

OSHKOSH CORP
Form SC 14D9/A
November 20, 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. 6)

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

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(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:

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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. 6 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)(11)	Oshkosh Corporation investor slides November 2012 (to replace Exhibit (a)(11) to the Statement).(1)

(1) The revised Oshkosh Corporation investor slides November 2012 shall be deemed to replace in their entirety the Oshkosh Corporation investor slides November 2012, which were previously filed as Exhibit (a)(11) to the Statement on November 5, 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/ Bryan J. Blankfield
Name: Bryan J. Blankfield
Title: Executive Vice President, General
Counsel and Secretary

Dated: November 20, 2012

EXHIBIT INDEX

**Exhibit
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