

OSHKOSH CORP  
Form SC 14D9/A  
November 07, 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. 3)

---

**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**

**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. 3 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:

Exhibit Number	Description
(a)(12)	Transcript of Oshkosh Corporation presentation at investor conference held on November 6, 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 7, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(a)(12)	Transcript of Oshkosh Corporation presentation at investor conference held on November 6, 2012.