

RED HAT INC  
Form 8-K/A  
March 27, 2009

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

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**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 3, 2008**

**Red Hat, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

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**001-33162**  
(Commission File Number)

**06-1364380**  
(IRS Employer Identification No.)

**1801 Varsity Drive, Raleigh, North Carolina**  
(Address of Principal Executive Offices)

**27606**  
(Zip Code)

**(919) 754-3700**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

- .. 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))

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

As previously reported in a Current Report on Form 8-K filed November 7, 2008, the Board of Directors (the Board ) of Red Hat, Inc. (the Company ) elected Micheline Chau and Jeff Clarke to serve as members of the Board effective November 3, 2008. At that time, the Company announced that neither Ms. Chau nor Mr. Clarke had been appointed to any Board committees. This Amendment No. 1 to Form 8-K is being filed to announce that on March 24, 2009, the Board appointed Ms. Chau to the Board's Compensation and Nominating and Corporate Governance Committees and Mr. Clarke to the Board's Audit and Compensation Committees. The Board has determined that neither Ms. Chau nor Mr. Clarke has any material relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of them is an independent director under the rules of the New York Stock Exchange.

**SIGNATURE**

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.

Date: March 27, 2009

RED HAT, INC.

By: /s/ Michael R. Cunningham  
Name: Michael R. Cunningham  
Title: General Counsel