

RED HAT INC  
Form 8-K  
August 17, 2010

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

Washington D.C. 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): August 12, 2010

**RED HAT, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of other jurisdiction

of incorporation)

**001-33162**  
(Commission

File Number)

**06-1364380**  
(IRS Employer

Identification No.)

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1801 Varsity Drive, Raleigh, North Carolina 27606

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code (919) 754-3700

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 (17CFR 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 5.07. Submission of Matters to a Vote of Security Holders**

(a) On August 12, 2010, Red Hat, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting).

(b) At the Annual Meeting, stockholders of the Company elected Jeffrey J. Clarke and H. Hugh Shelton as directors of the Company and ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2011.

(1) Class II members of the Board of Directors elected to serve a three-year term:

Nominee	For	Against	Abstain	Broker Non-Votes
Jeffrey J. Clarke	152,211,654	3,472,614	21,554	14,984,492
H. Hugh Shelton	155,151,729	533,698	20,395	14,984,492

(2) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2011:

For	Against	Abstain	Broker Non-Votes
168,943,774	1,687,115	59,425	

**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: August 17, 2010

**RED HAT, INC.**

By: /s/ R. Brandon Asbill  
Name: R. Brandon Asbill  
Title: Assistant Secretary