

OSHKOSH CORP
Form DEFA14A
January 20, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

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)

(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 Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:
 - 2) 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):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) 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.
- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:

On or about January 20, 2009, Oshkosh Corporation (the Company) commenced mailing a letter (the Letter) to certain shareholders whose proxy for the Company s annual meeting of shareholders to be held February 3, 2009 (the Annual Meeting) the Company had not received requesting that such shareholders vote by telephone, via the Internet or by returning a proxy card. The Letter contains statements that may be deemed proxy soliciting materials for purposes of Regulation 14A under the Securities Exchange Act of 1934 in connection with the Annual Meeting. The contents of the Letter are set forth in their entirety below.

January 20, 2009

Dear Oshkosh Shareholder:

According to our latest records, we have not yet received your proxy for the Annual Meeting of Shareholders of Oshkosh Corporation, to be held on February 3, 2009. **Your Board of Directors recommends that shareholders vote FOR Proposals 1, 2 and 3, and AGAINST Proposal 4.**

Please help your company avoid the expense of further solicitation by voting **TODAY** by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card or voting instruction form in the envelope provided.

If you have already voted your shares by telephone, via the Internet or by returning a proxy, then we thank you for taking the time to submit your vote and you may disregard this letter.

Thank you for your cooperation.

Very truly yours,

/s/ Robert G. Bohn

Robert G. Bohn
Chairman and Chief Executive Officer

IMPORTANT - TIME IS SHORT!

**You can vote your shares by telephone or via the Internet.
Please follow the easy instructions on the enclosed proxy card or voting instruction form.**

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-888-750-5834.**
