

RED HAT INC  
Form 8-K  
May 27, 2014

**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): May 21, 2014**

**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))

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

(e) On May 21, 2014, the Compensation Committee of the Board of Directors (the Committee ) of Red Hat, Inc. (the Company ):

approved the annual base salaries of the Company's principal executive officer, principal financial officer and other named executive officers (collectively, the Executive Officers ), to be effective as of March 1, 2014;

established the target award amounts for the Company's fiscal year ending February 28, 2015 ( FY2015 ) for the Executive Officers under the Company's Executive Variable Compensation Plan ( EVCP );

established the financial performance objectives that will be used to determine the cash award amounts for the Executive Officers for FY2015 under the EVCP;

approved the performance objectives for use with grants of performance share units ( PSUs ) to the Executive Officers in FY2015 with payouts based on the Company's revenue and operating income (the Operating PSUs );

approved the performance objective for use with grants of PSUs to the Executive Officers in FY2015 with payouts based on the total shareholder return ( TSR ) provided by the Company's common stock (the TSR PSUs );

approved the use of the peer group (the Peer Group ) to be used for measuring performance for PSUs to be awarded in FY2015; and

approved the performance objective for use with grants of Restricted Stock Awards ( RSAs ) to the Executive Officers in FY2015.

**Executive Base Salaries**

The annual base salaries for the Executive Officers are set forth on Exhibit 99.1 to this Current Report on Form 8-K (this Form 8-K ).

**FY2015 Target Award Amounts under the EVCP**

The target award amounts under the EVCP for FY2015 for the Executive Officers are set forth on Exhibit 99.1 to this Form 8-K. For a discussion of the EVCP, see the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC ) on May 16, 2007 (the May 2007 Form 8-K ).

**FY2015 Performance Objectives under the EVCP**

The financial performance objectives for FY2015 under the EVCP are (a) a specified dollar amount of total revenues, (b) a specified dollar amount of cash flow from operations plus excess tax benefits from share-based payment

arrangements and (c) a specified percentage of operating margin, excluding the impact of expense related to share-based payment arrangements and the amortization of intangible assets. The cash flow from operations and operating margin performance objectives are considered non-GAAP financial measures.

The revenue and operating margin performance objectives are based on a Euro/U.S. dollar exchange rate of 1.00 Euro:U.S.\$1.37 and a yen/ U.S. dollar exchange rate of 102 yen:U.S.\$1.00, and these objectives are subject to adjustment if actual exchange rates for these currencies differ from these assumed rates by 2% or more. Additionally, the following items shall be excluded in determining whether any financial performance objective has been satisfied for FY2015: the impact of acquisitions and divestitures approved by the Board of Directors, goodwill write-offs, restructuring charges, litigation and insurance settlement charges, the impact of discontinued operations and the cumulative effect of changes in tax laws or accounting procedures. The Committee has reserved the right to exercise negative discretion to limit or forego any of these exclusions and may adjust any financial performance objective for FY2015 in its discretion as permitted by Section VIII of the EVCP. For a discussion of the EVCP, see the May 2007 Form 8-K.

The Committee determined that 75% of a participant's target award amount will be based upon the financial performance objectives discussed above, and 25% of a participant's target award amount will be based on individual performance objectives or the achievement of individual goals, which may be objectively or subjectively determined (the Individual Objectives). Individual Objectives relate to strategy development, planning and/or implementation, corporate initiatives, retention of key employees, executive development and operational improvements. The Committee determined that each of the financial performance objectives discussed above will be weighted equally in calculating the financial component of the award, and, with respect to each financial metric and the Individual Objectives metric, payments range from 0 to 50% per metric. The target award amounts approved by the Committee for the Executive Officers are set forth on Exhibit 99.1 of this Form 8-K.

## **Operating PSUs**

The Committee approved the performance objectives to be used with, and authorized the grant to each Executive Officer of, an Operating PSU award. Each Operating PSU represents the right to receive in the future one share of the Company's common stock, or at the Company's election, the value of such share, according to a formula specified in, and subject to the terms and conditions of, the form of Operating PSU agreement (the "Operating PSU Agreement") filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed with the SEC on May 29, 2013 (the "May 2013 Form 8-K"). The summary of the terms of the Operating PSU Agreement in the May 2013 Form 8-K is incorporated by reference herein.

## **TSR PSUs**

The Committee approved the performance objective to be used with, and authorized the grant to each Executive Officer of, a TSR PSU award. Each TSR PSU represents the right to receive in the future one share of the Company's common stock, or at the Company's election, the value of such share, according to a formula specified in, and subject to the terms and conditions of, the form of TSR PSU agreement (the "TSR PSU Agreement") filed as Exhibit 99.3 to the May 2013 Form 8-K. The summary of the terms of the TSR PSU Agreement in the May 2013 Form 8-K is incorporated by reference herein.

## **Peer Group**

The Peer Group approved by the Committee to be used to measure performance in the award agreements for each of the Operating PSU and the TSR PSU awards in FY2015 is set forth on Exhibit 99.2 to this Form 8-K.

## **RSAs**

The Committee authorized the grant to each Executive Officer of a RSA award, subject to the terms and conditions of, the form of RSA Agreement (the "RSA Agreement") filed as Exhibit 99.5 to the May 2013 Form 8-K. An executive's right to receive the shares subject to a RSA award is subject to achievement of a specified dollar amount of revenues established by the Committee as the performance objective for FY2015 under the Company's 2011 Performance Compensation Plan (the "RSA Performance Goal").

If the Company fails to achieve the RSA Performance Goal for FY2015, then all shares of restricted stock subject to the award are forfeited. If the Company achieves the Performance Goal for FY2015, 25% of the restricted stock vests on July 16, 2015, and the remainder vests ratably on a quarterly basis over the course of the subsequent three-year period, provided that the executive's Business Relationship with Red Hat has not ceased.

Capitalized terms not defined in this summary are defined in the form of RSA award agreement filed as Exhibit 99.5 to the May 2013 Form 8-K. The summary of the terms of the RSA Agreement in the May 2013 Form 8-K is incorporated by reference herein.

## **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: May 27, 2014

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                   | Executive Base Salaries and Target Award Amounts under Red Hat, Inc.'s Executive Variable Compensation Plan for the Fiscal Year Ending February 28, 2015 |
| 99.2                   | Peer Group for PSUs Granted in FY2015  |