

OSHKOSH CORP  
Form DEFA14A  
November 19, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material under §240.14a-12

**Oshkosh Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- ☒ No fee required.
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OSHKOSH CORPORATION

**OSHKOSH CORPORATION NOMINATES STEPHEN D. NEWLIN FOR ELECTION  
TO BOARD OF DIRECTORS**

**Files Preliminary Proxy Materials in Connection with 2013 Annual Meeting of Shareholders**

**OSHKOSH, Wis. (November 19, 2012)** Oshkosh Corporation (NYSE: OSK), a leading manufacturer of specialty vehicles and vehicle bodies, today announced that its Board of Directors has nominated Stephen D. Newlin, chairman, president and chief executive officer of PolyOne Corporation, for election to the Oshkosh Board of Directors at the Company's 2013 Annual Meeting of Shareholders. Harvey Medvin, who has served as a director of Oshkosh since 2004, is retiring from the Board and therefore will not stand for re-election to the Board at the 2013 Annual Meeting.

Oshkosh also announced today that it filed preliminary proxy materials with the U.S. Securities and Exchange Commission (SEC) in connection with the 2013 Annual Meeting. The preliminary proxy materials are available on the SEC's website, [www.sec.gov](http://www.sec.gov).

Upon the election of Mr. Newlin and the remaining incumbent Oshkosh directors at the 2013 Annual Meeting, the Board will continue to be comprised of 13 highly-qualified and experienced directors, 12 of whom are independent and all of whom are elected annually. With the election of Mr. Newlin, Oshkosh will have added seven new independent directors to its Board since 2008.

Richard M. Donnelly, Oshkosh Corporation Chairman of the Board of Directors, commented, "We are pleased to nominate Steve Newlin to our Board. Steve is a seasoned executive who brings to Oshkosh a broad, diverse skill set and in-depth knowledge of the global markets. After joining PolyOne in 2006, Mr. Newlin led a comprehensive transformation of PolyOne, changing the company from a low-margin commodity compounder into a thriving specialty formulator that generates profitable growth through innovative customer solutions. Mr. Newlin fundamentally improved the corporation through a series of divestitures, strategic acquisitions, operational efficiencies, commercial investments and global expansion. Steve has a proven track record of delivering growth and enhancing shareholder value, and we look forward to benefiting from his insight."

Mr. Donnelly continued, "Harvey Medvin has been a valued member of the Board for eight years, and on behalf of the entire Board of Directors, I thank him for his tireless service and numerous contributions to Oshkosh."

**About Stephen D. Newlin**

Mr. Newlin is the chairman, president and chief executive officer of PolyOne Corporation, a leading global formulator of highly specialized polymer materials, services and solutions. PolyOne has more than 60 manufacturing and distribution facilities worldwide and derived 40 percent of its \$2.9 billion in revenue from operations outside the U.S. in 2011. Mr. Newlin served as president of the Industrial Sector of Ecolab, Inc., a global leader in cleaning and sanitizing specialty chemicals, products and services from 2003 to 2006. Previously, he served as president and a director of Nalco Chemical Company, a

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manufacturer of specialty chemicals, services and systems, from 1998 to 2001 and was chief operating officer and vice chairman from 2000 to 2001. Mr. Newlin serves on the Board of Directors of PolyOne Corporation and Black Hills Corporation. From 2007 to 2012, he also served on the Board of Directors of The Valspar Corporation. Mr. Newlin holds a bachelor of science degree in civil engineering from the South Dakota School of Mines and he completed the Advanced Management Program at Harvard Business School.

### **About Oshkosh Corporation**

Oshkosh Corporation is a leading designer, manufacturer and marketer of a broad range of specialty access equipment, commercial, fire & emergency and military vehicles and vehicle bodies. Oshkosh Corporation manufactures, distributes and services products under the brands of Oshkosh®, JLG®, Pierce®, McNeilus®, Jerr-Dan®, Frontline®, CON-E-CO®, London® and IMT®. Oshkosh products are valued worldwide in businesses where high quality, superior performance, rugged reliability and long-term value are paramount. For more information, log on to [www.oshkoshcorporation.com](http://www.oshkoshcorporation.com).

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### **FORWARD-LOOKING STATEMENTS**

This communication contains statements that the Company believes to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including, without limitation, statements regarding the Company's future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations, are forward-looking statements. When used in this communication, words such as may, will, expect, intend, estimate, anticipate, believe, should, project or plan or the negative thereof or variations of similar terminology are generally intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond the Company's control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the cyclical nature of the Company's access equipment, commercial and fire & emergency markets, especially in the current environment where there are conflicting signs regarding the future global economic outlook; the expected level and timing of the U.S. Department of Defense (DoD) procurement of products and services and funding thereof; risks related to reductions in government expenditures in light of U.S. defense budget pressures and an uncertain DoD tactical wheeled vehicle strategy; the ability to increase prices to raise margins or offset higher input costs; increasing commodity and other raw material costs, particularly in a sustained economic recovery; risks related to the Company's exit from its ambulance business, including the amounts of related costs and charges; risks related to facilities consolidation and alignment, including the amounts of related costs and charges and that anticipated cost savings may not be achieved; the duration of the ongoing global economic weakness, which could lead to additional impairment charges related to many of the Company's intangible assets and/or a slower recovery in the Company's cyclical businesses than Company or equity market expectations; the potential for the U.S. government to competitively bid the Company's Army and Marine Corps contracts; risks related to the collectability of receivables, particularly for those businesses with exposure to construction markets; the cost of any warranty campaigns related to the Company's products; risks related to production or shipment delays arising from quality or production issues; risks associated with international operations and sales, including foreign currency fluctuations and compliance with the Foreign Corrupt Practices Act; risks related to actions of activist shareholders, including the amount of related costs; the Company's ability to successfully execute on its strategic road map and meet its long-term financial goals; risks and uncertainties associated with the pending tender offer for the Company's shares, the outcome of any litigation related to the offer or any other offer or proposal, and the

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Board's recommendation to the shareholders concerning the offer or any other offer or proposal. Additional information concerning these and other factors is contained in the Company's filings with the Securities and Exchange Commission. All forward-looking statements speak only as of the date of this communication. The Company assumes no obligation, and disclaims any obligation, to update information contained in this communication. Investors should be aware that the Company may not update such information until the Company's next quarterly earnings conference call, if at all.

#### **IMPORTANT INFORMATION FOR INVESTORS AND SHAREHOLDERS**

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In response to the tender offer for the shares of the Company commenced by IEP Vehicles Sub LLC and Icahn Enterprises Holdings L.P., the Company has filed a solicitation/recommendation statement on Schedule 14D-9 with the U.S. Securities and Exchange Commission (SEC). INVESTORS AND SHAREHOLDERS OF OSHKOSH ARE URGED TO READ THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders may obtain a copy of these documents free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). These materials are also available without charge on the Company's website at [www.oshkoshcorporation.com](http://www.oshkoshcorporation.com). In addition, copies of these materials may be requested from the Company's information agent, Innisfree M&A Incorporated, toll-free at (877) 750-9499.

#### **ADDITIONAL INFORMATION AND WHERE TO FIND IT**

The Company, its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from shareholders in connection with the Company's 2013 Annual Meeting of Shareholders (the 2013 Annual Meeting). On November 19, 2012, the Company filed a preliminary proxy statement with the SEC in connection with the solicitation of proxies for the 2013 Annual Meeting. Prior to the 2013 Annual Meeting, the Company will furnish a definitive proxy statement to its shareholders (the 2013 Proxy Statement), together with a WHITE proxy card. SHAREHOLDERS ARE URGED TO READ THE 2013 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Additional information regarding the identity of these potential participants and their direct or indirect interests, by security holdings or otherwise, is set forth in the preliminary proxy statement for the 2013 Annual Meeting and will be set forth in the 2013 Proxy Statement and other materials to be filed with the SEC in connection with the 2013 Annual Meeting.

Shareholders will be able to obtain, free of charge, copies of the 2013 Proxy Statement and any other documents (including the WHITE proxy card) filed by the Company with the SEC in connection with the 2013 Annual Meeting at the SEC's website (<http://www.sec.gov>), at the Company's website (<http://www.oshkoshcorporation.com>) or by writing to Ms. Margaret Wacholtz, Oshkosh Corporation, P.O. Box 2566, Oshkosh, Wisconsin, 54903-2566. In addition, copies of the proxy materials, when available, may be requested from the Company's proxy solicitor, Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, NY 10022 or toll-free at (877) 750-9499.

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