble's consolidated financial statements and related notes appearing elsewhere in this proxy statement/prospectus. Historical results are not necessarily indicative of future results. In particular, because the results of operations and financial condition related to Trimble's acquisitions are included in Trimble's Consolidated Statements of Income and Consolidated Balance Sheets data commencing on those respective acquisition dates, comparisons of Trimble's results of operations and financial condition for periods prior to and subsequent to those acquisitions are not indicative of future results.

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Fiscal Years Ended					Nine Months Ended	
December 30, 2005	December 31, 2004	January 2, 2004	January 3, 2003	December 28, 2001	September 29, 2006(1)	September 30, 2005

(unaudited)

(in thousands, except per share data)

**Consolidated Statements of Income:**

Revenue	\$ 774,913	\$ 668,808	\$ 540,903	\$ 466,602	\$ 475,292	\$ 706,030	\$ 588,092
Gross margin	\$ 389,805	\$ 324,810	\$ 268,030	\$ 234,432	\$ 237,235	\$ 345,309	\$ 297,506
Gross margin percentage	50%	49%	50%	50%	50%	49%	51%
Income (loss) from continuing operations(2)	\$ 84,855	\$ 67,680	\$ 38,485	\$ 10,324	\$ (23,492)	\$ 108,064	\$ 101,964
Gain on disposal of discontinued operations (net of tax)	\$	\$	\$	\$	\$ 613	\$	\$
Net income (loss)	\$ 84,855	\$ 67,680	\$ 38,485	\$ 10,324	\$ (22,879)	\$ 79,673	\$ 61,462
Per common share:							
Income (loss) from continuing operations							
Basic	\$ 1.59	\$ 1.32	\$ 0.81	\$ 0.24	\$ (0.63)	\$ 1.45	\$ 1.16
Diluted	\$ 1.49	\$ 1.23	\$ 0.77	\$ 0.24	\$ (0.63)	\$ 1.38	\$ 1.08
Gain on disposal of discontinued operations (net of tax)							
Basic	\$	\$	\$	\$	\$ 0.01	\$	\$