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Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

As of July 22, 2014, 85,013,940 shares of the registrant's Common Stock were outstanding.

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 FOR THE QUARTER ENDED JUNE 30, 2014

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## PART I - FINANCIAL INFORMATION

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## ITEM 1. FINANCIAL STATEMENTS

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## OSHKOSH CORPORATION

## Condensed Consolidated Statements of Income

(In millions, except per share amounts; unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net sales	\$1,932.4	\$2,204.4	\$5,140.5	\$5,938.6
Cost of sales	1,585.5	1,818.9	4,247.3	5,003.7
Gross income	346.9	385.5	893.2	934.9
Operating expenses:				
Selling, general and administrative	158.7	146.0	461.4	451.6
Amortization of purchased intangibles	13.9	13.9	41.6	42.8
Total operating expenses	172.6	159.9	503.0	494.4
Operating income	174.3	225.6	390.2	440.5
Other income (expense):				
Interest expense	(14.1	) (16.6	) (57.3	) (49.4
Interest income	0.4	3.1	1.4	7.3
Miscellaneous, net	0.8	(4.7	) (0.4	) (4.3
Income from continuing operations before income taxes and equity in earnings (losses) of unconsolidated affiliates	161.4	207.4	333.9	394.1
Provision for income taxes	56.0	59.9	103.6	115.7
Income from continuing operations before equity in earnings (losses) of unconsolidated affiliates	105.4	147.5	230.3	278.4
Equity in earnings (losses) of unconsolidated affiliates	(0.3	) 0.9	1.2	2.2
Income from continuing operations, net of tax	105.1	148.4	231.5	280.6
Income from discontinued operations, net of tax	—	0.3	—	1.1
Net income	\$105.1	\$148.7	\$231.5	\$281.7
Earnings per share attributable to common shareholders-basic:				
From continuing operations	\$1.24	\$1.69	\$2.72	\$3.16
From discontinued operations	—	—	—	0.01
	\$1.24	\$1.69	\$2.72	\$3.17
Earnings per share attributable to common shareholders-diluted:				
From continuing operations	\$1.22	\$1.67	\$2.68	\$3.12
From discontinued operations	—	—	—	0.01
	\$1.22	\$1.67	\$2.68	\$3.13
Cash dividends per share on Common Stock	\$0.15	\$—	\$0.45	\$—

The accompanying notes are an integral part of these financial statements

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## OSHKOSH CORPORATION

## Condensed Consolidated Statements of Comprehensive Income

(In millions; unaudited)

	Three Months Ended		Nine Months Ended		
	June 30,		June 30,		
	2014	2013	2014	2013	
Net income	\$105.1	\$148.7	\$231.5	\$281.7	
Other comprehensive income (loss), net of tax:					
Employee pension and postretirement benefits	(4.1	) 1.2	(3.6	) 3.2	
Currency translation adjustments	(0.6	) (3.4	) 5.6	(4.8	)
Total other comprehensive income (loss), net of tax	(4.7	) (2.2	) 2.0	(1.6	)
Comprehensive income	\$100.4	\$146.5	\$233.5	\$280.1	

The accompanying notes are an integral part of these financial statements

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## OSHKOSH CORPORATION

## Condensed Consolidated Balance Sheets

(In millions, except share and per share amounts; unaudited)

	June 30, 2014	September 30, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$525.7	\$733.5
Receivables, net	1,034.3	794.3
Inventories, net	929.2	822.0
Deferred income taxes, net	72.0	67.6
Prepaid income taxes	18.0	100.4
Other current assets	34.7	35.6
Total current assets	2,613.9	2,553.4
Investment in unconsolidated affiliates	22.2	20.9
Property, plant and equipment, net	373.4	362.2
Goodwill	1,043.7	1,041.0
Purchased intangible assets, net	673.5	714.7
Other long-term assets	84.6	73.5
Total assets	\$4,811.3	\$4,765.7
Liabilities and Shareholders' Equity		
Current liabilities:		
Revolving credit facility and current maturities of long-term debt	\$20.0	\$65.0
Accounts payable	592.9	531.7
Customer advances	302.3	294.4
Payroll-related obligations	136.5	146.9
Accrued warranty	94.6	101.3
Deferred revenue	17.6	23.8
Other current liabilities	174.0	217.6
Total current liabilities	1,337.9	1,380.7
Long-term debt, less current maturities	880.0	890.0
Deferred income taxes, net	106.0	143.0
Other long-term liabilities	266.4	244.2
Commitments and contingencies		
Shareholders' equity:		
Preferred Stock (\$.01 par value; 2,000,000 shares authorized; none issued and outstanding)	—	—
Common Stock (\$.01 par value; 300,000,000 shares authorized; 92,101,465 shares issued)	0.9	0.9
Additional paid-in capital	751.0	725.6
Retained earnings	1,774.9	1,581.5
Accumulated other comprehensive loss	(12.6)	) (14.6 )
Common Stock in treasury, at cost (7,098,125 and 5,566,890 shares, respectively)	(293.2)	) (185.6 )
Total shareholders' equity	2,221.0	2,107.8
Total liabilities and shareholders' equity	\$4,811.3	\$4,765.7

The accompanying notes are an integral part of these financial statements

## OSHKOSH CORPORATION

## Condensed Consolidated Statements of Shareholders' Equity

(In millions, except per share amounts; unaudited)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury at Cost	Total
Balance at September 30, 2012	\$0.9	\$703.5	\$1,263.5	\$ (101.4 )	\$(13.0 )	\$1,853.5
Net income	—	—	281.7	—	—	281.7
Employee pension and postretirement benefits, net of tax of \$1.9	—	—	—	3.2	—	3.2
Currency translation adjustments, net	—	—	—	(4.8 )	—	(4.8 )
Repurchases of Common Stock	—	—	—	—	(169.0 )	(169.0 )
Exercise of stock options	—	(1.5 )	—	—	21.4	19.9
Stock-based compensation expense	—	15.3	—	—	—	15.3
Tax shortfall related to stock-based compensation	—	(0.9				