

OSHKOSH CORP  
Form SC 14D9/A  
November 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

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**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

(Amendment No. 2)

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**OSHKOSH CORPORATION**

(Name of Subject Company)

**OSHKOSH CORPORATION**

(Name of Person Filing Statement)

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

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(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:

<b>Gary P. Cullen</b>	<b>Richard J. Grossman</b>	<b>Patrick G. Quick</b>
<b>Skadden, Arps, Slate,</b>	<b>Skadden, Arps, Slate,</b>	<b>John K. Wilson</b>
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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. 2 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)(11)	Oshkosh Corporation investor slides November 2012.

**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 5, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(11)	Oshkosh Corporation investor slides November 2012.