

RED HAT INC
Form 8-K
July 24, 2015

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): July 24, 2015

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

(e) Entry into Material Agreement with a Named Executive Officer

As previously disclosed, Charles E. Peters, Jr. will retire as an employee and Executive Vice President of Red Hat, Inc. (the Company) effective July 31, 2015.

Mr. Peters and the Company have entered into a letter agreement dated July 24, 2015 (the Agreement), pursuant to which Mr. Peters has agreed to provide at the Company's request consulting services that may include transition assistance for Frank Calderoni, the Company's new Executive Vice President, Operations and Chief Financial Officer, and service as a director or officer of certain of the Company's subsidiaries. The term of the Agreement will expire on July 31, 2018, unless the Agreement is terminated earlier by the Company for an unremedied breach of a material provision of the Agreement.

As compensation for these services, Mr. Peters will receive \$200,000 per year, payable in monthly installments, plus the reimbursement of any travel expenses he incurs in providing services under the Agreement. In addition, Mr. Peters outstanding equity awards will continue to vest in accordance with their respective original terms for the duration of the term of the Agreement.

The foregoing description of the terms of the Agreement does not purport to be complete and is qualified in its entirety by the provisions of the Agreement filed as Exhibit 99.1 to this Current Report on Form 8-K.

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: July 24, 2015

RED HAT, INC.

By: /s/ R. Brandon Asbill

Name: R. Brandon Asbill

Title: Assistant Secretary

EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|---|
| 99.1 | Letter Agreement between Red Hat, Inc. and Charles E. Peters, Jr. dated July 24, 2015 |