

OSHKOSH CORP  
Form DFAN14A  
October 17, 2012

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)

Icahn 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

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

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

I) Title of each class of securities to which transaction applies:

J) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

L) Proposed maximum aggregate value of transaction:

M) Total fee paid:

£ Fee paid previously with preliminary materials.

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

I) Amount Previously Paid:

J) Form, Schedule or Registration Statement No.:

K) Filing Party:

L) Date Filed:



SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY Carl C. Icahn, ICAHN VEHICLES SUB LLC, HIGH RIVER LIMITED PARTNERSHIP, HOPPER INVESTMENTS LLC, BARBERRY CORP., ICAHN Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P., Icahn Enterprises G.P. Inc., Icahn Enterprises Holdings L.P., IPH GP LLC, Icahn Capital L.P., Icahn Onshore LP, Icahn Offshore LP, Beckton Corp. AND CERTAIN OF THEIR RESPECTIVE AFFILIATES FROM THE STOCKHOLDERS OF OSHKOSH CORPORATION FOR USE AT ITS 2013 ANNUAL MEETING WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF OSHKOSH CORPORATION AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE PARTICIPANTS IN A POTENTIAL PROXY SOLICITATION IS CONTAINED IN THE SCHEDULE 13D FILED BY MR. ICAHN AND CERTAIN OF HIS AFFILIATES WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 30, 2011, AS AMENDED.

**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

Exhibit (a)(1)(i)

**Offer to Purchase for Cash  
Any and All of  
The Outstanding Shares of Common Stock  
of  
OSHKOSH CORPORATION  
at  
\$32.50 Net Per Share  
by  
IEP VEHICLES SUB LLC  
a wholly-owned subsidiary of  
ICAHN ENTERPRISES HOLDINGS L.P.**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE  
AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON  
DECEMBER 3, 2012, UNLESS THE OFFER IS  
EXTENDED (SUCH DATE AND TIME, AS IT MAY BE  
EXTENDED, THE EXPIRATION DATE ) OR EARLIER  
TERMINATED.**

THE OFFER IS BEING MADE BY IEP VEHICLES SUB LLC, A DELAWARE LIMITED LIABILITY COMPANY (THE OFFEROR ) AND ICAHN ENTERPRISES HOLDINGS LP, A DELAWARE LIMITED PARTNERSHIP, AS A CO-BIDDER, TO PURCHASE 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 (THE COMPANY ), FOR \$32.50 PER SHARE IN CASH, WITHOUT INTEREST, LESS ANY APPLICABLE WITHHOLDING TAXES (THE OFFER PRICE ), UPON THE TERMS AND SUBJECT TO THE CONDITIONS SET FORTH IN THIS OFFER TO PURCHASE AND IN THE RELATED LETTER OF TRANSMITTAL (WHICH, TOGETHER WITH ANY AMENDMENTS OR SUPPLEMENTS HERETO OR THERETO, COLLECTIVELY CONSTITUTE THE OFFER ). UNDER NO CIRCUMSTANCES WILL INTEREST BE PAID ON THE OFFER PRICE FOR THE SHARES, REGARDLESS OF ANY EXTENSION

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME5 ON DEC

**OF THE OFFER.**

ON OCTOBER 11, 2012, AFFILIATES OF THE OFFEROR ALSO ANNOUNCED THEIR INTENTION TO NOMINATE A SLATE OF DIRECTORS (THE ICAHN SLATE ) FOR THE COMPANY S BOARD OF DIRECTORS AT THE UPCOMING ANNUAL MEETING OF THE COMPANY S STOCKHOLDERS.

THE OFFER IS NOT CONDITIONED UPON THE OFFEROR OBTAINING ANY FINANCING, ANY DUE DILIGENCE REVIEW OF THE COMPANY OR ANY MINIMUM NUMBER OF SHARES BEING TENDERED.

THE OFFER IS SUBJECT TO THE FOLLWING CONDITIONS: (I) THE ICAHN SLATE SHALL BE ELECTED TO THE COMPANY S BOARD OF DIRECTORS IN ITS ENTIRETY IN THE PROXY FIGHT THAT AFFILIATES OF THE OFFEROR INTEND TO CONDUCT AT THE COMPANY S UPCOMING ANNUAL STOCKHOLDER MEETING (THE ICAHN PROXY CONTEST ) OR SHALL OTHERWISE BE APPOINTED AS THE ENTIRE BOARD OF DIRECTORS (THE NEW BOARD ) OF THE COMPANY (THE BOARD CONDITION ); (II) THE COMPANY S BOARD OF DIRECTORS OR THE NEW BOARD SHALL HAVE APPROVED THE PURCHASE OF THE SHARES BY THE OFFEROR IN THE OFFER SO THAT THE PROVISIONS OF SECTION 180.1141 OF THE WISCONSIN BUSINESS CORPORATION LAW (THE WBCL ) WOULD NOT, AT OR FOLLOWING CONSUMMATION OF THE OFFER, PROHIBIT, RESTRICT OR APPLY TO ANY BUSINESS COMBINATION, AS DEFINED IN SECTION 180.1140 OF THE WBCL, INVOLVING THE COMPANY AND THE OFFEROR OR ANY AFFILIATE OR ASSOCIATE OF THE OFFEROR (THE WBCL 1141 CONDITION ); AND (III) THE COMPANY S BOARD OF DIRECTORS OR THE NEW BOARD SHALL HAVE SPECIFIED AS CONTEMPLATED IN SECTION 180.1150(2) OF THE WBCL THAT THE PROVISIONS OF SECTION

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TABLE OF CONTENTS

180.1150 OF THE WBCL DO NOT LIMIT OR AFFECT THE VOTING POWER OF ANY OF THE SHARES HELD BY THE OFFEROR OR ANY OF ITS AFFILIATES OR ASSOCIATES AT OR FOLLOWING THE CONSUMMATION OF THE OFFER (THE WBCL 1150 CONDITION AND TOGETHER WITH THE WBCL 1141 CONDITION, THE WBCL CONDITIONS ). THE OFFER IS ALSO SUBJECT TO OTHER CUSTOMARY CONDITIONS. SEE SECTION 14 CONDITIONS OF THE OFFER.

IF THE ICAHN SLATE IS SO ELECTED OR APPOINTED TO THE OSHKOSH BOARD OF DIRECTORS, THEN THE OFFEROR EXPECTS THE NEW BOARD, IN A MANNER CONSISTENT WITH ITS FIDUCIARY DUTIES, (I) TO CAUSE THE WBCL CONDITIONS TO BE SATISFIED SO THAT PAYMENT CAN BE MADE PROMPTLY TO TENDERING STOCKHOLDERS, IN ACCORDANCE WITH THE TERMS OF THE OFFER AND (II) TO SPIN-OFF THE COMPANY'S JLG BUSINESS TO THE STOCKHOLDERS.

THE CONDITIONS TO THE OFFER MUST BE SATISFIED ON OR PRIOR TO THE EXPIRATION DATE. HOWEVER, IF ON THE EXPIRATION DATE, AT LEAST 25% OF THE OUTSTANDING SHARES ARE VALIDLY TENDERED IN THE OFFER AND NOT PROPERLY WITHDRAWN, THEN THE OFFEROR INTENDS TO EXTEND THE EXPIRATION DATE AND SO LONG AS AT LEAST 25% OF THE OUTSTANDING SHARES REMAIN SO TENDERED IN THE OFFER, THE OFFEROR INTENDS TO CONTINUE TO EXTEND THE OFFER UNTIL THE COMPANY HOLDS ITS UPCOMING ANNUAL MEETING OF STOCKHOLDERS, AT WHICH TIME THE RESULTS OF THE ICAHN PROXY CONTEST WILL BE OBTAINED.

IF AT ANY TIME, THAT NUMBER OF SHARES ARE VALIDLY TENDERED IN THE OFFER AND NOT PROPERLY WITHDRAWN, WHICH, WHEN ADDED TO ANY SHARES ALREADY OWNED BY THE OFFEROR AND ITS AFFILIATES, REPRESENTS AT LEAST A MAJORITY OF THE ISSUED AND OUTSTANDING SHARES ON A FULLY DILUTED BASIS, THEN THE OFFEROR WILL DEMAND THAT THE CURRENT OSHKOSH BOARD OF DIRECTORS, IN ACCORDANCE WITH ITS FIDUCIARY DUTY TO STOCKHOLDERS, ACCELERATE THE UPCOMING ANNUAL MEETING OF STOCKHOLDERS, OR TAKE OTHER ACTION, TO ALLOW THE BOARD CONDITION TO BE SATISFIED PROMPTLY SO THAT THE WBCL CONDITIONS CAN BE SATISFIED AND THE OFFER CAN PROCEED TO CLOSE QUICKLY, IN ACCORDANCE WITH ITS TERMS. IN THAT REGARD, THE OFFEROR NOTES THAT IT IS WILLING TO ENGAGE IN NEGOTIATIONS WITH OSHKOSH IMMEDIATELY IN ORDER TO OBTAIN ITS SUPPORT FOR THE OFFER AND FACILITATE CLOSING ON AN EXPEDITED BASIS.

FOR CERTAIN EFFECTS OF THE OFFER ON THE INDEBTEDNESS OF THE COMPANY, SEE SECTION 12 CERTAIN EFFECTS OF THE OFFER . FOR THE AVOIDANCE OF DOUBT, NONE OF THE EFFECTS DESCRIBED THEREIN WILL AFFECT THE CONSUMMATION OF THE OFFER IF ALL THE CONDITIONS TO THE OFFER ARE SATISFIED.

THIS OFFER REFERS TO A POSSIBLE PROXY SOLICITATION. THIS OFFER TO PURCHASE IS NOT INTENDED TO AND DOES NOT CONSTITUTE (I) A SOLICITATION OF A PROXY, CONSENT OR AUTHORIZATION FOR OR WITH RESPECT TO THE ANNUAL MEETING OR ANY SPECIAL MEETING OF THE COMPANY'S STOCKHOLDERS OR (II) A SOLICITATION OF A CONSENT OR AUTHORIZATION IN THE ABSENCE OF ANY SUCH MEETING. ANY SUCH SOLICITATION WHICH THE OFFEROR MAY MAKE WILL BE MADE ONLY PURSUANT TO PROXY OR CONSENT SOLICITATION MATERIALS COMPLYING WITH ALL APPLICABLE REQUIREMENTS OF SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER. SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY MR. ICAHN AND HIS AFFILIATES FROM THE STOCKHOLDERS OF

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME ON DEC 5, 2014.



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OSHKOSH CORPORATION FOR USE AT ITS ANNUAL MEETING WHEN AND IF THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN ANY SUCH PROXY SOLICITATION. WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WHICH WILL BE MAILED TO STOCKHOLDERS OF

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THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME ON DEC 5, 2014

TABLE OF CONTENTS

OSHKOSH CORPORATION AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE POTENTIAL PARTICIPANTS IN A POTENTIAL PROXY SOLICITATION IS CONTAINED IN THE SCHEDULE 13D FILED BY MR. ICAHN AND CERTAIN OF HIS AFFILIATES WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 30, 2011, AND AS AMENDED BY AMENDMENT NOS 1. THROUGH 8 THERETO.

A summary of the principal terms of the Offer begins on page 1. You should read this entire Offer to Purchase and the Letter of Transmittal carefully before deciding whether to tender your Shares in the Offer. Questions and requests for assistance or additional copies of this Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery may be directed to the Information Agent at the location and telephone number set forth on the back cover of this Offer to Purchase. Stockholders may also contact their broker, dealer, commercial bank or trust company for assistance concerning the Offer.

*The Information Agent for the Offer is:*

**D.F. King & Co., Inc.  
48 Wall Street, 22nd Floor  
New York, NY 10005**

**Banks and Brokerage Firms Please Call Collect: (212)  
269-5550**

**All Others Call Toll-Free: (800) 347-4750**

**Email: [information@dfking.com](mailto:information@dfking.com)**

October 17, 2012

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TABLE OF CONTENTS

**IMPORTANT**

If you desire to tender all or any portion of your Shares to the Offeror pursuant to the Offer, you should either (a) complete and sign the Letter of Transmittal for the Offer, which is enclosed with this Offer to Purchase, in accordance with the instructions contained in the Letter of Transmittal, and mail or deliver the Letter of Transmittal (or a manually executed facsimile thereof) and any other required documents to The Colbent Corporation, in its capacity as depositary for the Offer (the Depositary ), and either (i) deliver the certificates for your Shares to the Depositary along with the Letter of Transmittal (or a manually executed facsimile thereof) or (ii) tender your Shares by book-entry transfer by following the procedures described in Section 2 PROCEDURES FOR ACCEPTING THE OFFER AND TENDERING SHARES, in each case prior to the Expiration Date, or (b) request that your broker, dealer, commercial bank, trust company or other nominee effect the transaction for you. If you hold Shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you must contact that institution in order to tender your Shares to the Offeror pursuant to the Offer.

If you desire to tender your Shares pursuant to the Offer and the certificates representing your Shares are not immediately available, you cannot comply in a timely manner with the procedures for tendering your Shares by book-entry transfer, or you cannot deliver all required documents to the Depositary prior to the Expiration Date, you may tender your Shares to the Offeror pursuant to the Offer by following the procedures for guaranteed delivery described in Section 2 PROCEDURES FOR ACCEPTING THE OFFER AND TENDERING SHARES.

\* \* \* \* \*

Questions and requests for assistance regarding the Offer or any of the terms thereof may be directed to D.F. King & Co., Inc., as information agent for the Offer (which we refer to as the Information Agent ), at the address and telephone numbers set forth for the Information Agent on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase, the Letter of Transmittal, the Notice of Guaranteed Delivery and other tender offer materials may be directed to the Information Agent. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance.

**This Offer to Purchase and the Letter of Transmittal contain important information, and you should read both carefully and in their entirety before making a decision with respect to the Offer.**

**THIS TRANSACTION HAS NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE SEC ) OR ANY STATE SECURITIES COMMISSION NOR HAS THE SEC OR ANY STATE SECURITIES COMMISSION PASSED UPON THE FAIRNESS OR MERITS OF SUCH TRANSACTION OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS OFFER TO PURCHASE OR THE LETTER OF TRANSMITTAL. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

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TABLE OF CONTENTS

**TABLE OF CONTENTS**

<u>SUMMARY TERM SHEET</u>	<u>1</u>
<u>INTRODUCTION</u>	<u>7</u>
<u>THE TENDER OFFER</u>	<u>10</u>
1.	
	<u>10</u>
<u>TERMS OF THE OFFER.</u>	
2.	
	<u>12</u>
<u>PROCEDURE FOR ACCEPTING THE OFFER AND TENDERING SHARES</u>	
3.	
	<u>14</u>
<u>WITHDRAWAL RIGHTS</u>	
4.	
	<u>14</u>
<u>ACCEPTANCE FOR PAYMENT AND PAYMENT FOR SHARES</u>	
5.	
	<u>15</u>
<u>CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u>	
6.	
	<u>16</u>
<u>PRICE RANGE OF SHARES</u>	
7.	
	<u>16</u>
<u>CERTAIN INFORMATION CONCERNING THE COMPANY</u>	
8.	
	<u>16</u>
<u>CERTAIN INFORMATION CONCERNING THE OFFEROR</u>	
9.	
	<u>19</u>
<u>SOURCE AND AMOUNT OF FUNDS</u>	
10.	
	<u>19</u>
<u>BACKGROUND OF THE OFFER; PAST CONTACTS OR NEGOTIATIONS WITH THE COMPANY</u>	
11.	
	<u>23</u>
<u>PURPOSE OF THE OFFER; PLANS FOR THE COMPANY</u>	
12.	
	<u>24</u>
<u>CERTAIN EFFECTS OF THE OFFER</u>	
13.	
	<u>25</u>
<u>DIVIDENDS AND DISTRIBUTIONS</u>	
14.	
	<u>26</u>

CONDITIONS OF THE OFFER

15.

28

CERTAIN LEGAL MATTERS

16.

30

FEES AND EXPENSES

17.

30

MISCELLANEOUS

SCHEDULE I

31

---

TABLE OF CONTENTS

## SUMMARY TERM SHEET

*IEP Vehicles Sub LLC, a Delaware limited liability company (the Offeror), and Icahn Enterprises Holdings L.P., a Delaware limited partnership, as a co-bidder, are offering to purchase any and all of the issued and outstanding Shares for the Offer Price. The following are some of the questions that you, a holder of Shares, may have and the answers to those questions. We urge you to read carefully the remainder of this Offer to Purchase and the Letter of Transmittal because the information in this summary term sheet is not complete. Additional important information is contained in the remainder of this Offer to Purchase and the Letter of Transmittal. Questions or requests for assistance may be directed to the Information Agent at the address and telephone numbers set forth for the Information Agent on the back cover of this Offer to Purchase. Unless otherwise indicated in this Offer to Purchase or the context otherwise requires, all references in this Offer to Purchase to we, our or us refer to the Offeror.*

### WHO IS OFFERING TO BUY MY SECURITIES?

Our names are IEP Vehicles Sub LLC (the Offeror) and Icahn Enterprises Holdings L.P. Both the Offeror and Icahn Enterprises Holdings L.P., are co-bidders in the Offer. The following persons may also be deemed to be co-bidders: 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 G.P. Inc., Beckton Corp. and Carl C. Icahn. The Offeror is a Delaware limited liability company and a wholly-owned subsidiary of Icahn Enterprises Holdings L.P., a Delaware limited partnership. Both entities are affiliated with Carl C. Icahn. Certain of these entities beneficially own an aggregate of approximately 9.45% of the issued and outstanding Shares. The Offeror was formed for the purpose of acquiring all of the issued and outstanding Shares. See the Introduction to this Offer to Purchase and Section 8 CERTAIN INFORMATION CONCERNING THE OFFEROR.

### WHAT ARE THE CLASSES AND AMOUNTS OF SECURITIES SOUGHT IN THE OFFER?

We are offering to purchase any and all of the issued and outstanding Shares. Each Share is comprised of one share of common stock, par value \$0.01, of Oshkosh Corporation (Oshkosh or the Company). See the Introduction and Section 1 TERMS OF THE OFFER.

### WHAT ARE YOUR PURPOSES FOR THE OFFER AND PLANS FOR THE COMPANY AFTER THE OFFER IS CONSUMMATED?

The purpose of the Offer is to acquire any and all Shares validly tendered and not properly withdrawn prior to the Expiration Date of the Offer and thereby provide immediate liquidity at a premium for those stockholders choosing to tender their Shares, while also providing the opportunity to realize any potential upside for those stockholders who, like us, believe that the Company could have favorable long term potential under the stewardship of a new board of directors. The Offer is conditioned on, among other things, the Icahn Slate being elected to the Company's board of directors in its entirety in the Icahn Proxy Contest or otherwise being appointed as the entire board of directors of the Company. If the Icahn Slate is so elected or appointed, we expect the new board, in a manner consistent with its fiduciary duties, (i) to cause the Wisconsin law conditions to the Offer that are specified in this Offer to Purchase to be satisfied so that payment can be made promptly to tendering stockholders, in accordance with the terms of the Offer

and (ii) to spin-off the Company's JLG business to the stockholders. See Section 11 PURPOSE OF THE OFFER;  
PLANS FOR THE COMPANY .

## **HOW MUCH ARE YOU OFFERING TO PAY, WHAT IS THE FORM OF PAYMENT?**

We are offering to pay \$32.50 per share, without interest, net to you, in cash, but subject to any withholding of taxes, for each Share tendered and accepted for payment in the Offer. See the Introduction.

## **IS THERE AN AGREEMENT GOVERNING THE OFFER?**

No, there is no agreement governing the Offer.

## **WHAT IS THE MARKET VALUE OF MY SHARES AS OF A RECENT DATE?**

On October 10, 2012, the last full trading day before the Offeror publicly announced its intention to commence the Offer, the closing price of Oshkosh's Common Stock reported on the New York Stock