

OSHKOSH CORP
Form 8-K
November 23, 2018

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): **November 19, 2018**

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, including area code)

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:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(A) of the Exchange Act. ☐

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

On November 19, 2018, directors Peter B. Hamilton and William S. Wallace notified Oshkosh Corporation (the "Company") of their intention to retire from the Board of Directors of the Company effective as of the close of the Company's 2019 annual meeting of shareholders in accordance with the Company's Corporate Governance Guidelines relative to director retirement age.

On November 19, 2018, director Steven C. Mizell notified the Company of his decision to not stand for reelection to the Board at the Company's 2019 annual meeting of shareholders due to demands of a new position and scheduling conflicts that would make it difficult to attend the Company's Board meetings.

After being so notified by Messrs. Hamilton, Wallace and Mizell, the Board acted to approve a reduction in the size of the Board from thirteen directors to ten directors effective as of the date of the Company's 2019 annual meeting of shareholders. As a result of the Board's action, the departures of Messrs. Hamilton, Wallace and Mizell will not result in any vacancy on the Board.

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: November 23, 2018

By:

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