

OSHKOSH CORP
Form PREC14A
November 18, 2011

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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)

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PRELIMINARY PROXY MATERIALS SUBJECT TO COMPLETION

Oshkosh Corporation

[], 2011

Dear Fellow Oshkosh Corporation Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders on [], [], 2012 at 10:00 a.m. (Central Standard Time) at [].

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, 2012; (3) consider an advisory vote on the compensation of our named executive officers; (4) approve an amendment and restatement of our 2009 Incentive Stock and Awards Plan primarily for the purpose of increasing the number of shares available for grant by a prudent amount; (5) vote on a shareholder proposal, if properly presented at the Annual Meeting; and (6) 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 that is intended to deliver superior long-term earnings growth and increased shareholder value over the next business cycle. We also will review our progress during the past year and 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.

This year's Annual Meeting will be a particularly important one, and YOUR vote is extremely important.

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.

Please note that High River Limited Partnership and certain other entities affiliated with Carl C. Icahn (collectively, the "Icahn Group") have stated their intention to propose six alternative director nominees for election at the Annual Meeting. You may receive solicitation materials from the Icahn Group seeking your proxy to vote for the Icahn Group's nominees. **THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON THE ENCLOSED WHITE PROXY CARD AND URGES YOU NOT TO SIGN OR RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY THE ICAHN GROUP.** If you have already voted using a proxy card sent to you by the Icahn Group, you can subsequently revoke it 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. Only your last-dated proxy will count, and any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in the accompanying Proxy Statement.

Thank you for your continued support. If you have any questions, please contact Innisfree M&A Incorporated, our proxy solicitor assisting us in connection with the Annual Meeting. Shareholders may call toll-free at (877) 750-9499. Banks and brokers may call collect at (212) 750-5833.

Sincerely,

Richard M. Donnelly
Chairman of the Board

Charles L. Szews
President and Chief Executive Officer

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PRELIMINARY PROXY MATERIALS SUBJECT TO COMPLETION

Oshkosh Corporation

[], 2011

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2012 Annual Meeting of Shareholders of Oshkosh Corporation will be held at [], on [], [], 2012 at 10:00 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, 2012;
3. To consider an advisory vote on the compensation of our named executive officers;
4. To approve an amendment and restatement of our 2009 Incentive Stock and Awards Plan primarily for the purpose of increasing the number of shares available for grant by a prudent amount;
5. To vote on a shareholder proposal, if properly presented at the Annual Meeting; and
6. To consider and act upon such other business as may properly come before the Annual Meeting.

This year's Annual Meeting will be a particularly important one, and YOUR vote is extremely important.

Only Oshkosh shareholders of record at the close of business on [], 2011 are entitled to vote at the Annual Meeting.

Please note that High River Limited Partnership and certain other entities affiliated with Carl C. Icahn (collectively, the "Icahn Group") have stated their intention to propose six alternative director nominees for election at the Annual Meeting. You may receive solicitation materials from the Icahn Group seeking your proxy to vote for the Icahn Group's nominees. **THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE BOARD'S NOMINEES ON THE ENCLOSED WHITE PROXY CARD AND URGES YOU NOT TO SIGN OR RETURN OR VOTE ANY PROXY CARD SENT TO YOU BY THE ICAHN GROUP.** If you have already voted using a proxy card sent to you by the Icahn Group, you can revoke it 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. Only your last-dated proxy will count, and any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in the accompanying Proxy Statement.

YOUR VOTE IS VERY IMPORTANT. EVEN IF YOU PLAN TO ATTEND THE ANNUAL MEETING, WE REQUEST THAT YOU READ THE PROXY STATEMENT AND VOTE YOUR SHARES 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.

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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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PROXY STATEMENT

We are providing this Proxy Statement and the enclosed **WHITE** proxy card in connection with the solicitation by the Board of Directors of Oshkosh Corporation (which we refer to in these materials as "we," "us," the "company" or "our company") of proxies to be voted at our 2012 Annual Meeting of Shareholders (including at any adjournment or postponement thereof), which will take place at [], on [], [], 2012 at 10:00 a.m. (Central Standard Time).

We are providing our 2011 Annual Report with this Proxy Statement. We first mailed the Notice of Annual Meeting of Shareholders, this Proxy Statement and our 2011 Annual Report to our shareholders on or about [], 2011. **A copy of our 2011 Annual Report may also be obtained, without charge, by contacting Secretary, Oshkosh Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566.**

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on [], 2012. The Notice of Annual Meeting of Shareholders, this Proxy Statement and our 2011 Annual Report are also available online at www.eproxyaccess.com/osk.

On November 4, 2011, we received a notice from High River Limited Partnership and certain other entities affiliated with Carl C. Icahn, which we refer to collectively in this Proxy Statement as the Icahn Group, stating their intention to propose six alternative director nominees for election at the Annual Meeting. The Icahn Group nominees have NOT been endorsed by our Board. **We urge you NOT to sign or return any proxy card that you may receive from the Icahn Group. Our Board urges you to sign, date and return the enclosed WHITE proxy card and vote FOR ALL of our Board's nominees for director.**

We are not responsible for the accuracy of any information provided by or relating to the Icahn Group contained in any proxy solicitation materials filed or disseminated by, or on behalf of, the Icahn Group or any other statements that the Icahn Group may otherwise make. The Icahn Group chooses which of our shareholders will receive their proxy solicitation materials.

INFORMATION ABOUT THE MEETING

Who Can Vote

Only holders of record of our Common Stock at the close of business on [], 2011, the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, [] shares of Common Stock were entitled to vote.

Determining the Number of Votes You Have

The enclosed **WHITE** proxy card indicates the number of shares of Common Stock that you own. Each share of Common Stock has one vote.

How to Vote

By Mail Shareholders may vote their shares by signing and dating the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided with this Proxy Statement. Proxy cards submitted by mail must be received by the time of the Annual Meeting for your shares to be voted.

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Via the Internet Shareholders can simplify their voting by voting their shares via the Internet as instructed on the enclosed **WHITE** proxy card. 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. 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.

At the Annual Meeting Only our shareholders and invited guests may attend the Annual Meeting. Shareholders may be required to present proof of ownership of our Common Stock, along with personal identification (such as driver's license or passport), prior to being admitted to the Annual Meeting. 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: [].

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 the nominees for director listed. With respect to the other items being submitted for shareholder vote, you may vote "for" or "against" any proposal or you may abstain from voting on any proposal.

If you submit a proxy 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 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, in favor of the amendment and restatement of the 2009 Incentive Stock and Awards Plan, and against the shareholder proposal, if 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 will 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.

Receipt of Multiple Proxy Cards

Many of our shareholders hold their shares in more than one account and may receive separate proxy cards or voting instructions forms for each of those accounts. To ensure that all of your shares are represented at the Annual Meeting, we recommend that you **vote every WHITE proxy card you receive**.

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Additionally, please note that the Icahn Group has stated its intention to nominate six alternative director nominees for election at the Annual Meeting. If the Icahn Group proceeds with its alternative nominations, you may receive proxy solicitation materials from the Icahn Group, including an opposition proxy statement and a proxy card. Your Board unanimously recommends that you **disregard and do not return any proxy card you receive from the Icahn Group.**

If you have already voted using the Icahn Group's proxy card, you have every right to change your vote and revoke your prior 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. Only the latest dated proxy you submit will be counted. If you withhold your vote on any Icahn Group nominee using the Icahn Group's proxy card, your vote will not be counted as a vote for the Board's nominees and will result in the revocation of any previous vote you may have cast on our **WHITE** proxy card. Accordingly, if you wish to vote pursuant to the recommendation of our Board, you should **disregard any proxy card that you receive that is not a WHITE proxy card.**

Revocation of Proxies

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 submit a valid proxy with a later date; (2) 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 (3) you can vote in person by written ballot at the Annual Meeting.

If you have previously signed a proxy card sent to you by the Icahn Group, you may change your vote and revoke your prior 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 on the enclosed **WHITE** proxy card. Submitting an Icahn Group proxy card even if you withhold your vote on the Icahn Group nominees will revoke any votes you previously made via our **WHITE** proxy card. Accordingly, if you wish to vote pursuant to the recommendation of our Board, you should disregard any proxy card that you receive that is not a **WHITE** proxy card and do not return any proxy card that you may receive from the Icahn Group, even as a protest.

Quorum

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 that 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.

Required Vote

Proposal 1: Election of Directors. In an uncontested election of directors, our By-Laws contain provisions relating to majority voting for directors as described below under "Majority Voting By-Law." For purposes of this By-Law, a contested election is one in which our Chairman of the Board determines, as of the date described in our By-Laws, that the number of persons properly nominated to serve as directors exceeds the number of directors to be elected. Our Chairman of the Board has determined that the election at the Annual Meeting is a contested election because nomination of the Icahn Group's nominees would result in more persons nominated to serve as a director than Board seats available.

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Accordingly, the provisions of our By-Laws relating to majority voting for directors will not be applicable to the Annual Meeting and, pursuant to our By-Laws, plurality voting will apply at the Annual Meeting.

The thirteen nominees for director who receive the most votes of all votes cast for directors will be elected. If you do not vote for a particular nominee, or if you indicate on your proxy card, via the Internet or by telephone that you want to withhold authority to vote for a particular nominee, then your shares will not be voted for that nominee. In addition, if you hold shares of our Common Stock through a broker-dealer, bank nominee, custodian or other securities intermediary, the intermediary will not vote those shares for the election of any nominee for director unless you give the intermediary specific voting instructions on a timely basis directing the intermediary to vote for such nominee.

It will NOT help elect your Board if you sign and return a proxy card sent by the Icahn Group, even if you withhold on their director nominees using the Icahn Group proxy card. Doing so will cancel any previous vote you may have cast on our WHITE proxy card. The only way to support your Board's nominees is to vote FOR the Board's nominees on our WHITE proxy card and to disregard, and not return, any proxy card that you receive that is not a WHITE proxy card, including any proxy card that you receive from the Icahn Group.

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 November 6, 2011. 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.

If for some reason any of the Board's director 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 the Board and, unless you indicate otherwise on the **WHITE** proxy card, your shares will be voted in favor of the Board's remaining nominees. As of the date of the Notice of Annual Meeting of Shareholders, we knew of no reason why any of the Board's nominees would be unable or for good cause unwilling to serve as a director if elected.

Majority Voting By-Law. In the absence of a contested election, pursuant to the majority voting provisions of our By-Laws, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election must promptly tender his or her resignation to the Chairman of the Board. The Governance Committee of our Board of Directors (or, under certain circumstances, another committee appointed by the Board) will promptly consider that resignation and will recommend to the Board whether to accept the tendered resignation or reject it based on all relevant factors. The Board must then act on that recommendation no later than 90 days following the date of an Annual Meeting of Shareholders. Within four days of the Board's decision, we must disclose the decision in a Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") that includes a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation.

Proposal 2: 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, 2012. 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, 2012. 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 3: Advisory vote on the compensation of our named executive officers. The votes cast "for" this proposal must exceed the votes cast "against" to approve the advisory vote on the

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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." Although the outcome of this advisory vote on the compensation of our named executive officers is non-binding, the Human Resources Committee and our Board will review and consider the outcome of this vote when making future compensation decisions for our named executive officers.

Proposal 4: Approval of the amendment and restatement of the 2009 Incentive Stock and Awards Plan. The votes cast "for" this proposal must exceed the votes cast "against" to approve the amendment and restatement of the 2009 Incentive Stock and Awards Plan, provided that a majority of the outstanding shares of Common Stock are voted on the proposal. 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 5: 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." The proposal must be properly presented at the Annual Meeting to be voted upon.

Voting by Employees Participating in the Oshkosh Corporation Employee Stock Purchase Plan

If you are an employee of Oshkosh Corporation or one of our subsidiaries and participate in our Employee Stock Purchase Plan, the enclosed **WHITE** proxy card indicates the aggregate number of shares of Common Stock credited to your account under that Plan as of [], 2011, 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.

If You Have Questions or Need Assistance Voting

If you have any questions or need assistance voting, please contact Innisfree M&A Incorporated, our proxy solicitor assisting us in connection with the Annual Meeting. Shareholders may call toll-free at (877) 750-9499. Banks and brokers may call collect at (212) 750-5833.

GOVERNANCE OF THE COMPANY

The Board of Directors

Our Board of Directors is currently comprised of thirteen directors, the maximum number of directors currently authorized by our Board of Directors to serve on the Board. Twelve of our current directors are among the Board's nominees for election to our Board at the Annual Meeting. Due to other commitments in the upcoming year, John J. Hamre will not stand for re-election to our Board at the Annual Meeting. One of the Board's nominees for election to our Board, John S. Shiely, has not previously served as one of our directors. None of our current directors and none of the Board's nominees for election to our Board at the Annual Meeting are employees of our company, other than Charles L. Szews, our current President and Chief Executive Officer. Our Board of Directors has determined that each of our twelve current non-employee directors and each of the Board's twelve non-employee nominees for election to our Board at the Annual Meeting does not have a material relationship with us and is independent under New York Stock Exchange ("NYSE") listing standards and applicable SEC rules. Our Board of Directors has adopted standards to assist in determining the independence of directors. Under these standards, the following relationships that currently exist or that

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have existed, including during the preceding three years, will not be considered to be material relationships that would impair a director's independence:

1. A family member of the director is or was an employee (other than an executive officer) of our company.
2. A director, or a family member of the director, receives or received less than \$120,000 during any twelve-month period in direct compensation from us, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with us). Compensation received by (a) a director for former service as an interim Chairperson or Chief Executive Officer or other executive officer of our company or (b) a family member of the director for service as a non-executive employee of our company need not be considered.
3. A director, or a family member of the director, is a former partner or employee of our internal or external auditor but did not personally work on our audit within the last three years; or a family member of a director is employed by an internal or external auditor of our company but does not participate in such auditor's audit, assurance or tax compliance practice.
4. A director, or a family member of the director, is or was an employee, other than an executive officer, of another company where any of our present executives serve on that company's compensation committee.
5. A director is or was an executive officer, employee or director of, or has or had any other relationship (including through a family member) with, another company that makes payments (other than contributions to tax exempt organizations) to, or receives payments from, us for property or services in an amount which, in any single fiscal year, does not exceed the greater of \$1 million or 2% of such other company's consolidated gross revenues. Both the payments and the consolidated gross revenues to be measured are those reported in the last completed fiscal year.
6. A director is or was an executive officer, employee or director of, or has or had any other relationship (including through a family member) with, a tax exempt organization to which our company's and its foundation's contributions in any single fiscal year do not exceed the greater of \$1 million or 2% of such organization's consolidated gross revenues.
7. A director is one of our shareholders.
8. A director has a relationship that currently exists or that has existed (including through a family member) with a company that has a relationship with us, but the director's relationship with the other company is through the ownership of the stock or other equity interests of that company that constitutes less than 10% of the outstanding stock or other equity interests of that company.
9. A family member of the director, other than his or her spouse, is an employee of a company that has a relationship with us but the family member is not an executive officer of that company.
10. A family member of the director has a relationship with us but the family member is not an immediate family member of the director. An "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-laws, and anyone (other than domestic employees) who shares such person's home.

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11. Any relationship that a director (or an immediate family member of the director) previously had that constituted an automatic bar to independence under NYSE listing standards after such relationship no longer constitutes an automatic bar to independence in accordance with NYSE listing standards.

Our Board of Directors met eight times during fiscal 2011. Each director attended at least 75% of the meetings of the Board and committees on which he or she served during fiscal 2011 that were held when he or she was a director. Our Board has a policy that directors should attend our Annual Meeting of Shareholders. All who were directors at that time attended our 2011 Annual Meeting of Shareholders.

Our non-management directors, all of whom are independent directors, met in executive session, without the presence of our officers, on four occasions during fiscal 2011. Richard M. Donnelly, who was appointed as our independent Chairman of the Board on February 1, 2011, presided over all executive meetings of the non-management directors following such appointment. Prior to February 1, 2011, Michael W. Grebe, who acted as our independent Presiding Director before Mr. Donnelly's appointment, presided over all executive meetings of the non-management directors. If a shareholder or other interested party wishes to communicate with our Board, the shareholder or other interested party may send correspondence to the Secretary, Oshkosh Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566. Our Secretary will submit the shareholder's correspondence to the Board or the appropriate Committee as applicable.

Under our By-Laws and Corporate Governance Guidelines, the Chairman of the Board must be a director that the Board has determined to be independent in accordance with the listing standards of the NYSE and one who has not previously served as one of our executive officers. Richard M. Donnelly, an independent director, is our Chairman of the Board. Shareholders or other interested parties may communicate directly with the Chairman of the Board by sending correspondence to Chairman, Board of Directors, c/o Secretary, Oshkosh Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566.

The name, age, principal occupation and length of service of each of the 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.

Nominees

Name	Age	Year First Elected as a Director
Richard M. Donnelly	68	2001
Michael W. Grebe	71	1990
Peter B. Hamilton	65	2011
Kathleen J. Hempel	61	1997
Leslie F. Kenne	64	2010
Harvey N. Medvin	75	2004
J. Peter Mosling, Jr.	67	1976
Craig P. Omtvedt	62	2008
Duncan J. Palmer	46	2011
John S. Shiely	59	
Richard G. Sim	67	1997
Charles L. Szews	55	2007
William S. Wallace	65	2010

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RICHARD M. DONNELLY 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. Since July 2011, Mr. Donnelly has served as an advisor for Celerant Consulting, a business consulting firm based in London, England. 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. 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 is a past director of Asahi Tec Corporation, a Japanese casting company. 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, 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.

MICHAEL W. GREBE 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.

PETER B. HAMILTON Our Board of Directors appointed Mr. Hamilton to our Board of Directors on July 18, 2011. 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, 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 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.

Heidrick & Struggles, the third-party executive search firm that we retained to assist us in the search for director candidates, recommended Mr. Hamilton 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. Hamilton 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. Hamilton. In addition, Heidrick & Struggles completed thorough reference checks on Mr. Hamilton, and we completed thorough background checks on Mr. Hamilton through Kroll, an external background check firm.

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KATHLEEN J. HEMPEL 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 Corp.

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.

LESLIE F. KENNE Lt. Gen. (Ret.) Kenne is retired from the United States Air Force. Lt. Gen. (Ret.) Kenne currently acts as an independent consultant to various organizations and businesses serving the U.S. Department of Defense. She served as the Deputy Chief of Staff, Warfighting Integration at the Pentagon from 2002 until her retirement from the U.S. Air Force in 2003. Prior to that, 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.

HARVEY N. MEDVIN Mr. Medvin was Executive Vice President and