

RED HAT INC  
Form 10-K/A  
September 03, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended February 28, 2015

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-33162

**RED HAT, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

06-1364380

(I.R.S. Employer Identification No.)

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100 East Davie Street, Raleigh, North Carolina 27601

(Address of principal executive offices, including zip code)

(919) 754-3700

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which registered
Common Stock, \$0.0001 par value	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the common equity held by non-affiliates of the registrant as of August 29, 2014 was approximately \$9.5 billion based on the closing price of \$60.92 of our common stock as reported by the New York Stock Exchange on August 29, 2014. For purposes of the immediately preceding sentence, the term affiliate consists of each director, executive officer and greater than 10% stockholder of the registrant. There were 183,318,650 shares of common stock outstanding as of April 21, 2015.

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**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Red Hat, Inc.'s Definitive Proxy Statement to be filed with the Securities and Exchange Commission and delivered to stockholders in connection with its annual meeting of stockholders to be held on August 6, 2015 are incorporated by reference into Part III of this Form 10-K. With the exception of the portions of the Proxy Statement expressly incorporated into this Annual Report on Form 10-K by reference, such document shall not be deemed filed as part of this Annual Report on Form 10-K.

**EXPLANATORY NOTE**

Red Hat, Inc. ( Red Hat ) is filing this Amendment No. 1 on Form 10-K/A (this Amendment ) to correct a cross reference in the List of Exhibits included in Part IV, Item 15(a)(3) (the List of Exhibits ) of its Annual Report on Form 10-K for the fiscal year ended February 28, 2015, as filed with the Securities and Exchange Commission (the SEC ) on April 28, 2015 (the Original 10-K ).

Specifically, this Amendment is being filed to revise the Description of Exhibits for Exhibit 10.2 in the List of Exhibits to incorporate by reference Exhibit 10.1 to Red Hat s Quarterly Report on Form 10-Q filed with the SEC on January 9, 2006 (File no. 000-26281) instead of Exhibit 10.9 to Red Hat s Annual Report on Form 10-K filed with the SEC on April 29, 2011 (File no. 001-33162). Accordingly, the List of Exhibits has been amended and restated to reflect such revision to the Description of Exhibits for Exhibit 10.2 and also to include new certifications by our principal executive officer and principal financial officer as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, and filed as exhibits to this Amendment.

Except as described above, Red Hat has not modified or updated any disclosures contained in the Original 10-K. Accordingly, this Amendment does not reflect events occurring after the date of filing of the Original 10-K and therefore continues to speak only as of the date of the Original 10-K.

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) 3. List of Exhibits:

Exhibit No.	Description of Exhibits
3.1+	Fourth Amended and Restated Certificate of Incorporation of Red Hat, Inc. (incorporated by reference to Exhibit 3.3 to the registrant's Current Report on Form 8-K filed with the SEC on August 13, 2013 (File no. 001-33162))
3.2+	Amended and Restated By-Laws of Red Hat, Inc. (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the SEC on August 13, 2013 (File no. 001-33162))
4.1+	Specimen certificate representing the common stock of the registrant (incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-1/A filed with the SEC on July 19, 1999 (File no. 333-80051))
4.2+	See Exhibits 3.1 and 3.2 for provisions of the Certificate of Incorporation and By-Laws of the registrant defining the rights of holders of common stock of the registrant
4.3+	First Amended and Restated Investor Rights Agreement by and among the registrant and the Investors and Founders listed therein, dated as of February 25, 1999, as amended (incorporated by reference to Exhibit 10.7 to the registrant's Registration Statement on Form S-1 filed with the SEC on June 4, 1999 (File no. 333-80051))
4.4+	Indenture (including form of Note) with respect to Red Hat's 0.25% Convertible Senior Notes due 2019, dated as of October 7, 2014, between Red Hat, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed with the SEC on October 7, 2014 (File no. 001-33162))
10.1+	GNU General Public License (incorporated by reference to Exhibit 10.13 to the registrant's Registration Statement on Form S-1 filed with the SEC on June 4, 1999 (File no. 333-80051))
10.2+-	Limited Liability Company Agreement of Open Inventions Network LLC dated November 8, 2005 (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on January 9, 2006 (File no. 000-26281))
10.3+*	Red Hat, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated (incorporated by reference to Exhibit 10.5 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.4+*	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.10 to the registrant's Annual Report on Form 10-K filed with the SEC on April 25, 2012 (File no. 001-33162))
10.5+*	Letter Agreement dated May 10, 2012, between Red Hat, Inc. and Arun Oberoi (incorporated by reference to Exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on July 6, 2012 (File no. 001-33162))
10.6+*	Senior Management Change in Control Severance Policy (incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K filed with the SEC on April 25, 2012 (File no. 001-33162))
10.7+*	Executive Variable Compensation Plan (incorporated by reference to Exhibit 10.15 to the registrant's Annual Report on Form 10-K filed with the SEC on April 25, 2013 (File no. 001-33162))
10.8+*	Executive Employment Agreement, dated December 19, 2007, between Red Hat, Inc. and James M. Whitehurst (incorporated by reference to Exhibit 10.18 to the registrant's Annual Report on Form 10-K filed with the SEC on April 25, 2013 (File no. 001-33162))

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Exhibit No.	Description of Exhibits
10.9+*	Form of Director Deferred Stock Unit Agreement (Vested) pursuant to the Red Hat, Inc. 2004 Long-Term Incentive Plan, as Amended (incorporated by reference to Exhibit 10.12 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.10+*	Form of Director Deferred Stock Unit Agreement (With Vesting) pursuant to the Red Hat, Inc. 2004 Long-Term Incentive Plan, as Amended (incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.11+*	Form of Director Restricted Stock Agreement pursuant to the Red Hat, Inc. 2004 Long-Term Incentive Plan, as Amended (incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.12+*	Senior Management Severance Plan (incorporated by reference to Exhibit 10.15 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.13+*	Form of Executive Agreement by and between Red Hat, Inc. and each Plan Participant (incorporated by reference to Exhibit 10.16 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.14+*	Letter Agreement dated December 23, 2008 between Red Hat, Inc. and James M. Whitehurst amending the Executive Employment Agreement between the parties dated December 19, 2007 (incorporated by reference to Exhibit 10.17 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.15+*	Employee Inventions Assignment and Restrictive Obligations Agreement dated January 1, 2008 between Red Hat, Inc. and James M. Whitehurst (incorporated by reference to Exhibit 10.18 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.16 *	Clawback Policy of Red Hat, Inc. adopted May 13, 2009
10.17 *	2006 Performance Compensation Plan as Amended and Restated Effective June 19, 2008
10.18+*	Red Hat, Inc. Stock Ownership Policy for Directors and Senior Executives, amended and restated as of March 21, 2011 (incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the SEC on March 25, 2011 (File no. 001-33162))
10.19+*	Form of Performance Restricted Stock Agreement adopted May 19, 2010 (incorporated by reference to Exhibit 99.4 to the registrant's Current Report on Form 8-K filed with the SEC on May 25, 2010 (File no. 001-33162))
10.20+*	Form of Restricted Stock Unit Agreement (Non-Executive Participants) pursuant to the Red Hat, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated, adopted August 11, 2010 (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on October 8, 2010 (File no. 001-33162))
10.21+*	Executive Base Salaries and Target Award Amounts under Red Hat, Inc.'s Executive Variable Compensation Plan for the Fiscal Year Ending February 28, 2013 (incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the SEC on May 30, 2012 (File no. 001-33162))
10.22+*	Executive Base Salaries and Target Award Amounts under Red Hat, Inc.'s Executive Variable Compensation Plan for the Fiscal Year Ending February 28, 2014 (incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the SEC on May 29, 2013 (File no. 001-33162))

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<b>Exhibit No.</b>	<b>Description of Exhibits</b>
10.23+*	Executive Base Salaries and Target Award Amounts under Red Hat, Inc.'s Executive Variable Compensation Plan for the Fiscal Year Ending February 28, 2015 (incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the SEC on May 27, 2014 (File no. 001-33162))
10.24+*	Form of Performance Share Unit Agreement (Operating Performance Form) adopted May 25, 2011 (incorporated by reference to Exhibit 99.2 to the registrant's Current Report on Form 8-K filed with the SEC on May 27, 2011 (File no. 001-33162)).
10.25+*	Form of Performance Share Unit Agreement (Stock Price Performance Form) adopted May 25, 2011 (incorporated by reference to Exhibit 99.3 to the registrant's Current Report on Form 8-K filed with the SEC on May 27, 2011 (File no. 001-33162)).
10.26+*	Peer Group for PSUs to be Granted in FY 2013 (incorporated by reference to Exhibit 99.2 to the registrant's Current Report on Form 8-K filed with the SEC on May 30, 2012 (File no. 001-33162))
10.27+*	Peer Group for PSUs Granted in FY 2014 (incorporated by reference to Exhibit 99.4 to the registrant's Current Report on Form 8-K filed with the SEC on May 29, 2013 (File no. 001-33162))
10.28+*	Peer Group for PSUs Granted in FY 2015 (incorporated by reference to Exhibit 99.2 to the registrant's Current Report on Form 8-K filed with the SEC on May 27, 2014 (File no. 001-33162))
10.29+*	Red Hat, Inc. 2011 Performance Compensation Plan (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on August 16, 2011 (File no. 001-33162))
10.30+	Sublease Agreement, dated as of December 27, 2011, by and between Carolina Power & Light Company, a North Carolina corporation, d/b/a Progress Energy Carolinas, Inc. and Red Hat, Inc. (incorporated by reference to Exhibit 10.44 to the registrant's Annual Report on Form 10-K filed with the SEC on April 25, 2012 (File no. 001-33162))
10.31+*	Red Hat, Inc. 2010 Non-Employee Director Compensation Plan, as amended and restated effective January 1, 2013 (incorporated by reference to Exhibit 10.34 to the registrant's Annual Report on Form 10-K filed with the SEC on April 24, 2014 (File no. 001-33162))
10.32+*	Red Hat, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated Effective August 9, 2012 (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on October 5, 2012 (File no. 001-33162))
10.33+*	Form of Operating Performance Share Unit Agreement adopted May 22, 2013 (incorporated by reference to Exhibit 99.2 to the registrant's Current Report on Form 8-K filed with the SEC on May 29, 2013 (File no. 001-33162))
10.34+*	Form of Total Stockholder Return Performance Share Unit Agreement adopted May 22, 2013 (incorporated by reference to Exhibit 99.3 to the registrant's Current Report on Form 8-K filed with the SEC on May 29, 2013 (File no. 001-33162))
10.35+*	Form of 162(m) Restricted Stock Agreement adopted May 22, 2013 (incorporated by reference to Exhibit 99.5 to the registrant's Current Report on Form 8-K filed with the SEC on May 29, 2013 (File no. 001-33162))
10.36+*	Cash Retention Agreement, dated October 16, 2013, between Red Hat, Inc. and Brian Stevens (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on January 9, 2014 (File no. 001-33162))

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Exhibit No.	Description of Exhibits
10.37+	Agreement and Plan of Merger, dated December 19, 2012, by and among Red Hat, Inc., a Delaware corporation, ManageIQ, Inc., a Delaware corporation, Salta Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Red Hat, Inc., and Shareholder Representative Services LLC, the representative of the holders of ManageIQ equity interests (incorporated by reference to Exhibit 10.47 to the registrant's Annual Report on Form 10-K filed with the SEC on April 25, 2013 (File no. 001-33162))
10.38+*	TSR Hurdle Performance Share Units Granted to Certain Named Executive Officers on August 6, 2014 (incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the SEC on August 12, 2014 (File no. 001-33162))
10.39+*	Form of Performance Share Unit Agreement (TSR Hurdle Form) pursuant to the Red Hat, Inc. 2004 Long-Term Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q filed with the SEC on September 29, 2014 (File no. 001-33162))
10.40+	Form of Call Option Confirmation between Red Hat, Inc. and each Option Counterparty (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on October 7, 2014 (File no. 001-33162))
10.41+	Form of Warrant Confirmation between Red Hat, Inc. and each Option Counterparty (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed with the SEC on October 7, 2014 (File no. 001-33162))
10.42+	Master Confirmation between Goldman, Sachs & Co. and Red Hat, Inc., dated October 2, 2014 (incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed with the SEC on October 7, 2014 (File no. 001-33162))
10.43+	Supplemental Confirmation between Goldman, Sachs & Co. and Red Hat, Inc., dated October 2, 2014 (incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K filed with the SEC on October 7, 2014 (File no. 001-33162))
10.44 *	Policy on Gross-up Payments for Excise Taxes Payable under Section 4999
21.1	Subsidiaries of Red Hat, Inc.
23.1	Consent of PricewaterhouseCoopers LLP
31.1	Certification of the registrant's Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15(d)-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the registrant's Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15(d)-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.3	Certification of the registrant's Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15(d)-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.4	Certification of the registrant's Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15(d)-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the registrant's principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema



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<b>Exhibit No.</b>	<b>Description of Exhibits</b>
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

\* Indicates a management contract or compensatory plan, contract or arrangement.

+ Previously filed.

Previously filed or furnished with the Original 10-K.

- Indicates confidential treatment as to certain portions of this exhibit have been requested or granted. Omitted portions have been filed separately with the SEC.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RED HAT, INC.

By: /s/ JAMES M. WHITEHURST  
**James M. Whitehurst**

**President and Chief Executive Officer**

Date: September 3, 2015

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
31.3	Certification of the registrant's Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15(d)-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.4	Certification of the registrant's Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15(d)-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002