

RED HAT INC  
Form 8-K/A  
May 31, 2011

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

**WASHINGTON, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 22, 2011**

**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)

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

**(919) 754-3700**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

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

**06-1364380**  
(IRS Employer

Identification No.)

**27606**  
(Zip 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 (*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 on March 28, 2011, the Board of Directors (the Board) of Red Hat, Inc. (the Company) has elected Sohaib Abbasi and W. Steve Albrecht to serve on the Board, effective March 22, 2011. At that time, the Company announced that neither Mr. Abbasi nor Mr. Albrecht had been appointed to any Board committees. This Amendment No. 1 to Form 8-K is being filed to announce that on May 25, 2011, the Board appointed both Mr. Abbasi and Mr. Albrecht to the Board's Audit and Nominating and Corporate Governance Committees. The Board has determined that neither Mr. Abbasi nor Mr. Albrecht 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: May 31, 2011

RED HAT, INC.

By: /s/ Charles E. Peters, Jr.

Name: Charles E. Peters, Jr.

Title: Chief Financial Officer