

OSHKOSH CORP
Form 8-K/A
September 17, 2015

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

FORM 8-K/A

AMENDMENT NO. 1 TO CURRENT REPORT

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

Date of Report

(Date of earliest

event reported): July 13, 2015

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)

Edgar Filing: OSHKOSH CORP - Form 8-K/A

(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))

Edgar Filing: OSHKOSH CORP - Form 8-K/A

The undersigned registrant hereby amends Item 5.02 of the registrant's Current Report on Form 8-K, dated July 13, 2015, to read in its entirety as set forth below.

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

(d) On July 13, 2015, the Board of Directors of Oshkosh Corporation (the "Company") increased the size of the Board from 11 to 12 members and elected Steven C. Mizell as a director to fill the vacancy resulting from that increase. The initial term as director for Mr. Mizell will expire at the Company's 2016 annual meeting of shareholders. The Board has determined that Mr. Mizell is independent under the listing standards of the New York Stock Exchange and the Company's criteria for determining director independence. As of the time of the election of Mr. Mizell, the Board included 11 independent directors. On September 15, 2015, the Board appointed Mr. Mizell to the Board's Human Resources Committee, which is the only committee of the Board to which he has been appointed to date.

On July 13, 2015, in connection with his election to the Board, the Company awarded Mr. Mizell 1,825 shares of the Company's common stock, which represents a prorated amount of the value of the Company's latest annual stock award to non-employee directors. The stock award was made under the Oshkosh Corporation 2009 Incentive Stock and Awards Plan, as amended and restated. In addition, Mr. Mizell became entitled to receive the annual retainer paid to non-employee directors of the Company.

Mr. Mizell currently serves as Executive Vice President and Chief Human Resources Officer of Monsanto Company, a leading global agriculture, chemicals and technology company, a position he has held since August 2007. From April 2004 to August 2007, Mr. Mizell served as Senior Vice President, Human Resources of Monsanto. Prior to joining Monsanto, Mr. Mizell served as Senior Vice President and Chief Corporate Resources Officer of Advance PCS from August 2001 to March 2004, as Senior Vice President, Chief Human Resources and Real Estate Officer of Zilog, Inc. from 1998 to 2001 and as Vice President of Human Resources and Operations, CBS from 1995 to 1998.

There are no arrangements between Mr. Mizell and any other person pursuant to which Mr. Mizell was elected to serve as a director, nor are there any transactions in which the Company is a participant in which Mr. Mizell has a material interest requiring disclosure pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

OSHKOSH CORPORATION

Date: September 17, 2015

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

-2-
