

OSHKOSH CORP
Form 15-12B
January 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number **1-31371**

Oshkosh Corporation

(Exact name of registrant as specified in its charter)

**P.O. Box 2566, Oshkosh, Wisconsin 54903
(920) 235-9151**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Preferred Stock Purchase Rights (1)

(Title of each class of securities covered by this Form)

Common Stock, par value \$0.01 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input checked="" type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934 Oshkosh Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **January 22, 2013**

By: /s/ Bryan J. Blankfield
Name: Bryan J. Blankfield
Title: Executive Vice President, General Counsel and
Secretary

(1) The Preferred Stock Purchase Rights (the Rights) expired on January 7, 2013 pursuant to the terms of the Rights Agreement, dated as of October 25, 2012, as amended January 4, 2013, between Oshkosh Corporation and Computershare Trust Company, N.A., Rights Agent. Oshkosh Corporation initially filed a Form 8-A to register the Rights on October 26, 2012, which was amended on January 7, 2013.

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.
