

OSHKOSH CORP  
Form SC 14D9/A  
November 19, 2012

**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. 5)

---

**OSHKOSH CORPORATION**

(Name of Subject Company)

**OSHKOSH CORPORATION**

(Name of Person Filing Statement)

---

**Common Stock, par value \$0.01 per share**

Edgar Filing: OSHKOSH CORP - Form SC 14D9/A

(Title of Class of Securities)

**688239201**

(CUSIP Number of Class of Securities)

**Bryan J. Blankfield**

**Executive Vice President, General Counsel and Secretary**

**Oshkosh Corporation**

**2307 Oregon Street**

**P. O. Box 2566**

**Oshkosh, Wisconsin 54903**

**(920) 235-9151**

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

With copies to:

**Gary P. Cullen**  
**Skadden, Arps, Slate,**  
**Meagher & Flom LLP**  
**155 North Wacker Drive**  
**Chicago, Illinois 60606**  
**(312) 407-0700**

**Richard J. Grossman**  
**Skadden, Arps, Slate,**  
**Meagher & Flom LLP**  
**4 Times Square**  
**New York, New York 10036**  
**(212) 735-3000**

**Patrick G. Quick**  
**John K. Wilson**  
**Foley & Lardner LLP**  
**777 East Wisconsin Avenue**  
**Milwaukee, Wisconsin 53202-5306**  
**(414) 271-2400**

---

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

**Introduction**

This Amendment No. 5 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 9. Exhibits**

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

<b>Exhibit Number</b>	<b>Description</b>
(a)(14)	Press Release issued by Oshkosh Corporation on November 19, 2012 Announcing the Nomination of Stephen D. Newlin for Election to the Board of Directors.

**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/ Bryan J. Blankfield  
Name: Bryan J. Blankfield  
Title: Executive Vice President, General Counsel  
and Secretary

Dated: November 19, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(14)	Press Release issued by Oshkosh Corporation on November 19, 2012 Announcing the Nomination of Stephen D. Newlin for Election to the Board of Directors.