

OSHKOSH CORP
Form 8-K
February 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report
(Date of earliest
event reported): **February 6, 2017**

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 6, 2017, Thomas J. Polnaszek, Senior Vice President, Controller and Chief Accounting Officer of Oshkosh Corporation (the Company), notified the Company that he intends to retire from the Company effective upon completion of a transition period.

At the annual meeting of the shareholders of the Company held on February 7, 2017 (the Annual Meeting), the shareholders of the Company approved the Oshkosh Corporation 2017 Incentive Stock and Awards Plan (the Plan). The Plan provides that up to a total of 6,800,000 shares of the Company s common stock may be issued thereunder. The Plan authorizes the grant to the Company s officers, directors, eligible employees and consultants of stock options, stock appreciation rights, performance shares, performance units, shares of common stock, restricted stock, restricted stock units and annual or long-term incentive awards.

The Company cannot currently determine the benefits, if any, to be paid under the Plan in the future to the officers of the Company, including the Company s named executive officers.

The Plan is described in detail in the Company s proxy statement filed with the Securities and Exchange Commission on December 20, 2016, and the full text of the Plan appears as Attachment B to that definitive proxy statement. The description of the Plan set forth above does not purport to be complete and is qualified in its entirety by reference to such materials.

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

On February 7, 2017, 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 2018 Annual Meeting of Shareholders by the votes indicated:

| Nominee | Shares Voted For | Shares Withheld | Broker Non-Votes |
|--------------------------|------------------|-----------------|------------------|
| Keith J. Allman | 62,292,425 | 47,692 | 5,244,435 |
| Peter B. Hamilton | 62,288,483 | 51,634 | 5,244,435 |
| Wilson R. Jones | 62,287,128 | 52,989 | 5,244,435 |
| Leslie F. Kenne | 62,287,626 | 52,491 | 5,244,435 |
| Kimberley Metcalf-Kupres | 62,293,029 | 47,088 | 5,244,435 |
| Steven C. Mizell | 62,290,834 | 49,283 | 5,244,435 |
| Stephen D. Newlin | 59,541,820 | 2,798,297 | 5,244,435 |
| Craig P. Omtvedt | 62,287,293 | 52,824 | 5,244,435 |
| Duncan J. Palmer | 62,294,671 | 45,446 | 5,244,435 |
| John S. Shiely | 62,288,329 | 51,788 | 5,244,435 |

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| | | | |
|--------------------|------------|--------|-----------|
| William S. Wallace | 62,288,037 | 52,080 | 5,244,435 |
|--------------------|------------|--------|-----------|

The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditors for the fiscal year ending September 30, 2017 by the votes indicated:

| Shares Voted For | Shares Voted Against | Abstentions |
|------------------|----------------------|-------------|
| 66,895,688 | 664,052 | 24,812 |

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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 |
|-------------------------|-----------------------------|--------------------|-------------------------|
| 60,196,729 | 2,053,135 | 90,253 | 5,244,435 |

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 on an annual basis by the votes indicated:

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 56,895,668 | 124,250 | 5,256,159 | 64,040 | 5,244,435 |

The Company's shareholders voted to approve the Plan by the votes indicated:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|-------------------------|-----------------------------|--------------------|-------------------------|
| 58,380,355 | 3,885,727 | 74,035 | 5,244,435 |

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 10, 2017

By: /s/ Ignacio A. Cortina
Ignacio A. Cortina
Executive Vice President, General Counsel and
Secretary