

As filed with the Securities and Exchange Commission on July 31, 2024

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

OSHKOSH CORPORATION

(Exact name of Registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of incorporation or organization)

39-0520270

(I.R.S. Employer Identification Number)

1917 Four Wheel Drive

Oshkosh, Wisconsin

(Address of principal executive offices)

54902

(Zip Code)

OSHKOSH CORPORATION 2024 INCENTIVE STOCK AND AWARDS PLAN

(Full title of the plan)

Ignacio A. Cortina

Executive Vice President, Chief Legal Officer

and Secretary

Oshkosh Corporation

1917 Four Wheel Drive

Oshkosh, Wisconsin 54902

(920) 502-3400

(Name, address and telephone number of agent for service)

Copy to:

Patrick G. Quick

John K. Wilson

Foley & Lardner LLP

777 East Wisconsin Avenue

Milwaukee, Wisconsin 53202

(414) 271-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents constituting Part I of this Registration Statement will be sent or given to participants in the Oshkosh Corporation 2024 Incentive Stock and Awards Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, filed by Oshkosh Corporation (the “Company” or the “Registrant”) with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference and deemed to be a part hereof:

(a) The Company’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2023](#);

(b) The Company’s [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024](#) and the Company’s [Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024](#);

(c) The Company’s Current Reports on Form 8-K dated [March 25, 2024](#), [April 3, 2024](#), [April 16, 2024](#) (as amended by the Amendment No. 1 to the Form 8-K filed with the Commission [April 17, 2024](#)), [May 7, 2024](#), [June 3, 2024](#), and [July 24, 2024](#); and

(d) The description of the Company’s common stock contained in the Company’s [Registration Statement on Form 8-A, dated June 21, 2002](#), as updated by the Description of the Registrant’s Securities filed as [Exhibit 4.7](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, and any amendment or report updating that description.

All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Article VII of the Company's By-Laws requires that it must, to the fullest extent permitted or required by the Wisconsin Business Corporation Law ("WBCL"), including any amendments to the WBCL (but only to the extent an amendment permits or requires us to provide broader indemnification rights than prior to the amendment), indemnify the Company's directors and officers against any and all liabilities, and pay or reimburse any and all properly documented reasonable expenses, incurred in any proceedings to which any director or officer is a party because he or she is or was a director or officer. The Company must also indemnify an employee who is not a director or officer, to the extent that the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she is or was an employee. The Company may, but is not required to, supplement the rights to indemnification against liabilities and allowance of expenses under this paragraph by the purchase of insurance on behalf of any one or more of the directors, officers or employees, whether or not it would be required or permitted to indemnify or allow expenses to a director, officer or employee.

The indemnification provided by the WBCL and the Company's By-Laws is not exclusive of any other rights to which a director or officer may be entitled. The general effect of the indemnification provisions may be to reduce the circumstances in which an officer or director may be required to bear the economic burden of the liabilities and expense.

The Company maintains a liability insurance policy for its directors and officers as permitted by Wisconsin law that may extend to, among other things, liability arising under the Securities Act of 1933.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits filed herewith or incorporated herein by reference are set forth in the following Exhibit Index.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document Description</u>
4.1	Oshkosh Corporation 2024 Incentive Stock and Awards Plan (incorporated by reference to Exhibit A to the Company's definitive proxy statement filed with the Securities and Exchange Commission on Schedule 14A on March 28, 2024 (File No. 1-31371)).
4.2	Articles of Incorporation of Oshkosh Corporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated June 30, 2014 (File No. 1-31371)).
4.3	By-Laws of Oshkosh Corporation, as amended July 24, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated July 23, 2024 (File No. 1-31371)).
4.4	Third Amended and Restated Credit Agreement, dated March 23, 2022, among Oshkosh Corporation, various subsidiaries of Oshkosh Corporation party thereto as borrowers and various lenders and agents party thereto (incorporated by reference to Exhibit 4.1 the Company's Current Report on Form 8-K dated March 24, 2022 (File No. 1-31371)).
4.5	Second Amendment to Third Amended and Restated Credit Agreement and Revolving Credit Facility Increase Agreement, dated as of April 3, 2024, among Oshkosh Corporation, the various lenders party thereto, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated April 3, 2024 (File No. 1-31371)).
4.6	Indenture, dated as of May 17, 2018, between Oshkosh Corporation and Computershare Trust Company, National Association, as trustee (as successor to Wells Fargo Bank, National Association) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 21, 2018 (File No. 1-31371)).
4.7	Supplemental Indenture, dated May 17, 2018, between Oshkosh Corporation and Computershare Trust Company, National Association, as trustee (as successor to Wells Fargo Bank, National Association) (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, dated May 21, 2018 (File No. 1-31371)).
4.8	Second Supplemental Indenture, dated as of February 26, 2020, between Oshkosh Corporation and Computershare Trust Company, National Association, as trustee (as successor to Wells Fargo Bank, National Association) (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated February 26, 2020 (File No. 1-31371)).
5	Opinion of Foley & Lardner LLP (including consent of counsel).
23.1	Consent of Foley & Lardner LLP (included in Exhibit 5).
23.2	Consent of Deloitte & Touche LLP.
24	Power of Attorney (included on signature page).
107	Filing Fee Table.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, in a primary offering of securities of the Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the Registrant relating to the offering required to be filed pursuant to Rule 424 under the Securities Act of 1933;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the Registrant or used or referred to by the Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the Registrant or its securities provided by or on behalf of the Registrant; and

(iv) Any other communication that is an offer in the offering made by the Registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oshkosh, State of Wisconsin, on July 31, 2024.

OSHKOSH CORPORATION

By: /s/ John C. Pfeifer
John C. Pfeifer
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 31, 2024. Each person whose signature appears below constitutes and appoints John C. Pfeifer, Michael E. Pack and Ignacio A. Cortina, and each of them individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) or supplements to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent, or any substitute, may lawfully do or cause to be done by virtue hereof.

SIGNATURE	TITLE
<u>/s/ John C. Pfeifer</u> John C. Pfeifer	President and Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Michael E. Pack</u> Michael E. Pack	Executive Vice President, Chief Financial Officer and President, Vocational Segment (Principal Financial Officer)
<u>/s/ James C. Freeders</u> James C. Freeders	Senior Vice President, Finance and Controller (Principal Accounting Officer)
<u>/s/ Keith J. Allman</u> Keith J. Allman	Director
<u>/s/ William J. Burns</u> William J. Burns	Director
<u>/s/ Annette K. Clayton</u> Annette K. Clayton	Director
<u>/s/ Douglas L. Davis</u> Douglas L. Davis	Director
<u>/s/ Tyrone M. Jordan</u> Tyrone M. Jordan	Director
<u>/s/ Kimberley Metcalf-Kupres</u> Kimberley Metcalf-Kupres	Director
<u>/s/ Stephen D. Newlin</u> Stephen D. Newlin	Director, Chairman of Board
<u>/s/ Duncan J. Palmer</u> Duncan J. Palmer	Director
<u>/s/ David G. Perkins</u> David G. Perkins	Director
<u>/s/ Sandra E. Rowland</u> Sandra E. Rowland	Director



ATTORNEYS AT LAW
 777 EAST WISCONSIN AVENUE
 MILWAUKEE, WI 53202-5306
 414.271.2400 TEL
 414.297.4900 FAX
 foley.com

July 31, 2024

Oshkosh Corporation
 1917 Four Wheel Drive
 Oshkosh, WI 54902

Re: Oshkosh Corporation 2024 Incentive Stock and Awards Plan

Ladies and Gentlemen:

We have acted as counsel for Oshkosh Corporation, a Wisconsin corporation (the "Company"), in conjunction with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 2,600,000 shares (the "Registered Shares") of the Company's common stock, par value \$.01 per share ("Common Stock"), that may be issued pursuant to the Oshkosh Corporation 2024 Incentive Stock and Awards Plan (the "2024 Plan").

In connection with our representation, we have examined: (a) the 2024 Plan and related documents; (b) the Registration Statement, including the exhibits (including those incorporated by reference) constituting a part of the Registration Statement; (c) the Articles of Incorporation of the Company and the By-Laws of the Company, as amended to date; (d) the resolutions of the Company's Board of Directors relating to the 2024 Plan and the issuance of Common Stock thereunder; and (e) such other corporate proceedings, documents and records as we have deemed necessary or appropriate to enable us to render this opinion.

In our examination of the above-referenced documents, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based on the foregoing, we are of the opinion that the Registered Shares, if and when issued by the Company pursuant to the terms and conditions of the 2024 Plan and as contemplated by the Registration Statement, will be legally issued, fully paid and nonassessable. With respect to the foregoing opinion, at one time Section 180.0622(2)(b) of the Wisconsin Business Corporation Law imposed personal liability upon shareholders for debts owing to employees of the Company for services performed, but not exceeding six months' service in any one case. This statutory provision was repealed by 2005 Wisconsin Act 474, which provided that the repeal applies to debts incurred on or after June 14, 2006.

AUSTIN	DETROIT	MEXICO CITY	SACRAMENTO	TALLAHASSEE
BOSTON	HOUSTON	MIAMI	SALT LAKE CITY	TAMPA
CHICAGO	JACKSONVILLE	MILWAUKEE	SAN DIEGO	WASHINGTON, D.C.
DALLAS	LOS ANGELES	NEW YORK	SAN FRANCISCO	BRUSSELS
DENVER	MADISON	ORLANDO	SILICON VALLEY	TOKYO



Oshkosh Corporation
July 31, 2024
Page 2

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP



Deloitte & Touche LLP
555 East Wells Street
Suite 1400
Milwaukee, WI 53202-3824
USA

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 29, 2024, relating to the financial statements of Oshkosh Corporation and the effectiveness of Oshkosh Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Oshkosh Corporation for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP
Milwaukee, Wisconsin
July 31, 2024

Calculation of Filing Fee Tables

S-8

OSHKOSH CORP

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$.01 per share	457(a)	2,600,000	\$ 111.16	\$ 289,016,000.00	0.0001476	\$ 42,658.76
Total Offering Amounts:					\$ 289,016,000.00		\$ 42,658.76
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 42,658.76

Offering Note

1

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of Oshkosh Corporation (the Registrant) that become issuable under the Oshkosh Corporation 2024 Incentive Stock and Awards Plan (the Plan) in accordance with the adjustment and anti-dilution provisions of the Plan.

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee based on a per share price of \$111.16, the average of the high and low price per share of the Registrants common stock as reported on the New York Stock Exchange on July 25, 2024.
