

RED HAT INC  
Form 8-K  
December 21, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): December 20, 2016**

**Red Hat, Inc.**

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

**Delaware**

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

**001-33162**  
**(Commission)**

**06-1364380**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**100 East Davie Street, Raleigh, North Carolina**  
**(Address of Principal Executive Offices)**

**27601**  
**(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**

(b) Red Hat, Inc. ( Red Hat or the Company ) today announced that Frank Calderoni, 59, has informed the Company of his intention to resign as Executive Vice President, Operations and Chief Financial Officer of the Company, effective January 20, 2017. Mr. Calderoni is leaving Red Hat to accept an opportunity to become the chief executive officer of another company.

The letter of resignation sent by Mr. Calderoni to the Company is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

The Company intends to appoint Eric R. Shander, its Vice President, Finance and Accounting and principal accounting officer, 47, to serve as the Company's acting chief financial officer following Mr. Calderoni's departure, pending a decision on a permanent replacement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

See Exhibit Index attached hereto.

**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: December 21, 2016

RED HAT, INC.

By: /s/ R. Brandon Asbill

Name: R. Brandon Asbill

Title: Assistant Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 99.1                   | Letter of Resignation of Frank A. Calderoni, dated December 20, 2016 |