

OSHKOSH CORP
Form DEF 14A
December 14, 2012

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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

Filed by a Party other than the Registrant

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 Pursuant to §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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(1) Amount Previously Paid:

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Oshkosh Corporation

December 14, 2012

Dear Fellow Oshkosh Corporation Shareholder:

We would like to extend a personal invitation for you to join us at our Annual Meeting of Shareholders on Tuesday, January 29, 2013 at 8:00 a.m. (Central Standard Time) at the EAA Aviation Center, 3000 Poberezny Road, Oshkosh, Wisconsin 54902.

Your Board of Directors is recommending a highly qualified, experienced and diverse slate of director nominees for election to our Board of Directors at the Annual Meeting. At the Annual Meeting, we will ask you to: (1) elect thirteen directors; (2) ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2013; (3) consider an advisory vote on the compensation of our named executive officers; (4) vote on a shareholder proposal, if properly presented at the Annual Meeting; and (5) take action upon any other business as may properly come before the Annual Meeting.

Your management team will further elaborate at the Annual Meeting on our MOVE strategy, including the results it delivered in fiscal 2012 and our target of approximately doubling adjusted earnings per share from continuing operations to \$4.00 - \$4.50 by fiscal 2015 through the continued execution of the MOVE strategy. We also will answer your questions.

The accompanying materials include the Notice of Annual Meeting of Shareholders and Proxy Statement. The Proxy Statement describes the business that we will conduct at the Annual Meeting. It also provides information about us that you should consider when you vote your shares.

Whether or not you will be able to attend the Annual Meeting, it is very important that your shares be represented. We urge you to read the accompanying Proxy Statement carefully and to use the enclosed white proxy card to vote for the Board's nominees, and in accordance with the Board's recommendations on the other proposals, as soon as possible. You may vote your shares by signing and dating the enclosed white proxy card and returning it in the postage-paid envelope provided, whether or not you plan to attend the Annual Meeting. For your convenience, you may also vote your shares via the Internet or by a toll-free telephone number by following the instructions on the enclosed white proxy card.

If you have any questions, please contact our proxy solicitor assisting us with this Annual Meeting, Innisfree M&A Incorporated. Shareholders may call toll-free at (877) 750-9499. Thank you for your support and continued interest in Oshkosh Corporation.

Sincerely,

Richard M. Donnelly
Chairman of the Board

Charles L. Szews
Chief Executive Officer

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Oshkosh Corporation

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

December 14, 2012

The 2013 Annual Meeting of Shareholders of Oshkosh Corporation will be held at the EAA Aviation Center, 3000 Poberezny Road, Oshkosh, Wisconsin 54902, on Tuesday, January 29, 2013 at 8:00 a.m. (Central Standard Time) for the following purposes:

1. To elect thirteen directors;
2. To ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2013;
3. To consider an advisory vote on the compensation of our named executive officers;
4. To vote on a shareholder proposal, if properly presented at the Annual Meeting; and
5. To consider and act upon such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

Only Oshkosh shareholders of record at the close of business on November 30, 2012 are entitled to vote at the Annual Meeting.

Your vote is very important. Even if you plan to attend the annual meeting, we request that you read the accompanying Proxy Statement and vote your shares by either: (i) signing and dating the enclosed white proxy card and returning it in the postage-paid envelope provided; or (ii) voting via the Internet or a toll-free telephone number by following the instructions provided on the enclosed white proxy card.

By Order of the Board of Directors,

Bryan J. Blankfield
Executive Vice President, General Counsel and Secretary
Oshkosh Corporation
2307 Oregon Street
Oshkosh, WI 54903-2566

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General Information About the Annual Meeting and Voting

Q&A Annual Meeting and Voting Procedures

Q: **Why am I receiving these materials?**

A: We are furnishing this Proxy Statement in connection with the solicitation by our Board of Directors of proxies to be voted at the 2013 Annual Meeting of Shareholders for the purposes set forth in the accompanying Notice, and at any adjournments or postponements of the Annual Meeting. We are sending this Proxy Statement to all Oshkosh shareholders of record as of the close of business on November 30, 2012 for use at the Annual Meeting. This Proxy Statement, the enclosed white proxy card and our 2012 Annual Report to our shareholders are being first mailed or made available to our shareholders on or about December 14, 2012. We will hold the Annual Meeting on Tuesday, January 29, 2013 at 8:00 a.m. (Central Standard Time) at the EAA Aviation Center, 3000 Poberezny Road, Oshkosh, Wisconsin 54902.

Q: **What proposals are to be presented at the Annual Meeting?**

A: The purpose of the Annual Meeting is to (1) elect thirteen directors; (2) ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2013; (3) consider an advisory vote on the compensation of our named executive officers; (4) vote on a shareholder proposal, if properly presented at the Annual Meeting; and (5) take action upon any other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

Q: **Who can attend the Annual Meeting?**

A: Only our shareholders and invited guests may attend the Annual Meeting. We may require shareholders to present proof of ownership of our Common Stock, along with personal identification (such as driver's license or passport), prior to admitting them to the Annual Meeting. You may vote shares that you hold in your name as the shareholder of record in person at the Annual Meeting. You may vote shares that you hold beneficially in street name in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting.

Q: **Who is entitled to vote?**

A:

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All shareholders of record of our Common Stock at the close of business on November 30, 2012, the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, 91,107, 265 shares of Common Stock were entitled to vote. Each share of Common Stock is entitled to one vote on each matter properly brought before the Annual Meeting. At the close of business on December 12, 2012, as a result of company share repurchases, there were 89,506,948 shares of Common Stock outstanding.

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Q:
How do I determine the number of votes I have?

A:
The enclosed white proxy card indicates the number of shares of Common Stock that you own in the specific account to which the enclosed card relates. Each share of Common Stock has one vote.

Q:
What constitutes a quorum for the Annual Meeting?

A:
To carry on the business of the Annual Meeting, a minimum number of shares of Common Stock, constituting a quorum, must be present. The quorum for the Annual Meeting is a majority of the votes represented by the outstanding shares of our Common Stock. This majority may be present in person or by proxy. Abstentions and "broker non-votes" (when a broker has delivered a proxy but it does not have authority to vote on the proposal in question) are counted as present in determining whether or not there is a quorum.

Q:
How many votes are required to pass each of the proposals?

A:
Proposal 1: Election of Directors. The thirteen nominees for director who receive the most votes of all votes cast for directors will be elected. Abstentions, votes withheld and broker non-votes will not constitute "votes cast." Pursuant to our By-Laws, the provisions of our By-Laws relating to majority voting for directors will not apply to the Annual Meeting because, in accordance with our By-Laws, our Chairman of the Board determined that the election at the Annual Meeting is a contested election within the meaning of our By-Laws. He made this determination because, as of November 16, 2012 (the date that our By-Laws specify), a notice of nomination from a shareholder relating to alternative candidates for director resulted in more persons nominated to serve as a director than Board seats available. As of the date of this Proxy Statement, the shareholder has not formally withdrawn its notice. However, subsequent to November 16, 2012, the shareholder publicly stated that its pursuit of a proxy contest was conditioned upon the shareholder receiving tenders of at least 25% of the shares of Common Stock in the shareholder's related tender offer. The shareholder did not receive tenders in that amount, and therefore, the shareholder allowed its tender offer to expire. Accordingly, on that basis, and noting that the shareholder has disclosed that it has since sold over 3.7 million shares of Common Stock, we now believe that the shareholder does not intend to seek the election of any alternative director nominees to our Board at the Annual Meeting.

Proposal 2: Ratification of the appointment of Deloitte & Touche LLP. The votes cast "for" must exceed the votes cast "against" to approve the ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2013. Abstentions do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."

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Proposal 3: Advisory vote on executive compensation. The votes cast "for" this proposal must exceed the votes cast "against" to approve the advisory vote on the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables contained in this Proxy Statement. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."

Proposal 4: Shareholder Proposal. The votes cast "for" the proposal must exceed the votes cast "against" the proposal for the shareholder proposal to pass. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."

Q:
Who is soliciting my vote?

A:
In this Proxy Statement, our Board is soliciting your vote for matters being submitted for shareholder approval at the Annual Meeting. Giving us your proxy means that you authorize the proxy holders identified on the white proxy card to vote your shares at the meeting in the manner you direct. You may vote for all, some or none of our director nominees. You may also abstain from voting. If you sign and return the enclosed white proxy card but do not specify how your shares are to be voted, your shares will be voted in accordance with the recommendations of our Board, including in favor of our Board's nominees for election to the Board. If any other matters are properly presented at the Annual Meeting for consideration, the persons named as proxies in the enclosed white proxy card will vote as recommended by our Board or, if no recommendation is given, in their own discretion.

Q:
How does our Board recommend shareholders vote?

A:
Our Board unanimously recommends that you vote using the white proxy card:

FOR the election of the following thirteen individuals nominated by our Board for election as directors: Richard M. Donnelly, Michael W. Grebe, Peter B. Hamilton, Kathleen J. Hempel, Leslie F. Kenne, J. Peter Mosling, Jr., Stephen D. Newlin, Craig P. Omtvedt, Duncan J. Palmer, John S. Shiely, Richard G. Sim, Charles L. Szews and William S. Wallace;

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2013;

FOR the proposal to approve the compensation of our named executive officers; and

AGAINST the shareholder proposal.

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Q:
Will my shares be voted if I do nothing?

A:
If you are a shareholder of record, you must sign and return a proxy card, submit your proxy by telephone or Internet, or attend the Annual Meeting in person for your shares to be voted. If you are a beneficial owner of shares and your shares are held in "street name," your bank, broker, trustee or nominee will not be able to vote your shares at the Annual Meeting on "non-routine matters," as defined by the New York Stock Exchange, unless you instruct them as to how you want your shares to be voted. The New York Stock Exchange currently considers only the ratification of the appointment of Deloitte & Touche LLP as our company's independent registered public accounting firm for 2013 to be a routine matter.

If your shares are held in street name, your broker, bank or nominee has enclosed a white voting instruction form with this proxy statement. We strongly encourage you to vote your shares by following the instructions provided on the white voting instruction form to ensure that your shares are represented and voted at the meeting.

To vote in accordance with our Board's recommendations, please sign, date and mail the enclosed white proxy card to vote FOR the election of the thirteen director nominees nominated by our Board. You may also vote over the Internet using the Internet address on the white proxy card or by telephone using the toll-free number on the white proxy card. If your shares are held in street name, you should follow the instructions on your white voting instruction form and provide specific instructions to your bank, broker, trustee or nominee to vote as described above.

Q:
What is the difference between a shareholder of record and a beneficial owner of shares?

A:
If your Common Stock is held directly in your name with our transfer agent, Computershare Shareowner Services, you are considered a "shareholder of record" with respect to those shares. If this is the case, the proxy materials have been sent or provided directly to you.

If your Common Stock is held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial holder" of the shares held for you in what is known as "street name." If this is the case, the proxy materials should have been forwarded to you by your brokerage firm, bank or other nominee, or their agent, which is considered the shareholder of record with respect to these shares. As a beneficial holder, you have the right to direct your bank, broker, trustee or nominee on how to vote the shares.

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Q:

How do I vote?

A:

Proxies are solicited to give all shareholders who are entitled to vote on the matters that come before the meeting the opportunity to vote their shares whether or not they attend the meeting in person. You can vote in one of the following ways:

By Mail Shareholders of record who have received a paper copy of a white proxy card by mail may submit proxies by completing, signing and dating their white proxy card and mailing it in the accompanying pre-addressed envelope. Proxy cards submitted by mail must be received by the time of the Annual Meeting for your shares to be voted. Shareholders who are beneficial owners who have received a white voting instruction form from their bank, broker, trustee or nominee may return the white voting instruction form by mail as set forth on the form.

Via the Internet Shareholders can simplify their voting by voting their shares via the Internet as instructed on the enclosed white proxy card or in the white voting instruction form sent to them by their bank, broker, trustee or nominee. The Internet procedures are designed to authenticate a shareholder's identity to allow shareholders to vote their shares and confirm that their instructions have been properly recorded. Internet voting facilities for shareholders of record are available 24 hours a day. Voting via the Internet authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

By Telephone Shareholders can vote their shares by a toll-free telephone number by following the instructions provided on the enclosed white proxy card or in the white voting instruction form sent to them by their bank, broker, trustee or nominee. The telephone voting procedures are designed to authenticate a shareholder's identity to allow shareholders to vote their shares and confirm that their instructions have been properly recorded. Voting by telephone authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

In Person Shares held in your name as the shareholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting. If you vote by proxy and also attend the Annual Meeting, you do not need to vote again at the Annual Meeting unless you wish to change your vote. Even if you plan to attend the Annual Meeting, we strongly urge you to vote in advance by proxy by signing and dating the enclosed white proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by telephone by following the instructions provided on the enclosed white proxy card. Directions to the Annual Meeting are available at: www.eproxyaccess.com/osk.

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Shareholders are encouraged to vote their proxies by Internet, telephone or completing, signing, dating and returning a white proxy card. If you vote by more than one method, or vote multiple times using the same method, only the last-dated vote that is received by the inspector of election will be counted, and each previous vote will be disregarded.

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If you receive more than one set of proxy materials or more than one white proxy card or voting instruction form, it may mean that you hold shares of Oshkosh Common Stock in more than one account. To vote in accordance with the Board's recommendations, you must return a white proxy card or voting instruction form or vote using one of the methods described above for EACH account in which you own shares.

If you vote by mailing a proxy card, via the Internet or by telephone, we will vote your shares as you direct. For the election of directors, you can specify whether your shares should be voted for all, some or none of the nominees for director listed. Our Board urges you to use the enclosed white proxy card and vote FOR ALL of our Board's nominees for director listed. With respect to the other items being submitted for a shareholder vote, you may vote "for" or "against" any proposal or you may abstain from voting on any proposal.

If you submit a white proxy card by mailing a proxy card, via the Internet or by telephone without indicating instructions with respect to specific proposals, we will vote your shares consistent with the recommendations of our Board of Directors as stated in this Proxy Statement, specifically in favor of our Board's nominees for directors, in favor of the ratification of the appointment of Deloitte & Touche LLP as our independent auditors, in favor of the advisory vote on the compensation of our named executive officers, and against the shareholder proposal, if it is properly presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting for consideration, then the persons named on your proxy may have discretion to vote for you on those matters. As of the date of the Notice of Annual Meeting of Shareholders, we knew of no other matters to be presented at the Annual Meeting.

Q:

How can I revoke my proxy?

A:

If you are a shareholder of record, you can change your vote or revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can execute and deliver a valid proxy with a later date; (2) you can vote by telephone or Internet at a later date; (3) you can notify our Secretary in writing at Secretary, Oshkosh Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566 that you have revoked your proxy; or (4) you can vote in person by written ballot at the Annual Meeting.

If you are a beneficial owner of your shares and you vote by proxy, you may change your vote by submitting new voting instructions to your bank, broker, trustee or nominee in accordance with that entity's procedures, or you can vote in person at the Annual Meeting with a legal proxy form from the entity that holds your shares giving you the right to vote the shares. If you vote the same shares by more than one method or vote multiple times with respect to the same shares using the same method, only the last-dated vote that is received will be counted, and each previous vote will be disregarded.

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Q: How do I vote if I am an employee participating in the Oshkosh Corporation Employee Stock Purchase Plan?

A: If you are an employee of Oshkosh Corporation or one of our subsidiaries and participate in our Employee Stock Purchase Plan, the white proxy card you receive with respect to the Plan indicates the aggregate number of shares of Common Stock credited to your account under that Plan as of November 30, 2012, the record date for voting at the Annual Meeting. If you timely submit a proxy by mailing a proxy card, via the Internet or by telephone, your shares will be voted as you have directed.

Q: Who counts the votes?

A: The inspectors of election will tabulate the votes cast at the Annual Meeting.

Q: Who should I call if I have questions about the Annual Meeting or need assistance voting?

A: If you have any questions or need any assistance in voting your shares, please contact our proxy solicitor, whose information is listed below:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022
Shareholders May Call Toll-Free (877) 750-9499
Banks and Brokers May Call Collect at (212) 750-5833

Background to Expired Tender Offer and Potential Proxy Solicitation

On June 30, 2011, Carl C. Icahn and certain of his affiliates (collectively, the "Icahn Group") filed a Schedule 13D with the SEC reporting a 9.51% ownership stake in the Company and indicating that the Icahn Group intended to have conversations with the Company's management to discuss enhancing shareholder value. On November 4, 2011, the Icahn Group delivered notice of an intent to nominate six candidates for election to the Company's thirteen-member Board at the Company's 2012 annual meeting of shareholders. The Company's shareholders did not elect any of the Icahn Group's six nominees to the Board at the annual meeting of shareholders on January 27, 2012.

On October 11, 2012, the Icahn Group publicly announced its intention to commence a tender offer for shares of Common Stock at a price of \$32.50 per share and to nominate a slate of directors for election at the upcoming Annual Meeting. On October 17, 2012, the Icahn Group commenced the tender offer, and on October 25, 2012, the Icahn Group notified the Company of its intention to propose thirteen alternative director nominees for election at the 2013 Annual Meeting. The tender offer was conditioned on, among other things, the election of the entire slate of the Icahn Group's nominees at the Annual Meeting.

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The tender offer was scheduled to expire on December 3, 2012, unless extended by the Icahn Group. On November 29, 2012, the Icahn Group pledged to shareholders in a press release that "if we do not receive tenders of at least 25% of the outstanding shares by the expiration of the offer on December 3rd, we will respect the shareholders' wishes, drop our tender offer and proxy fight and move on to other endeavors." On December 4, 2012, the Icahn Group publicly announced that only 22% of the shares were tendered as of midnight on December 3, 2012. The Icahn Group stated that the tender offer had expired, no shares were purchased, and all shares that were previously tendered would be promptly returned. The Icahn Group has disclosed that, since the expiration of the tender offer, it has sold over 3.7 million shares of Common Stock. On the basis of the Icahn Group's November 29, 2012 statement and the results of the tender offer, and noting the Icahn Group's disclosure regarding sales of shares of Common Stock, the Company believes that the Icahn Group does not intend to seek the election of any alternative director nominees to our Board of Directors at the Annual Meeting.

Additional Information Regarding the Annual Meeting

Additional Matters to Come Before the Annual Meeting

Pursuant to our By-Laws, written notice by shareholders of qualifying nominations for election to our Board of Directors must have been received by our Secretary by October 28, 2012. We did not receive any such nominations other than the nominations from the Icahn Group, and no other nominations for election to our Board may be made by shareholders at the Annual Meeting. Management knows of no matters other than those stated that are likely to be brought before the Annual Meeting. However, in the event that any other matter properly shall come before the meeting, it is the intention of the persons named in the forms of proxy to vote the shares represented by each such proxy in accordance with their judgment on such matters.

Shareholders Intending to Present Business at the 2014 Annual Meeting

Shareholder Proposals

All shareholder proposals pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 ("Rule 14a-8") for presentation at the 2014 Annual Meeting must be received at our offices located at P.O. Box 2566, Oshkosh, Wisconsin 54903-2566, by August 16, 2013 for inclusion in the proxy statement for our 2014 Annual Meeting.

Shareholder Director Nominations; Other Business

A shareholder who intends to present business, other than a shareholder's proposal pursuant to Rule 14a-8, or nominate a director at the 2014 Annual Meeting must comply with the requirements set forth in our By-Laws. Among other things, a shareholder must give written notice to our Secretary not less than 45 days and not more than 70 days prior to the first anniversary of the date on which we first made the proxy materials for our 2013 Annual Meeting available to shareholders. Therefore, since we anticipate making this Proxy Statement available on December 14, 2012, we must receive notice of a shareholder's intent to present business, other than pursuant to Rule 14a-8, or nominate a director at the 2014 Annual Meeting no sooner than October 5, 2013, and no later than October 30, 2013.

If the notice is received after October 30, 2013, then we are not required to present such proposal at the 2014 Annual Meeting because the notice will be considered untimely. If our Board of

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Directors chooses to present such a shareholder's proposal submitted after October 30, 2013 at the 2014 Annual Meeting, then the persons named in proxies solicited by our Board of Directors for the 2014 Annual Meeting may exercise discretionary voting power with respect to such proposal.

The Governance Committee will consider individuals recommended by shareholders for nomination as a director for available seats on our Board if the shareholder complies with the additional procedures for recommendations described under "Governance of the Company Governance Committee."

Delivery of Proxy Materials

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on January 29, 2013.

The Notice of Annual Meeting of Shareholders, this Proxy Statement and our 2012 Annual Report are also available online at www.eproxyaccess.com/osk.

Pursuant to the rules of the SEC, services that deliver our communications to shareholders that hold their stock through a bank, broker or other holder of record may deliver to multiple shareholders sharing the same address a single copy of our Annual Report to Shareholders and Proxy Statement. Upon written or oral request, we will promptly deliver a separate copy of the Annual Report to Shareholders and/or Proxy Statement to any shareholder at a shared address to which a single copy of each document was delivered. Shareholders may notify us of their requests by calling or writing Ms. Margaret Wacholtz, Oshkosh Corporation, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566, (920) 235-9151 ext. 22889.

Proxy Solicitation Matters

We will bear the cost of soliciting proxies, including preparing, printing and mailing this Proxy Statement. Proxies may be solicited personally, by email, by mail or by telephone by certain of our directors, officers, regular employees or representatives. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We will reimburse brokerage houses, banks, custodians and other nominees and fiduciaries for out-of-pocket expenses incurred in forwarding our proxy solicitation materials to, and obtaining instructions relating to such materials from, beneficial owners of Oshkosh's Common Stock. Additionally, we have retained Innisfree M&A Incorporated, a proxy solicitation firm, to assist us in connection with soliciting proxies for the Annual Meeting and in connection with our communications with our shareholders, at a fee not to exceed \$650,000, plus reimbursement of out of pocket expenses.

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To assist you in reviewing the proposals to be acted upon, including the election of directors and the non-binding advisory vote to approve named executive officer compensation, we call your attention to the following information about our fiscal 2012 financial performance and key executive compensation actions and decisions. The following description is only a summary. For more complete information about these topics, please review our 2012 Annual Report and the complete Proxy Statement.

Business Highlights

Our MOVE Strategy

Last year, we first introduced the Company's MOVE strategy to shareholders. This strategy is the culmination of a strategic planning process supported by a globally recognized consulting firm to develop a roadmap to lead the Company from a deep recession in its markets and through an upcoming U.S. defense spending downturn and still target delivery of outstanding value for shareholders. This process also included a comprehensive review of all strategic alternatives available to the Company, which the Company has regularly updated since the development of the MOVE strategy. Our Board believes, and third parties have recognized, that operation of the Company pursuant to the MOVE strategy will deliver substantial value for all the Company's shareholders.

**Oshkosh Corporation
EPS Opportunity**

Industry Leading Brands⁽¹⁾

Access Equipment	#1 Global
Fire Apparatus	#1 Global
Airport Products	#1 Global
Defense TWV ⁽²⁾	#1 Global
Concrete Mixers	#1 Americas
Refuse Collection	#1 Americas

⁽¹⁾ Adjusted earnings per share, which excludes net of tax restructuring-related charges of \$0.13, a performance share valuation adjustment of \$0.05, charges associated with the curtailment of pension and other postretirement benefits plans of \$0.02, costs incurred in connection with a proxy contest of \$0.05 and discrete tax benefits of \$0.49 from GAAP reported earnings per share of \$2.51.

E = Company estimate for fiscal 2015.

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- (1) Based on Company estimates.
- (2) Oshkosh Defense is the leading supplier of heavy and medium tactical wheeled vehicles for the U.S. Armed Services.

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At its recent Analyst Day held on September 14, 2012, the Company outlined a detailed roadmap for achieving the Company's target of approximately doubling adjusted earnings per share from continuing operations to \$4.00 \$4.50 by fiscal 2015 compared to fiscal 2012 expectations through the continued execution of the MOVE strategy. The four key components of the MOVE strategy include:

Market Recovery and Growth. The Company expects to continue to capture market share and benefit in a market recovery. The recovery from a deep economic downturn is evident in the Company's non-defense businesses and is expected to significantly overcome the expected downturn in the Company's defense business. The Company is estimating a 10% compound annual growth rate in non-defense revenue from fiscal 2012 through fiscal 2015 assuming just a modest recovery. More importantly, the Company believes that even this modest market recovery expectation from fiscal 2012 to fiscal 2015 represents a \$220 million operating income opportunity in its non-defense businesses. It is also notable that the Company's growth targets assume a baseline amount of defense sales (i.e., existing contracts and programs), and any new defense contracts won by the Company would offer additional upside to these estimates.

Optimize Cost and Capital Structure. The Company is aggressively attacking its costs and targeting 250 basis points of incremental consolidated operating income margin by fiscal 2015 compared to fiscal 2011. The Company expects to achieve this increase in consolidated operating income margin solely through product, process and overhead cost reductions. The Company's targeted increase in consolidated operating income margin is not dependent on sales volume increases, and the Company intends to realize this increase without negatively affecting the Company's customers or brands. In addition, the Company has recently announced substantial changes to its employee benefit plans to reduce cash flow and expense volatility, including transitioning from defined benefit to defined contribution savings plans for salaried employees, reducing supplemental executive retirement plan benefits by more than 30% and eliminating post-employment health benefits for current salaried employees.

Value Innovation. The Company seeks to expand sales and margins by leading its core markets in the introduction of new or improved products and new technologies. The Company expects value innovation to drive approximately \$350 million of incremental annual revenue by fiscal 2015 compared to fiscal 2012.

Emerging Market Expansion. Sales outside of the United States rose to 22% of the Company's sales in fiscal 2012, up from 17% in fiscal 2011. The Company is aiming to derive greater than 25% of its revenues from outside of the United States by fiscal 2015, and 30% by fiscal 2016. The Company expects these goals to be achieved through, among other things, expanding sales, service and manufacturing operations; forward deploying business development professionals for the Company's defense segment; developing products for global markets; and leveraging international facilities across the Company's business segments.

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Our Company Made Remarkable Progress with the MOVE Strategy in Fiscal 2012

The Company raised its fiscal 2012 performance outlook several times during fiscal 2012 as its execution of the MOVE strategy delivered tangible results. In fact, the Company beat Wall Street consensus earnings estimates in each quarter of fiscal 2012. In the fourth quarter of fiscal 2012, the Company delivered adjusted consolidated operating income of \$110.4 million and adjusted earnings per share of \$0.65, compared to adjusted operating income of \$87.4 million and adjusted earnings per share of \$0.50 in the fourth quarter of fiscal 2011. The results from the fourth quarter of fiscal 2012 reflect improved operating income margins in each of the Company's segments. In addition, the Company now expects an annualized 62 basis point benefit to operating income margin for fiscal 2013 from optimizing cost initiative ("O" of MOVE) actions implemented in fiscal 2012. This represents an increase from the Company's estimate of 60 basis points on September 14, 2012. In fiscal 2012, the MOVE strategy also delivered results in:

Capturing Access Equipment Market Recovery. The Company's access equipment segment net sales increased 42.3% to \$2.92 billion in fiscal 2012 compared to fiscal 2011. Sales to external customers totaled \$2.79 billion in fiscal 2012, a 43.7% increase compared to fiscal 2011. The segment realized double-digit sales increases in all regions of the world and across all product lines, generally as a result of replacement of aged equipment in North America and parts of Europe, as well as economic growth and increased product adoption in emerging markets. Access equipment operating income margins increased from 3.2% in fiscal 2011 to 7.9% in fiscal 2012.

Responding to Business Environment, Exiting Underperforming Businesses and Improving Profitability. Management is proactively addressing the Company's business environment. The Company is executing its plan to address lower expected defense spending. As part of this plan, in October 2012, the Company announced the layoff of 450 employees and 40 contractors in January 2013. The Company was awarded a Joint Light Tactical Vehicle Engineering and Manufacturing Development Award in August 2012. The Company remains focused on exiting underperforming non-core businesses, including the recent decisions to exit the ambulance and mobile medical businesses. The Company's FMTV program was profitable throughout fiscal 2012. The Company modified many of its benefit plans as described above. Results reflect these and other proactive steps as adjusted operating income margins improved in each of the Company's segments in the fourth quarter of fiscal 2012.

Increasing International Sales. The Company's international sales increased 38% in fiscal 2012 compared to fiscal 2011. Importantly, the Company added business development, sales and service professionals in multiple global markets in fiscal 2012 to attain its global expansion targets. The Company announced a contract to produce 750 M-ATVs for the United Arab Emirates for sale and delivery in fiscal 2013 as a result of these actions.

Accelerating Oshkosh Operating System Deployment. The Company is accelerating its launch of the Oshkosh Operating System, a customer-centric, lean business system that provides the employee training and processes for the Company to effectively serve its external and internal customers, while creating and sustaining a lean cost structure. Oshkosh has fully embraced "strategy deployment," a methodology for developing breakthrough objectives and action plans, with rigorous monthly assessment of scorecards to measure progress and timely implement countermeasures to assure a higher probability of achieving its breakthrough MOVE objectives.

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Exercising Prudent Capital Allocation. The Company maintains a responsible leverage ratio and commenced a prudent approach to share repurchases in fiscal 2012, acquiring approximately 550,000 shares after reinstating a share repurchase plan in August 2012. The Company's strategy of maintaining a solid balance sheet will allow it to be opportunistic as it evaluates future capital allocation alternatives to enhance shareholder value, including reinvesting in the core business, taking advantage of potential external growth opportunities, and/or further return of capital to shareholders. A recent example of this strategy was our November 16, 2012 announcement of our plans to repurchase up to \$300 million of shares of our common stock over the next 12 to 18 months, with at least \$75 million to be repurchased over the three months after the announcement. In conjunction with the \$300 million targeted share repurchases, the Board of Directors increased the number of shares authorized for repurchase to 11 million, or approximately 12% of the Company's outstanding shares as of September 30, 2012. We expect to fund these planned share repurchases through a combination of cash on hand and expected cash flow from operations. Following the announcement through December 12, 2012, the Company had spent an aggregate of approximately \$62 million to repurchase 2,090,879 shares.

Compensation Highlights

We believe that our existing compensation programs have been effective at motivating our key executives, including our executive officers, to achieve superior performance and results for our company, effectively aligning compensation with performance results, giving our executives an ownership interest in our Company so their interests are aligned with our shareholders, and enabling us to attract and retain talented executives whose services are in key demand in our industry and market sectors. Fiscal year 2012 performance is an example of meeting these needs: overachieving on an aggressive operating income target and continuing to build and retain a talented executive team.

With our core compensation principles in mind, the compensation actions that the Human Resources Committee of the Board of Directors took in fiscal year 2012 included the following:

structuring our annual cash incentive awards for fiscal year 2012 with aggressive operating income targets that supported MOVE earnings per share targets;

accepting management's recommendation to approve no base salary increase for the Chief Executive Officer for fiscal year 2012, to defer base salary increases for other executive officers until January 2012 and to implement base salary increases for executive officers (other than the CEO) effective at that time due to the executive team's performance, but to limit those increases to 2% (compared to 3% average increases among companies included in the executive compensation database that we use) due to the difficult market and cost pressure conditions that existed for our company;

modifying the mix of equity compensation awards to emphasize restricted stock to increase the shareholdings of our executives;

accepting the recommendation of our Chief Executive Officer to decline long-term equity awards in September 2012 for the third straight year (September 2010, September 2011 and September 2012) so that we could provide retention awards to key

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executives and senior managers in September 2010 and September 2012 and make prudent awards in recognition of performance to our named executive officers (other than Mr. Szews) and other officers in all three years to support higher returns for our shareholders;

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maintaining the structure of our long-term incentive equity awards generally with the objective of providing compensation around the 50th percentile;

for many salaried employees, freezing benefits under both our qualified and non-qualified defined benefit retirement plans effective December 31, 2012 and in the future providing benefits to impacted employees under new, qualified and non-qualified defined contribution plans;

eliminating post-employment healthcare benefits for our current salaried employees;

continuing to significantly limit the payout amount under new severance agreements that we enter into with our executive officers;

continuing to limit the number and value of perquisites; and

implementing new health care plan options to mitigate escalating medical expenses.

Compensation actions like those described above evidence our philosophy of aligning executive compensation with our Company's performance and increasing long-term shareholder value. We will continue to design and implement our executive compensation programs and policies in line with this philosophy to promote superior performance and results and generate greater value for our shareholders. The MOVE objectives will continue to influence these decisions.

* * * *

This Proxy Statement 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 Proxy Statement, words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should," "project" or "plan" or their negative or variations or similar terms 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; 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; increasing raw material costs; risks related to facilities consolidation and alignment; the duration of the ongoing global economic weakness; the potential for the U.S. government to competitively bid the Company's DoD contracts; risks associated with international operations and sales; risks related to actions of activist shareholders; and the Company's ability to successfully execute on its strategic road map and meet its long-term financial goals. 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 Proxy Statement. The Company assumes no obligation, and disclaims any

obligation, to update information contained in this Proxy Statement.

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Proposal 1: Election of Directors

Background to Board's Recommendation for Director Nominees

Our Board of Directors has nominated thirteen directors for election at the Annual Meeting to hold office until the next annual meeting and the election of their successors. Each nominee has agreed to be named in this Proxy Statement and to serve on our Board of Directors if elected. All nominees are expected to attend the Annual Meeting this year. All nominees then serving as directors attended the Annual Meeting last year.

The selection of nominees to stand for election to our Board is the result of a robust process that is guided by our Board's commitment to the long-term strategy of continually strengthening the skill, experience and diversity of our Board. Our Board recognizes that it must have the skills and experience needed to meet the challenges that our diverse business presents. During fiscal 2012, our Board reached out to shareholders to get their suggestions for ways to improve our Board. Specifically, our Board sought shareholder opinions on what skill sets they consider key for members of our Board. Our Board considered the responses as it conducted searches for directors. The candidates that our Board has nominated this year bring significant relevant experience, developed in varied environments utilizing the skills and expertise that have made them successful business leaders. As a result, our Board's director nominees have demonstrated that they are prepared to contribute to our Board and represent the interests of our shareholders.

Since 2008, we have bolstered our Board with the addition of six new independent directors who have brought valuable and varied experience in distinct and critical areas of our businesses, providing a fresh perspective on our Board. We added three of these new independent directors in the past eighteen months. In 2008, we strengthened our Board's finance experience by adding Mr. Craig P. Omtvedt, Chief Financial Officer of Fortune Brands, Inc., a leading consumer products company (now known as Beam Inc.). In 2010 and 2011, we enhanced our Board's defense industry expertise by selecting Gen. (Ret.) William S. Wallace and Lt. Gen. (Ret.) Leslie F. Kenne, who are retired generals in the United States Army and Air Force, respectively. In 2011, we added Messrs. Peter B. Hamilton and Duncan J. Palmer, each of whom currently serves as Chief Financial Officer of a publicly traded company and brings an extensive financial background to our Board. In 2012, after seeking the input of several of our significant shareholders, our Board nominated and our shareholders elected Mr. John S. Shiely, the former Chairman and Chief Executive Officer of Briggs & Stratton Corporation, at the 2012 Annual Meeting. Mr. Shiely brings extensive public company leadership experience as well as legal and administrative experience to our Board. A complete description of the skills, experience, backgrounds and attributes of these outstanding professionals is set forth on pages 18 - 32 of this Proxy Statement.

This year, your Board is proposing another new nominee for election at the Annual Meeting who will be the seventh new independent director since 2008, Stephen D. Newlin. Mr. Newlin is Chairman, President and Chief Executive Officer of PolyOne Corporation, a premier provider of specialized polymer materials, services and solutions, with operations in specialty polymer formulations, color and additive systems, polymer distribution and specialty vinyl resins. It is also a highly specialized developer and manufacturer of performance enhancing additives, liquid colorants, and fluoropolymer and silicone colorants. It is NYSE-listed, and its 2011 revenues approached \$3 billion. After joining PolyOne in 2006, Mr. Newlin led PolyOne in a comprehensive transformation that changed the company from a low-margin commodity compounder into a thriving specialty formulator that generates profitable growth

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through innovative customer solutions. Mr. Newlin fundamentally improved the corporation through a series of divestures, strategic acquisitions, operational efficiencies, commercial investments and global expansion. Mr. Newlin is a Board nominee in the place of Harvey N. Medvin who is retiring from our Board at the Annual Meeting after having served as a director since 2004. SpencerStuart recommended Mr. Newlin to the Governance Committee as a well-qualified and credentialed candidate to serve on our Board following a national search. The Governance Committee recommended Mr. Newlin for election to the Board following its review of his qualifications in light of the criteria in our Corporate Governance Guidelines, the minimum qualifications that the Board and Governance Committee have established and personal interviews with Mr. Newlin. In addition, SpencerStuart completed thorough reference checks on Mr. Newlin, and we completed thorough background checks on Mr. Newlin through Kroll, a third party employment background screening firm.

Director Criteria, Background and Experience

Our Board defines the personal and professional qualifications that nominees to our Board must demonstrate to be nominated to serve on our Board. These criteria are described in detail on the Investors page of our website (select Corporate Governance on the Investors page and then selecting Governance Committee). We are not including the information contained on our website as part of, or incorporating it by reference into, this Proxy Statement.

The Governance Committee is tasked with evaluating all current directors and conducting a robust search to identify those potential additional nominees with the skills and qualifications needed to ensure that the long-term strategy for the composition of our Board is met. Each potential candidate for nomination is thoroughly vetted against the skills and qualifications that all nominees must possess, with attention to particular competencies recommended to ensure that we will continue to have a board able to serve the interests of the shareholders of a global company with a diverse product line and customer base. Following the biographical summaries for each director is a chart that shows some of the skills and qualifications our Board considers when identifying potential nominees for election to our Board.

The candidates that our Board has nominated this year each exceed the minimum qualifications established by our Board and Governance Committee. The professional experience of our Board's nominees is relevant to our business operations and strategy. Our Board's nominees offer the wisdom, leadership and continuity that our company needs at this critical time and into the future. Our Board's nominees have exhibited high personal and professional ethics, integrity and values; vision and long-term strategic perspective; experience in our industries or similar industries; experience with regulatory and government processes; practical judgment and excellent decision-making skills; all of which are necessary for a high functioning board of directors. Their experience is diverse as are their backgrounds and education. Importantly, each has confirmed that he or she has the ability to devote the significant time needed to serve on our Board and its committees and to work in a collaborative manner with our other Board members. Finally, each of our Board's nominees has demonstrated a commitment to represent the long-term interests of all our shareholders.

Our Board's nominees are: Richard M. Donnelly, Michael W. Grebe, Peter B. Hamilton, Kathleen J. Hempel, Leslie F. Kenne, J. Peter Mosling, Jr., Stephen D. Newlin, Craig P. Omtvedt, Duncan J. Palmer, John S. Shiely, Richard G. Sim, Charles L. Szews and William S. Wallace. Their biographical information is set forth on pages 18 – 32 of this Proxy Statement.

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If for some reason any of our Board's nominees is unable to serve, or for good cause will not serve if elected, the persons named as proxies may vote for a substitute nominee recommended by our Board and, unless you indicate otherwise on the white proxy card, your shares will be voted in favor of our Board's remaining nominees. If any substitute nominees are designated by our Board, we will file supplemental proxy materials that, as applicable, identify the substitute nominees, disclose that such nominees have consented to being named in the supplemental proxy materials and to serve if elected, and include certain biographical and other information about such nominees required by SEC rules.

Pursuant to our By-Laws, written notice by shareholders of qualifying nominations for election to our Board of Directors must have been received by our Secretary by October 28, 2012. We did not receive any such notice of nominations other than the notice of nominations from the Icahn Group, and shareholders may not make other nominations for election to our Board at the Annual Meeting.

Board Recommendation

Our Board recommends that our shareholders vote **FOR** the election of the thirteen nominees listed above. The recommendation of our Board is based on its carefully considered judgment that the skills, experience, backgrounds and attributes of our Board's nominees make them the best candidates to serve on our Board.

The name, age, principal occupation and length of service of each of our Board's nominees for election to our Board of Directors, together with certain other biographical information and information regarding attributes, qualifications, experience and knowledge that led our Board of Directors to conclude that the nominee should serve or continue to serve as a director of our company, are set forth below.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE BOARD'S THIRTEEN NOMINEES FOR DIRECTOR LISTED ABOVE ON THE ENCLOSED WHITE PROXY CARD.

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RICHARD M. DONNELLY

Age: 69

Director Since: 2001

Oshkosh Committees:
Human Resources

Former Public Directorships:
Detroit Diesel Corporation
Honsel International Technologies S.A.
Isuzu Limited
Brown & Sharpe
Capstone Turbine

From 1961 until his retirement in 1999, Mr. Donnelly held various positions with General Motors Corporation, a manufacturer of motor vehicles, including most recently as President and Group Executive of General Motors, Europe, a division of General Motors Corporation. From 2000 through September 2009, Mr. Donnelly served as an Industrial Partner at RHJ International, a Belgian private equity holding company, where he was responsible for acquiring, managing and selling companies in RHJ International's automotive supply portfolio. Since July 2011, Mr. Donnelly has served as an advisor for Celerant Consulting, a business consulting firm based in London, England. He is past Chairman of the Board of Niles Co., Ltd. of Japan, a global switch and sensor supplier, and Honsel International Technologies S.A. of Brussels, Belgium, a global supplier of light alloy castings. Mr. Donnelly has served as our independent Chairman of the Board since our 2011 Annual Meeting of Shareholders.

Mr. Donnelly's prior service as a director of our company, extensive experience in the automotive industry, expertise in motor vehicle manufacturing and supply markets, expertise in lean, experience in the private equity industry with buying undervalued companies and selling such companies at a profit upon implementing strategic, positive changes and international experience bring our Board key knowledge and insight considering the markets that our company serves, the challenges that we face and our international growth objectives.

Skills and Qualifications

Executive Leadership President and Group Executive of General Motors Corporation, Europe, senior executive overseeing \$25 billion enterprise. With RHJ International, Mr. Donnelly was the executive responsible for a portfolio of companies operating throughout the world.

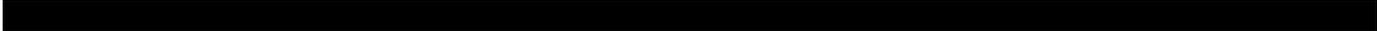
Industry Experience Senior executive focused on the automotive and related industries whether directly for an automotive company or with suppliers to the automotive industries.

International Business Director and chairman of global manufacturing firms based in Asia. Led European operations for world's largest automotive company.

M&A and Restructuring Partner responsible for a global automobile supply portfolio for a European-based private equity company. Senior executive and board member for large automotive companies.

Corporate Governance Director and chair of the board of a global manufacturing company.

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Talent Acquisition & Development Oshkosh Human Resources Committee chair.

Corporate Governance Committee member and chair, director and board chair for publicly traded companies.

Operational/Manufacturing Executive director leading lean manufacturing.

Technology and Innovation Senior executive overseeing product development for global manufacturing company.



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MICHAEL W. GREBE

Age: 72

Oshkosh Committees:

Director Since: 1990

Governance

Mr. Grebe currently serves as President and Chief Executive Officer of the Lynde and Harry Bradley Foundation, a private foundation based in Milwaukee, a position he has held since 2002. Mr. Grebe was a partner practicing corporate law in the national law firm of Foley & Lardner LLP from 1977 until his retirement in 2002. Mr. Grebe also served as Chairman and Chief Executive Officer of Foley & Lardner LLP from 1994 until 2002.

Mr. Grebe's prior service as a director of our company including for several years as Presiding Director, his general legal expertise, his corporate governance experience, his management experience and his experience in politics bring our Board insight and guidance on governmental and regulatory matters that our company may face.

Skills and Qualifications

Executive Leadership Chairman and Chief Executive officer of major national corporate law firm.

International Business Corporate law practitioner extensively involved in advising multi-national corporations with respect to cross-border corporate transactions.

Industry Experience Corporate law practitioner and Chairman and Chief Executive officer of major national corporate law firm involved in state and federal governmental and political matters.

Regulatory Experience Corporate law practitioner extensively involved in advising multi-national corporations with respect to state and federal regulatory compliance matters.

Corporate Governance Corporate law practitioner extensively involved in advising multi-national corporations with respect to corporate governance issues as well as director and chair of the Governance Committee.

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PETER B. HAMILTON

Age: 66
 Director Since: 2011

Oshkosh Committees:
 Audit
 Human Resources

Public Directorships:
 Spectra Energy Corp.
 SunCoke Energy, Inc.

Mr. Hamilton currently serves as Senior Vice President and Chief Financial Officer of Brunswick Corporation, a leading global designer, manufacturer and marketer of recreational products, a position he has held since 2008. Mr. Hamilton served as Vice Chairman of the Board of Directors of Brunswick Corporation from 2000 until 2007, during which period he served in various operating positions; as Executive Vice President and Chief Financial Officer of Brunswick Corporation from 1998 to 2000; and as Senior Vice President and Chief Financial Officer of Brunswick Corporation from 1995 to 1998. Prior to joining Brunswick Corporation, Mr. Hamilton served in various positions at Cummins Inc., including Chief Financial Officer, General Counsel and Secretary. Prior thereto, Mr. Hamilton was a partner in a Washington, D.C. law firm, held a number of senior positions in the U.S. federal government and was an officer in the U.S. Navy. Mr. Hamilton is also a director of Spectra Energy Corp. and SunCoke Energy, Inc.

Mr. Hamilton's extensive experience serving in leadership positions with manufacturing companies, board of directors experience, accounting and financial expertise, including his service as a division president, chief financial officer, general counsel and legal and military experience bring our Board knowledge and insight into overseeing and evaluating the management of our financial and strategic operations.

Skills and Qualifications

Executive Leadership Senior executive leading the financial and legal departments, and operating divisions, of publicly traded companies.

Finance Experienced Chief Financial Officer of publicly traded companies.

Corporate Governance Experienced director of large New York Stock Exchange traded companies. General Counsel of publicly traded company.

Marketing and Sales Senior executive positions with leading recreational products company.

Industry Experience Experienced senior executive with large engine supplier to automotive vehicle industry. Officer in U.S. Navy, and General Counsel of U.S. Air Force.

Regulatory Experience Experienced corporate law practitioner both as senior in-house attorney and law firm partner. Senior level member of U.S. government departments.

Operational/Manufacturing Experience President of operating divisions of New York Stock Exchange Company.

International Experience Senior executive of global companies.

M&A and Restructuring Chief Financial Officer and General Counsel of publicly traded companies.

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KATHLEEN J. HEMPEL

Age: 62

Director Since: 1997

Oshkosh Committees:

Human Resources

Public Directorships:

Whirlpool Corporation

Ms. Hempel is the former Vice Chairman and Chief Financial Officer of Fort Howard Corporation, a manufacturer of paper and paper products, a position she held from 1992 until its merger into Fort James Corporation in 1997. Ms. Hempel joined Fort Howard Corporation in 1973 and served in various positions with progressively increasing responsibilities, including serving as Fort Howard Corporation's Vice President - Human Resources. Ms. Hempel is also a director of Whirlpool Corporation. Ms. Hempel has previously served as a member of the board of directors of A.O. Smith Corporation, Fort Howard Corporation, Kennametal Inc., Actuant Corporation and Visteon Corporation.

Ms. Hempel's prior service as a director of our company and prior public company board of directors experience, extensive experience in leadership positions in the manufacturing industry, experience in a multitude of areas including human resources management, accounting and finance, and international experience bring our Board knowledge and insight into overseeing the management of our company's financial, administrative and strategic operations.

Skills and Qualifications

Executive Leadership Senior executive leader of both Human Resource and Finance departments with large publicly traded company, global paper and paper products manufacturing company.

Finance Experienced Chief Financial Officer of publicly traded global manufacturing company.

Sales and Marketing Senior executive overseeing the sales and marketing organization of a consumer and commercial global marketer. Director of large well-known global manufacturing and marketing companies.

International Executive of global business. Director for businesses in diverse industries operating throughout the globe.

Technology and Innovation Executive overseeing technology projects for large publicly traded company.

Corporate Governance Current or former director of six publicly traded companies. Oversaw legal function for a large global manufacturing company.

M&A/Restructuring Senior executive and director of global, publicly traded companies.

Public Affairs Senior executive leading public relations for global, publicly traded company. Member of Board of Regents for the University of Wisconsin system.

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LESLIE F. KENNE

Age: 65

Director Since: 2010

Oshkosh Committees:
Governance

Public Directorships:
Harris Corporation
Unisys Corporation

Lt. Gen. (Ret.) Kenne is retired from the United States Air Force where she served as the Deputy Chief of Staff, Warfighting Integration at the Pentagon from 2002 until her retirement in 2003. Lt. Gen. (Ret.) Kenne currently acts as an independent consultant to various organizations and businesses serving the U.S. Department of Defense. While in the Air Force, she served as Commander, Electronic Systems Center at Hanscom Air Force Base from 1999 to 2002 and as the Deputy Director and later Director of the Joint Strike Fighter Program at the Pentagon from 1996 to 1999. During her 32-year career in the U.S. Air Force, Lt. Gen. (Ret.) Kenne served in three Pentagon staff positions and directed three major programs: the Low Altitude Navigation and Targeting Infrared System for Night Systems Program, the F-16 System Program and the Joint Strike Fighter Program. Lt. Gen. (Ret.) Kenne currently serves as a director of Harris Corporation and as a director of Unisys Corporation. She also serves as a director of SRI International, an independent, non-profit research institute in California.

Lt. Gen. (Ret.) Kenne's distinguished military service, extensive experience in managing U.S. Department of Defense acquisition programs and knowledge of military project development programs bring our Board knowledge and insight into issues our company faces in dealing with key domestic and international customers in the defense industry, which is currently the largest single market sector our company serves.

Skills and Qualifications

Executive Leadership Lieutenant General leading major programs for the U.S. Air Force and Deputy Chief of Staff at the Pentagon. Self employment as a consultant with defense department and defense supplier clients.

Industry Experience U.S. defense department procurement expert including management of complex supply chains.

Corporate Governance Director and member of governance committees of global, publicly traded companies and a director of a non-profit research institute.

Technology and Innovation Director for independent research institution and corporate director for global technology company. Oversaw design and development of large technology systems integration projects in the U.S. Air Force.

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J. PETER MOSLING, JR.

Age: 68

Oshkosh Committees:

Director Since: 1976

Governance

Mr. Mosling joined our company in 1969. He served in various senior executive capacities during his employment with our company through his retirement in 1994.

Mr. Mosling's prior service as an executive of our company and longstanding service as a director of our company, extensive experience in truck and vehicle manufacturing and knowledge of our company's operations bring our Board continuity and knowledge and insight into our business cycles, corporate financial operations and strategic planning.

Skills and Qualifications

Executive Leadership Senior executive with publicly traded company with significant growth strategy development experience.

Industry Experience Senior executive with over 40 years of experience and director for a global vehicle manufacturing company.

Sales and Marketing Senior executive of global vehicle manufacturing company responsible for developing marketing plans and strategies for the sale of various products to diverse customer base.

Corporate Governance Director and Committee member of board of directors of a global, publicly traded manufacturing company.

Technology and Innovation Executive overseeing product development at global, publicly traded manufacturing company.

M&A and Restructuring Director of manufacturing company that more than doubled in revenues due to growth by acquisition strategy.

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STEPHEN D. NEWLIN

Age: 59

Director Since: Director
Nominee

Oshkosh Committees:

Director Nominee

Public Directorships:

Black Hills Corporation
PolyOne Corporation

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. Mr. Newlin served as President Industrial Sector of Ecolab, Inc., a global leader in cleaning and sanitizing specialty chemicals, products and services from 2003 to 2006. Mr. Newlin served as President and a director of Nalco Chemical Company, a 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. Mr. Newlin has previously served as a member of the board of directors of The Valspar Corporation, Stepan Company and Nalco Chemical Company.

Mr. Newlin's experience as a top executive officer in the specialty chemical industry, prior public company board of directors experience and knowledge and experience with respect to international issues as a result of his global work responsibilities bring our Board knowledge and insight into overseeing the management of our company's global strategic operations.

Skills and Qualifications

Executive Leadership Senior executive with publicly traded company with significant growth strategy development experience.

Industry Experience Senior executive with industry experience in power generation, mining, energy, petro-chemical and polymer compounds.

International Senior executive managing multi-national business.

Sales and Marketing Senior executive of leading chemical water treatment company responsible for developing sales and marketing strategies.

Corporate Governance Current or former director of four publicly traded companies.

M&A and Restructuring Director of polymers company that grew specialty operating income twenty-five fold from 2006 to 2011 as a result of growth by strategic acquisitions, commercial investments and operational efficiencies.

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CRAIG P. OMTVEDT

Age: 63

Oshkosh Committees:

Public Directorships:

Director Since: 2008

Audit

General Cable Corp.

Mr. Omtvedt served as Senior Vice President and Chief Financial Officer for Fortune Brands, Inc., a leading consumer products company, from 2000 until October 2011. He continued as an employee of its successor company, Beam Inc., until his retirement at the end of 2011 and is serving as an advisor to Beam Inc. through 2012. He joined Fortune Brands in 1989 serving in various capacities, including: Director, Audit; Deputy Controller; Vice President, Deputy Controller and Chief Internal Auditor; Vice President and Chief Accounting Officer; and Senior Vice President and Chief Accounting Officer. Mr. Omtvedt previously served in financial positions of increasing responsibility at both The Pillsbury Company and Sears, Roebuck & Company. In addition, Mr. Omtvedt serves as a director and audit committee chair for General Cable Corp. and is a member of the Standard & Poor's CFO Advisory Council. Mr. Omtvedt is also actively involved with the Boys & Girls Club of America, serving as a National Trustee.

Mr. Omtvedt's prior service as a director of our company, extensive experience serving in financial management positions with consumer products manufacturing and retail companies, knowledge of audit practices and international experience bring our Board knowledge and insight into overseeing the management of our financial and strategic operations.

Skills and Qualifications

Executive Leadership Senior Vice President and Chief Financial Officer of a global, publicly traded consumer products manufacturing and marketing company.

Financial Expertise Chief Financial Officer and Chief Accounting Officer with global, publicly traded company. S&P advisory board member. Audit chair for board of global, component supplier to diverse customer base.

Operations/Manufacturing Senior executive for manufacturing companies and director of a global component supplier.

International Senior executive and member of the board of directors for manufacturing and marketing companies with customers located throughout the world.

Technology and Innovation Senior executive overseeing product development and systems projects.

Construction Industry Senior executive overseeing significant construction projects.

M&A and Restructuring Senior executive of a multi-billion dollar publicly traded company that executed a major restructuring to spin three business units into separate public companies. Oversaw multiple cost reductions to position company for sustained growth.

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DUNCAN J. PALMER

Age: 47

Oshkosh Committees:

Director Since: 2011

Audit

Mr. Palmer currently serves as Chief Financial Officer of Reed Elsevier, a leading provider of professional information solutions to the science, medical, legal, risk management, and business to business sectors. He was appointed Chief Financial Officer designate in August 2012 and Chief Financial Officer in November 2012. In addition to his position as Chief Financial Officer, Mr. Palmer has been appointed to the boards of Reed Elsevier PLC, Reed Elsevier Group plc, and Reed Elsevier N.V. Prior to joining Reed Elsevier, Mr. Palmer spent 5 years as the Senior Vice President, Chief Financial Officer of Owens Corning. Mr. Palmer had previously spent 20 years with Royal Dutch / Shell Group where he held positions of increasing responsibility, most recently as Vice-President, Upstream Commercial Finance for Shell International Exploration and Production BV and Vice-President Finance Global Lubricants for the Royal Dutch Shell Group of Companies. Mr. Palmer also holds a Masters of Business Administration from the Stanford Graduate School of Business. Mr. Palmer is a dual citizen of the United States and the United Kingdom.

Mr. Palmer's extensive experience serving in financial leadership positions with manufacturing and commodities companies, accounting and financial expertise, including his service as a chief financial officer, and international experience bring our Board knowledge and insight into overseeing and evaluating the management of our financial and strategic operations.

Skills and Qualifications

Executive Leadership Chief Financial Officer and Senior Vice President of global companies with diverse products and services and customer bases.

Industry Experience Senior executive with companies that manufactured and developed asphalt products, chemicals, and glass fibers manufacturing, oil and gas production and petroleum refining, and information solutions.

Financial Chief Financial Officer and member of audit committee for global manufacturing and solutions development companies. Responsibilities included pension asset/liability management. Accounting professional with global companies, knowledge of international accounting standards.

International Senior executive managing multi-national business.

Treasury Senior executive overseeing corporate treasury function for global manufacturing companies with sophisticated banking relationships, credit/debt management and capital market structures.

Operations and Manufacturing Senior executive and director for global manufacturing companies with responsibilities including supply chain and procurement.

Construction Industry Senior executive of a global manufacturer that is a key supplier to the construction industry.

M&A and Restructuring Senior executive of companies executing acquisition strategies and leading companies through restructuring.

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JOHN S. SHIELY

Age: 60
 Director Since: 2012

Oshkosh Committees:
 Governance

Public Directorships:
 Quad/Graphics, Inc.
 The Scotts Miracle-Gro Company
 BMO Financial Corporation

Mr. Shiely currently serves as Chairman Emeritus of Briggs & Stratton Corporation; a producer of air cooled gasoline engines for outdoor power equipment. He served as Chairman until October 2010 and served as Chief Executive Officer until his retirement in December 2009. Prior to becoming Chief Executive Officer in 2001 and Chairman in 2003, Mr. Shiely worked for Briggs & Stratton Corporation in various capacities, including Vice President and General Counsel, Executive Vice President Administration and President, after joining Briggs & Stratton Corporation in 1986. Mr. Shiely has served as a director of Quad/Graphics, Inc. since 1997, of The Scotts Miracle-Gro Company since 2007 and of BMO Financial Corporation since 2011. Mr. Shiely also previously served as a director of Marshall & Ilsley Corporation from 1999 until 2011.

Mr. Shiely's extensive experience as a chief executive officer of a publicly traded company in the manufacturing sector, his experiences as a director and member of numerous committees of boards of directors of various publicly traded companies, his legal and administrative experience and his experience with managing international business operations bring our Board knowledge and insight into overseeing and evaluating the management of our company.

Skills and Qualifications

Executive Leadership Chief Executive Officer of a global manufacturing company and director and board chairman of diverse companies in the manufacturing, printing, consumer products and banking industries. Strategic thought leader for shareholder value disciplines.

Industry Chief executive and board chair of a company manufacturing and selling throughout the world. Director of companies in the printing, consumer products and banking industries.

Corporate Governance General Counsel of a publicly traded company. Served as director on multiple boards including as member of Governance Committee. Studied corporate governance and executive compensation as a Visiting Scholar at Harvard Law School.

Operations/Manufacturing Chief executive of small engine manufacturer and director of consumer products manufacturer and leading printing company.

International Chief executive of company with offices, operations and customers throughout the world.

Construction Senior executive overseeing large corporate construction projects domestically and internationally.

Labor Relations Senior executive of manufacturing company with unionized workforce.

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RICHARD G. SIM