

OSHKOSH CORP

FORM SC 14D9/A

(Amended Statement of Ownership: Solicitation)

Filed 11/16/12

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Telephone	920 235 9151
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Symbol	OSK
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	09/30

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14D-9

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 4)**

OSHKOSH CORPORATION

(Name of Subject Company)

OSHKOSH CORPORATION

(Name of Person Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

688239201

(CUSIP Number of Class of Securities)

Bryan J. Blankfield
Executive Vice President, General Counsel and Secretary

Oshkosh Corporation
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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Introduction

This Amendment No. 4 to Schedule 14D-9 (this “Amendment”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the “Statement”) originally filed by Oshkosh Corporation, a Wisconsin corporation (the “Company”), with the Securities and Exchange Commission on October 26, 2012. The Statement relates to the unsolicited tender offer by IEP Vehicles Sub LLC, a Delaware limited liability company, and Icahn Enterprises Holdings L.P., a Delaware limited partnership, to purchase any and all of the issued and outstanding shares of common stock, par value \$0.01 per share, of the Company at a price of \$32.50 per share, in cash, without interest and less any applicable withholding taxes. Except as otherwise set forth in this Amendment, the information set forth in the Statement remains unchanged.

Item 7. Purposes of the Transaction and Plans or Proposals

Item 7 of the Statement is hereby amended and supplemented by adding the following disclosure:

Share Repurchase Program

On November 16, 2012, the Company disclosed that it plans to repurchase up to \$300 million of shares of its common stock over the next 12 to 18 months, with at least \$75 million to be repurchased over the next three months. In conjunction with the \$300 million targeted share repurchases, the Company’s Board of Directors has increased the number of shares authorized for repurchase to 11 million, or approximately 12% of the Company’s outstanding shares as of September 30, 2012, replacing and expanding the Company’s prior share repurchase program that was authorized in July 2012. Further details relating to the expansion and acceleration of the share repurchase program are contained in the Rule 13e-1 Transaction Statement filed by the Company with the Securities and Exchange Commission on November 16, 2012 and the press release issued by the Company announcing the expansion and acceleration of the share repurchase program, which is attached as Exhibit (a)(13) to this Amendment and is incorporated herein by reference.

Item 8. Additional Information

Item 8 of the Statement is hereby amended and supplemented by adding the following disclosure:

Share Repurchase Program

For a description of the expansion and acceleration of the share repurchase program, reference is made to “*Item 7. Purposes of the Transaction and Plans or Proposals—Share Repurchase Program*,” which description is incorporated in this Item 8 by reference.

Item 9. Exhibits

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibit:

Exhibit Number	Description
(a)(13)	Press Release issued by Oshkosh Corporation on November 16, 2012 Announcing Expansion and Acceleration of Share Repurchase Program.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

OSHKOSH CORPORATION

By: /s/ Charles L. Szews

Name: Charles L. Szews

Title: Chief Executive Officer

Dated: November 16, 2012

EXHIBIT INDEX

Exhibit Number	Description
(a)(13)	Press Release issued by Oshkosh Corporation on November 16, 2012 Announcing Expansion and Acceleration of Share Repurchase Program.



OSHKOSH CORPORATION

FOR IMMEDIATE RELEASE

OSHKOSH CORPORATION ANNOUNCES EXPANSION AND ACCELERATION OF SHARE REPURCHASE PROGRAM

*Targets \$300 Million in Share Repurchases Over Next 12-18 Months;
At Least \$75 Million to be Repurchased Over Next Three Months*

OSHKOSH, Wis. (November 16, 2012) — Oshkosh Corporation (NYSE: OSK), a leading manufacturer of specialty vehicles and vehicle bodies, today announced that it plans to repurchase up to \$300 million of shares of Oshkosh common stock over the next 12 to 18 months, with at least \$75 million to be repurchased over the next three months. In conjunction with the \$300 million targeted share repurchases, the Oshkosh Board of Directors has increased the number of shares authorized for repurchase to 11 million, or approximately 12% of the Company's outstanding shares as of September 30, 2012, replacing and expanding the Company's prior share repurchase program that was authorized in July 2012. Oshkosh expects to fund the share repurchases through a combination of cash on hand and expected cash flow from operations.

Charles L. Szews, Oshkosh Corporation chief executive officer, commented, "Today's announcement is a result of the success and momentum of our MOVE strategy, our efforts to strengthen the Company's balance sheet and the Board's ongoing commitment to delivering value to all Oshkosh shareholders. The Board's expansion and acceleration of our share repurchase efforts highlights our confidence in the Company's future growth and cash flow generation potential."

The Company noted that, since July 2012, it has repurchased approximately 550,000 shares for an aggregate value of approximately \$13.4 million.

Under Oshkosh's share repurchase program, the Company's common stock may be purchased through a combination of a 10b5-1 automatic trading plan and discretionary purchases on the open market, block trades, accelerated share repurchases, privately negotiated transactions or otherwise in accordance with applicable securities laws. The number of shares purchased and the timing of the purchases will depend on a number of factors, including share price, trading volume and general market conditions, as well as on working capital requirements, general business conditions and other factors, including alternative investment opportunities. The share repurchase program may be suspended, modified or discontinued at any time, subject to the parameters of any 10b5-1 automatic trading plan that the Company may implement.

About Oshkosh Corporation

Oshkosh Corporation is a leading designer, manufacturer and marketer of a broad range of specialty access equipment, commercial, fire & emergency and military vehicles and vehicle bodies. Oshkosh Corporation manufactures, distributes and services products under the brands of Oshkosh[®], JLG[®], Pierce[®], McNeilus[®], Jerr-Dan[®], Frontline[™], CON-E-CO[®], London[®] and IMT[®]. Oshkosh products are valued worldwide in businesses where high quality, superior performance, rugged reliability and long-term value are paramount. For more information, log on to www.oshkoshcorporation.com.

[®], [™] All brand names referred to in this news release are trademarks of Oshkosh Corporation or its subsidiary companies.

FORWARD-LOOKING STATEMENTS

This communication contains statements that the Company believes to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including, without limitation, statements regarding the Company’s future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations, are forward-looking statements. When used in this communication, words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “project” or “plan” or the negative thereof or variations thereon or similar terminology are generally intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond the Company’s control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the cyclical nature of the Company’s access equipment, commercial and fire & emergency markets, especially in the current environment where there are conflicting signs regarding the future global economic outlook; the expected level and timing of the U.S. Department of Defense (DoD) procurement of products and services and funding thereof; risks related to reductions in government expenditures in light of U.S. defense budget pressures and an uncertain DoD tactical wheeled vehicle strategy; the ability to increase prices to raise margins or offset higher input costs; increasing commodity and other raw material costs, particularly in a sustained economic recovery; risks related to the Company’s exit from its ambulance business, including the amounts of related costs and charges; risks related to facilities consolidation and alignment, including the amounts of related costs and charges and that anticipated cost savings may not be achieved; the duration of the ongoing global economic weakness, which could lead to additional impairment charges related to many of the Company’s intangible assets and/or a slower recovery in the Company’s cyclical businesses than Company or equity market expectations; the potential for the U.S. government to competitively bid the Company’s Army and Marine Corps contracts; risks related to the collectability of receivables, particularly for those businesses with exposure to construction markets; the cost of any warranty campaigns related to the Company’s products; risks related to production or shipment delays arising from quality or production issues; risks associated with international operations and sales, including foreign currency fluctuations and compliance with the Foreign Corrupt Practices Act; risks related to actions of activist shareholders, including the amount of related costs; the Company’s ability to successfully execute on its strategic road map and meet its long-term financial goals; risks and uncertainties associated with the pending tender offer for the Company’s shares, the outcome of any litigation related to the offer or any other offer or proposal, and the Board’s recommendation to the shareholders concerning the offer or any other offer or proposal. Additional information concerning these and other factors is contained in the Company’s filings with the Securities and Exchange Commission. All forward-looking statements speak only as of the date of this communication. The Company assumes no obligation, and disclaims any obligation, to update information contained in this communication. Investors should be aware that the Company may not update such information until the Company’s next quarterly earnings conference call, if at all.

IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In response to the tender offer for the shares of the Company commenced by IEP Vehicles Sub LLC and Icahn Enterprises Holdings L.P., the Company has filed a solicitation/recommendation statement on Schedule 14D-9 with the U.S. Securities and Exchange Commission (“SEC”). INVESTORS AND SHAREHOLDERS OF OSHKOSH ARE URGED TO READ THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders may obtain a copy of these documents free of charge at the SEC’s website at www.sec.gov. These materials are also available without charge on the Company’s website at www.oshkoshcorporation.com. In addition, copies of these materials may be requested from the Company’s information agent, Innisfree M&A Incorporated, toll-free at (877) 750-9499.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

The Company, its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from shareholders in connection with the Company’s 2013 Annual Meeting of Shareholders (the “2013 Annual Meeting”). The Company plans to file a proxy statement with the SEC in connection with the solicitation of proxies for the 2013 Annual Meeting (the “2013 Proxy Statement”). SHAREHOLDERS ARE URGED TO READ THE 2013 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Additional information regarding the identity of these potential participants, none of whom owns in excess of 1 percent of the Company’s common stock, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the 2013 Proxy Statement and other materials to be filed with the SEC in connection with the 2013 Annual Meeting. This information can also be found in the Company’s Annual Report on Form 10-K for the year ended September 30, 2011, filed with the SEC on November 16, 2011, and in the Company’s definitive proxy statement for its 2012 Annual Meeting of Shareholders (the “2012 Proxy Statement”), filed with the SEC on December 12, 2011. To the extent holdings of the Company’s securities have changed since the amounts printed in the 2012 Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Shareholders will be able to obtain, free of charge, copies of the 2013 Proxy Statement and any other documents (including the WHITE proxy card) filed by the Company with the SEC in connection with the 2013 Annual Meeting at the SEC’s website (<http://www.sec.gov>), at the Company’s website (<http://www.oshkoshcorporation.com>) or by writing to Ms. Margaret Wacholtz, Oshkosh Corporation, P.O. Box 2566, Oshkosh, Wisconsin, 54903-2566. In addition, copies of the proxy materials, when available, may be requested from the Company’s proxy solicitor, Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, NY 10022 or toll-free at (877) 750-9499.

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