

RED HAT INC  
Form 8-K  
March 25, 2011

**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): March 21, 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)

**06-1364380**  
(IRS Employer Identification No.)

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

**27606**  
(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 8.01 Other Events**

On March 21, 2011, the Compensation Committee of the Board of Directors (the Board ) of Red Hat, Inc. (the Company ) approved an amended and restated Stock Ownership Policy for the Company s Chief Executive Officer, executive vice presidents and senior vice presidents who report directly to its Chief Executive Officer, and non-employee members of the Board. The amended and restated policy is included as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Red Hat, Inc. Stock Ownership Policy for Directors and Senior Executives, amended and restated as of March 21, 2011

**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: March 25, 2011

RED HAT, INC.

By: /s/ R. Brandon Asbill

Name: R. Brandon Asbill

Title: Assistant Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Red Hat, Inc. Stock Ownership Policy for Directors and Senior Executives, amended and restated as of March 21, 2011