

OSHKOSH CORP  
Form 8-K  
February 05, 2016

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

### 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 2, 2016**

## 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07.Submission of Matters to a Vote of Security Holders.

Oshkosh Corporation (the Company) held its 2016 Annual Meeting of Shareholders (the Annual Meeting) on February 2, 2016. On February 2, 2016, the independent inspector of elections for the Annual Meeting delivered its final tabulation of voting results for each of the matters submitted to a vote at the Annual Meeting, certifying the voting results set forth below.

The Company's shareholders elected the following directors for terms expiring at the Company's 2017 Annual Meeting of Shareholders by the votes indicated:

| Nominee             | Shares Voted For | Shares Withheld | Broker Non-Votes |
|---------------------|------------------|-----------------|------------------|
| Keith J. Allman     | 62,526,877       | 631,709         | 4,998,283        |
| Richard M. Donnelly | 62,304,953       | 853,633         | 4,998,283        |
| Peter B. Hamilton   | 62,526,460       | 632,126         | 4,998,283        |
| Wilson R. Jones     | 62,524,153       | 634,433         | 4,998,283        |
| Leslie F. Kenne     | 62,771,120       | 387,466         | 4,998,283        |
| Steven C. Mizell    | 62,525,147       | 633,439         | 4,998,283        |
| Stephen D. Newlin   | 56,857,553       | 6,301,033       | 4,998,283        |
| Craig P. Omtvedt    | 62,528,698       | 629,888         | 4,998,283        |
| Duncan J. Palmer    | 62,526,597       | 631,989         | 4,998,283        |
| John S. Shiely      | 62,524,162       | 634,424         | 4,998,283        |
| Richard G. Sim      | 62,313,680       | 844,906         | 4,998,283        |
| William S. Wallace  | 62,524,669       | 633,917         | 4,998,283        |

The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditors for the fiscal year ending September 30, 2016 by the votes indicated:

| Shares Voted For | Shares Voted Against | Abstentions |
|------------------|----------------------|-------------|
| 67,712,860       | 322,008              | 122,001     |

The Company's 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 |
|------------------|----------------------|-------------|------------------|
| 62,111,543       | 767,972              | 279,071     | 4,998,283        |

The Company's shareholders did not approve a shareholder proposal requesting the Company's Board of Directors to adopt a proxy access bylaw by the votes indicated:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
|------------------|----------------------|-------------|------------------|

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24,990,646

37,945,392

222,548

4,998,283

SIGNATURES

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

OSHKOSH CORPORATION

Date: February 5, 2016

By:

/s/ Ignacio A. Cortina  
Ignacio A. Cortina  
Senior Vice President, General Counsel and Secretary