

OSHKOSH CORP  
Form SC TO-T  
October 17, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

*(Rule 14D-100) Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)*

*of the Securities Exchange Act of 1934*

*(Amendment No. )*

**OSHKOSH CORPORATION**

*(Name of Subject Company (Issuer))*

IEP Vehicles Sub LLC

Icahn Partners LP

Icahn Partners Master Fund LP

Icahn Partners Master Fund II L.P.

Icahn Partners Master Fund III L.P.

High River Limited Partnership

Hopper Investments LLC

Barberry Corp.

Icahn Onshore LP

Icahn Offshore LP

Icahn Capital L.P.

IPH GP LLC

Icahn Enterprises Holdings L.P.

Icahn Enterprises G.P. Inc.

Beckton Corp.

Carl C. Icahn

*(Names of Filing Persons)\**

**Common Stock, Par Value \$0.01**

*(Title of Class of Securities)*

688239201

**(CUSIP Number of Class of Securities)**

**Keith L. Schaitkin, Esq.**

**General Counsel**

**Icahn Capital LP**

**767 Fifth Avenue, 47th Floor**

**New York, New York 10153**

**(212) 702-4380**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on behalf of Filing Persons)*

**CALCULATION OF FILING FEE**

**Transaction Valuation:**                      **Amount of Filing Fee:**

\$2,876,302,585\*\*    \$392,327.68\*\*\*

Calculated solely for purposes of determining the filing fee. The transaction value was calculated as follows: 88,501,618 shares of common stock of the Issuer multiplied by \$32.50 per share. The number of shares used in the transaction value calculation is based on (i) the 91,648,564 shares stated to be issued and outstanding according to the Issuer in its form 10-Q filed with the Securities and Exchange Commission on July 26, 2012, plus (ii) the \*\* 5,518,314 shares issuable upon the exercise of outstanding options and/or vesting of outstanding performance share awards, according to the Issuer in its form 10-K filed with the Securities and Exchange Commission on November 16, 2011 minus (iii) the 8,665,260 shares beneficially owned, as of October 17, 2012, by the Offeror and its affiliates.

The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, \*\*\*as amended, and Fee Rate Advisory #7 for fiscal year 2013, issued August 31, 2012, by multiplying the transaction value by 0.0001364.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid:    Filing Party:  
Form or registration no.:    Date Filed:

..Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1     going-private transaction subject to Rule 13e-3  
 issuer tender offer subject to Rule 13e-4         amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:



\* *Introductory Note: IEP Vehicles Sub LLC and Icahn Enterprises Holdings L.P. are co-bidders for all purposes in the Offer. IEP Vehicles Sub LLC is a wholly-owned subsidiary of Icahn Enterprises Holdings L.P.*

This Schedule TO (this “Schedule TO”) is related to the offer by IEP Vehicles Sub LLC, a Delaware limited liability company (“IEP Vehicles Sub”) and Icahn Enterprises Holdings L.P., a Delaware limited partnership (“Icahn Enterprises Holdings”), and together with IEP Vehicles Sub, the “Offeror”), to purchase for cash any and all of the issued and outstanding shares (the “Shares”) of common stock, par value \$0.01 per share (the “Common Stock”), of Oshkosh Corporation, a Wisconsin corporation (“Oshkosh”), at a price of \$32.50 per Share, without interest and less any required withholding taxes, if any. Both IEP Vehicles Sub and Icahn Enterprises Holdings are co-bidders for all purposes in the Offer.

The Offer is subject to the terms and conditions set forth in the Offer to Purchase, dated October 17, 2012 (the “Offer to Purchase”). The Offer to Purchase, the related Letter of Transmittal (the “Letter of Transmittal”) and Notice of Guaranteed Delivery, copies of which are attached hereto as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively, constitute the “Offer”.

As permitted by General Instruction F to Schedule TO, the information set forth in the entire Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery, including all appendices, schedules, exhibits and annexes thereto, is hereby expressly incorporated by reference in response to Items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided herein.

As permitted by General Instruction G to Schedule TO, this Schedule TO is also an amendment to the joint statement on Schedule 13D filed on June 30, 2011, as amended, by Icahn Partners LP, a limited partnership governed by the laws of Delaware, Icahn Partners Master Fund LP, a limited partnership governed by the laws of the Cayman Islands, Icahn Partners Master Fund II LP, a limited partnership governed by the laws of the Cayman Islands, Icahn Partners Master Fund III LP, a limited partnership governed by the laws of the Cayman Islands, High River Limited Partnership, a limited partnership governed by the laws of Delaware, Hopper Investments LLC, a limited liability company governed by the laws of Delaware, Barberry Corp., a corporation governed by the laws of Delaware, Icahn Onshore LP, a limited partnership governed by the laws of Delaware, Icahn Offshore LP, a limited partnership governed by the laws of Delaware, Icahn Capital LP, a limited partnership governed by the laws of Delaware, IPH GP LLC, a limited liability company governed by the laws of Delaware, Icahn Enterprises Holdings L.P., a limited partnership governed by the laws of Delaware, Icahn Enterprises G.P. Inc., a corporation governed by the laws of Delaware, Beckton Corp., a corporation governed by the laws of Delaware, and Carl C. Icahn (collectively, the “Icahn Entities”).

CUSIP No. 688239201

1. NAME OF REPORTING PERSON

High River Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

1,733,054

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,733,054

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,733,054

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.89%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Hopper Investments LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,733,054

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,733,054

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,733,054

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.89%

14. TYPE OF REPORTING PERSON

OO





CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Barberry Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,733,054

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,733,054

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,733,054

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.89%

14. TYPE OF REPORTING PERSON

CO



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Partners Master Fund LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

2,867,004

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,867,004

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,867,004

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.13%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Partners Master Fund II LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

982,896

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

982,896

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

982,896

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.07%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Partners Master Fund III LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

427,662

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

427,662

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

427,662

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.47%

14. TYPE OF REPORTING PERSON

PN





CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Offshore LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

4,277,562

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

4,277,562

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,277,562

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.67%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Partners LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

2,654,644

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,654,644

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,654,644

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.90%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Onshore LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

2,654,644

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

2,654,644

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,654,644

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.90%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Capital LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,932,206

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,932,206

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,932,206

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.56%

14. TYPE OF REPORTING PERSON

PN





CUSIP No. 688239201

1. NAME OF REPORTING PERSON

IPH GP LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,932,206

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,932,206

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,932,206

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.56%

14. TYPE OF REPORTING PERSON

OO



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Enterprises Holdings L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,932,206

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,932,206

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,932,206

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.56%

14. TYPE OF REPORTING PERSON

PN



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Icahn Enterprises G.P. Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,932,206

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,932,206

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,932,206

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.56%

14. TYPE OF REPORTING PERSON

CO



CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Beckton Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

6,932,206

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

6,932,206

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,932,206

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.56%

14. TYPE OF REPORTING PERSON

CO





CUSIP No. 688239201

1. NAME OF REPORTING PERSON

Carl C. Icahn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

..

(b)

..

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) ..  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

8,665,260

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

8,665,260

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,665,260

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.45%

14. TYPE OF REPORTING PERSON

IN



**Item 1.** Summary Term Sheet.

**Regulation M-A Item 1001**

The information set forth in the Offer to Purchase under the section “Summary Term Sheet” is incorporated herein by reference.

**Item 2.** Subject Company Information.

**Regulation M-A Item 1002**

(a) *Name and Address.* The name, address, and telephone number of the subject company’s principal executive offices are as follows:

Oshkosh Corporation

PO Box 2566  
Oshkosh, WI 54903-2566

Tel.: (920) 235-9151

(b) *Securities.* This Schedule TO relates to the Offer by IEP Vehicles Sub LLC and Icahn Enterprises Holdings L.P. to purchase for cash any and all outstanding Shares. According to Oshkosh’s Form 10-Q, filed with the SEC on July 26, 2012, as of July 20, 2012, 91,648,564 Shares were outstanding. The information set forth on the cover page and in the section “Introduction” of the Offer to Purchase is incorporated herein by reference.

(c) *Trading Market and Price.* The information set forth under the caption “The Tender Offer — Section 6 - Price Range of Shares” of the Offer to Purchase is incorporated herein by reference.

**Item 3.** Identity and Background of Filing Person.

**Regulation M-A Item 1003**

(a)-(c) *Name and Address; Business and Background of Entities; and Business and Background of Natural Persons.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 8 - Certain Information Concerning the Offeror” and Schedule I attached thereto.

**Item 4.** Terms of the Transaction.

**Regulation M-A Item 1004**

(a) *Material Terms.* The information set forth in the Offer to Purchase is incorporated herein by reference.

**Item 5.** Past Contacts, Transactions, Negotiations and Agreements.

**Regulation M-A Item 1005**

(a) *Transactions.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

(b) *Significant Corporate Events.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

“The Tender Offer — Section 11 - Purpose of the Offer; Plans for the Company”

**Item 6.** Purposes of the Transaction and Plans or Proposals.

**Regulation M-A Item 1006**

(a) *Purposes.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“The Tender Offer — Section 11 - Purpose of the Offer; Plans for the Company”

(c) (1)-(7) *Plans.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 9 - Source and Amount of Funds”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

“The Tender Offer — Section 11 - Purpose of the Offer; Plans for the Company”

“The Tender Offer — Section 12 - Certain Effects of the Offer”

“The Tender Offer — Section 13 - Dividends and Distributions”

**Item 7.** Source and Amount of Funds or Other Consideration.

**Regulation M-A Item 1007**

(a) *Source of Funds.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 9 - Source and Amount of Funds”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

(b) *Conditions*. The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 9 - Source and Amount of Funds”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

“The Tender Offer — Section 11 - Purpose of the Offer; Plans for the Company”

“The Tender Offer — Section 14 - Conditions of the Offer”

(d) *Borrowed Funds*.

None.

**Item 8.** Interest in Securities of the Subject Company.

**Regulation M-A Item 1008**

(a) *Securities Ownership*. The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“The Tender Offer — Section 8 -Certain Information Concerning the Offeror” and Schedule I attached thereto.

“The Tender Offer — Section 11 - Purpose of the Offer; Plans for the Company”

(b) *Securities Transactions*. The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:



“The Tender Offer — Section 8 - Certain Information Concerning the Offeror” and Schedule I attached thereto.

**Item 9.** Persons/Assets, Retained, Employed, Compensated or Used.

**Regulation M-A Item 1009**

(a) *Solicitations or Recommendations.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 2 - Procedure for Accepting the Offer and Tendering Shares”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

“The Tender Offer — Section 16 - Fees and Expenses”

**Item 10.** Financial Statements.

**Regulation M-A Item 1010**

(a) *Financial Information.* Not Applicable.

(b) *Pro Forma Information.* Not Applicable.

**Item 11.** Additional Information.

**Regulation M-A Item 1011**

(a) *Agreements, Regulatory Requirements and Legal Proceedings.* The information set forth in the Offer to Purchase under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“The Tender Offer — Section 10 - Background of the Offer; Past Contacts or Negotiations with the Company”

“The Tender Offer — Section 11 - Purpose of the Offer; Plans for the Company”

“The Tender Offer — Section 12 - Certain Effects of the Offer”

“The Tender Offer — Section 15 - Certain Legal Matters”

(b) *Other Material Information.* Not applicable

**Item 13. Information Required by Schedule 13E-3**

Not applicable.



**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ICAHN PARTNERS LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND II LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND III LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

HIGH RIVER LIMITED PARTNERSHIP

BY: Hopper Investments LLC, its general partner

BY: Barberry Corp., its sole member

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

HOPPER INVESTMENTS LLC

BY: Barberry Corp., its sole member

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

BARBERRY CORP.

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN ONSHORE LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN OFFSHORE LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

IPH GP LLC

By: /S/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

ICAHN ENTERPRISES HOLDINGS L.P.

BY: Icahn Enterprises G.P. Inc., its general partner

By: /S/ sunghwan cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

IEP VEHICLES SUB LLC

BY: Icahn Enterprises Holdings L.P., its sole member  
BY: Icahn Enterprises G.P. Inc., its general partner

By: /S/ sunghwan cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

/S/ Carl c. icahn  
Name: Carl C. Icahn

Date: October 17, 2012

**EXHIBIT INDEX**

**Exhibit No. Description**

- (a)(1)(i) Offer to Purchase, dated October 17, 2012
- (a)(1)(ii) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number)
- (a)(1)(iii) Notice of Guaranteed Delivery
- (a)(1)(iv) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- (a)(1)(v) Letter to Clients
- (a)(5)(i) Summary Advertisement as published in the New York Times, by the Offeror, on October 17, 2012
- (a)(5)(ii) Press Release of Carl C. Icahn, dated October 11, 2012 (incorporated by reference to Exhibit 1 to the Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on October 11, 2012)\*
- (b) None.
- (d) None.
- (g) None.
- (h) None.

\* Previously Filed