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TRIMBLE NAVIGATION LTD /CA/

Form 8-K

January 16, 2002

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

January 16, 2002 (January 14, 2002)

Date of Report (Date of earliest event reported)

TRIMBLE NAVIGATION LIMITED

(Exact name of registrant as specified in its charter)

California	0-18645	94-2802192
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

645 North Mary Avenue
Sunnyvale, California 94088

(Address, including zip code, of principal executive offices)

(408) 481-8000

(Registrant's telephone number, including area code)

Item 5. Other Events.

On January 14, 2002, Trimble Navigation Limited (the "Company") entered into the First Amended and Restated Stock and Warrant Purchase Agreement (the "Purchase Agreement") with certain accredited investors (the "Investors") pursuant to which the Company sold an additional 1,280,004 shares of its common stock at a price of \$15.00 per share in the second closing under a previously announced private placement transaction. The Investors also received warrants having a five-year term of exercise to purchase up to 256,002 additional shares of the Company's common stock at an exercise price of \$19.475 per share (the "Warrants").

The number of shares issuable upon the exercise of the Warrants and the exercise price thereof are subject to adjustments for stock splits, combinations and similar transactions and are subject to antidilution protection in the event of certain dilutive financings (subject to customary exceptions) during the term

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of the Warrants.

As part of the private financing, the Company has agreed to prepare and file a registration statement with the Securities and Exchange Commission with respect to the resales of the shares of common stock (including those shares underlying the Warrants) purchased by the Investors.

The above description provided in this Report on Form 8-K of the terms and conditions of the private placement to Investors under the Purchase Agreement and the transactions contemplated thereby is a summary only and is qualified in its entirety by reference to the full text of the agreements which are attached hereto as exhibits. In addition, a copy of the press release issued by the Company on January 15, 2002 describing the private placement is filed as Exhibit 99.1 hereto.

Item 7. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

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- 4.1 First Amended and Restated Stock and Warrant Purchase Agreement between and among the Company and the investors thereto dated January 14, 2002.
 - 4.2 Form of Warrant to Purchase Shares of Common Stock dated January 14, 2002.
 - 99.1 Text of Company Press Release dated January 15, 2002.

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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: January 16, 2002

By: /s/ Mary Ellen Genovese

Mary Ellen Genovese
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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99.1	Text of Company Press Release dated January 15, 2002.