

RED HAT INC
Form DEFA14A
August 02, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant:

Filed by a party other than the Registrant:

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

RED HAT, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

SUPPLEMENT TO
NOTICE OF THE 2016 ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT
DATED JUNE 23, 2016
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON AUGUST 11, 2016

This Supplement provides updated information with respect to the 2016 Annual Meeting of Stockholders (the Annual Meeting) of Red Hat, Inc. (the Company) to be held on Thursday, August 11, 2016.

This Supplement, which describes a recent change in the proposed nominees for election to the Board of Directors of Red Hat, Inc. (the Board), should be read in conjunction with the Company's Notice of the 2016 Annual Meeting of Stockholders and Definitive Proxy Statement (the Notice and Proxy Statement) first distributed to stockholders on June 23, 2016.

Withdrawal of Nominee for Election as Director

On August 1, 2016, Jeffrey J. Clarke, a member of the Board and a nominee for re-election as a Director at the Annual Meeting, gave notice of his decision not to seek re-election as a director of the Company and informed the Company of his resignation as a director of the Company, effective as of the date of the Annual Meeting, so that he can focus more of his time and effort on his role as CEO of Eastman Kodak Company (NYSE: KODK). Therefore, the nomination of Mr. Clarke is withdrawn.

Voting Matters

If you have already returned your proxy voting form or provided voting instructions, you do not need to take any action unless you wish to change your vote. Proxy voting forms already returned by stockholders will remain valid and will be voted at the Annual Meeting unless revoked. Shares represented by proxy voting forms returned before the Annual Meeting will be voted for the Directors nominated by the Board as instructed on the form, except that votes will not be cast for Mr. Clarke because he has notified us that he is no longer standing for re-election. If you have not yet returned your proxy voting form or submitted your voting instructions, please complete the form or submit instructions, disregarding Mr. Clarke's name as a nominee for election as Director.

None of the other agenda items presented in the Notice and Proxy Statement are affected by this Supplement, and shares represented by proxy voting forms returned before the Annual Meeting will be voted with respect to all other matters properly brought before the Annual Meeting as instructed on the form.

Information regarding how to vote your shares, or revoke your proxy or voting instructions, is available in the Proxy Statement.