

RED HAT INC  
Form DEFA14A  
June 23, 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:  x

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

x 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):

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- x 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:

On June 23, 2016, Red Hat, Inc. sent the following email to all employees, including members of its talent acquisition and new hire orientation teams:

From: DeLisa Alexander

Send Date: Thursday, June 23, 2016

Subject: Employee Stock Purchase Plan Proposal

Hello Red Hatters,

Included in our proxy statement filed earlier today with the SEC is a proposal to our shareholders to consider approval of an Employee Stock Purchase Plan (ESPP). If you don't know, an ESPP is a benefit offered by some U.S. companies that typically allows participating employees to purchase the company's stock at a discount through payroll deductions.

More information about Red Hat's ESPP proposal can be found in the proxy statement filed today and available on our Investor Relations page: <https://investors.redhat.com/financial-information/sec-filings>.

Under SEC rules, we may be required to file with the SEC information we provide to our employees that is not already included in our proxy statement. Therefore, further communications (including responses to questions you may have) will be limited and will only refer you back to the information included in our proxy statement.

We expect to be able to provide more information in late August and appreciate your patience until that point.

Best regards,

DeLisa Alexander

EVP & Chief People Officer

Red Hat, Inc.