

OSHKOSH CORP  
Form 8-K/A  
May 20, 2011

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K/A

AMENDMENT NO. 1 TO

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): **February 1, 2011**

## Oshkosh Corporation

(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other  
jurisdiction of  
incorporation)

**1-31371**  
(Commission File  
Number)

**39-0520270**  
(IRS Employer  
Identification No.)

**P.O. Box 2566, Oshkosh, Wisconsin 54903**

(Address of principal executive offices, including zip code)

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(920) 235-9151

(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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The undersigned registrant hereby amends Item 5.07 of the registrant's Current Report on Form 8-K, dated February 1, 2011, to read in its entirety as set forth below for the purpose of disclosing the decision of Oshkosh Corporation regarding the frequency of shareholder votes on the compensation of executives in light of the advisory vote on this subject at its 2011 Annual Meeting of Shareholders.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Oshkosh Corporation (the "Company") held its 2011 Annual Meeting of Shareholders (the "Annual Meeting") on February 1, 2011.

At the Annual Meeting, shareholders elected the following directors for terms expiring in 2012 by the votes indicated:

| Nominee               | Shares Voted For | Shares Withheld | Abstentions | Broker Non-Votes |
|-----------------------|------------------|-----------------|-------------|------------------|
| Richard M. Donnelly   | 64,831,092       | 3,097,271       | 42,139      | 10,413,247       |
| Michael W. Grebe      | 64,426,155       | 3,500,122       | 44,225      | 10,413,247       |
| John J. Hamre         | 64,852,527       | 3,075,868       | 42,107      | 10,413,247       |
| Kathleen J. Hempel    | 64,430,233       | 3,496,227       | 44,042      | 10,413,247       |
| Leslie F. Kenne       | 67,022,111       | 904,048         | 44,343      | 10,413,247       |
| Harvey N. Medvin      | 66,994,375       | 932,123         | 44,004      | 10,413,247       |
| J. Peter Mosling, Jr. | 66,593,390       | 1,339,118       | 37,994      | 10,413,247       |
| Craig P. Omtvedt      | 67,002,857       | 924,779         | 42,866      | 10,413,247       |
| Richard G. Sim        | 66,602,446       | 1,324,555       | 43,501      | 10,413,247       |
| Charles L. Szews      | 66,740,583       | 1,186,945       | 42,974      | 10,413,247       |
| William S. Wallace    | 67,045,821       | 880,924         | 43,757      | 10,413,247       |

At the Annual Meeting, shareholders ratified the appointment of Deloitte & Touch LLP as the Company's independent auditors for the fiscal year ending September 30, 2011 by the votes indicated:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 77,945,206       | 368,256              | 70,286      |                  |

At the Annual Meeting, shareholders approved a resolution approving, on a nonbinding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis section and compensation tables contained in the Company's proxy statement for the Annual Meeting by the votes indicated:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 64,401,506       | 3,441,317            | 127,679     | 10,413,247       |

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At the Annual Meeting, the Company's shareholders voted to approve, on a nonbinding, advisory basis, holding a nonbinding advisory vote on the compensation of the Company's named executive officers as disclosed in the Company's proxy statement for future annual meetings in accordance with the executive compensation disclosure rules of the Securities and Exchange Commission on an annual basis by the votes indicated:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 60,127,751      | 573,768          | 7,076,854          | 192,129            | 10,413,247              |

In light of the results of this vote and other factors, the Board of Directors of the Company, at its May 17, 2011 meeting, approved including a non-binding shareholder advisory vote on the compensation of the Company's named executive officers in the Company's proxy materials on an annual basis until the next time the Company must include in its proxy materials a non-binding shareholder advisory vote on how frequently shareholders will vote, on a non-binding, advisory basis, to approve the compensation of the Company's named executive officers, which would be at the Company's 2017 annual meeting of shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to report to be signed on its behalf by the undersigned hereunto duly authorized.

OSHKOSH CORPORATION

Date: May 20, 2011

By:

/s/ Bryan J. Blankfield  
Bryan J. Blankfield  
Executive Vice President, General Counsel and  
Secretary