

Edgar Filing: RED HAT INC - Form 10-Q/A

RED HAT INC
Form 10-Q/A
October 16, 2001

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

FORM 10-Q/A

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarter ended August 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from to .

Commission File Number: 0-26281

RED HAT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

06-1364380

(I.R.S. Employer Identification No.)

2600 Meridian Parkway, Durham, North Carolina 27713

(Address of principal executive offices, including Zip Code)

(919) 547-0012

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of August 31, 2001, there were 170,059,052 shares of common stock outstanding.

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PART II - OTHER INFORMATION

ITEM 4. Submission of Matters to a Vote of Security Holders

On August 2, 2001, the Company held its annual meeting of stockholders in Durham, North Carolina. At this meeting, the stockholders:

1. Elected two members of the board of directors to serve for a three-year term as Class II Directors;
2. Approved an amendment to the Company's Certificate of Incorporation to increase the number of shares of Common Stock that the Company is authorized to issue from 225,000,000 to 300,000,000; and
3. Approved an amendment to the Red Hat, Inc. 1999 Stock Option Plan to increase the number of shares authorized for awards from 13,000,000 to 28,000,000.

Indicated below are the results of the stockholder votes for the matters listed above:

No.	Matter	For	Against / Withheld	A
1.	Election of Matthew J. Szulik	122,610,910	1,817,999	
1.	Election of Eugene J. McDonald	123,487,723	941,186	
2.	Amendment of Certificate	120,993,853	3,066,067	
3.	Amendment of Option Plan	28,943,120	28,593,774	

ITEM 6. Exhibits and Reports on Form 8-K

a. Exhibits

3.1 Third Amended and Restated Certificate of Incorporation of Red Hat, Inc., As Amended on August 13, 2001.

b. Reports on Form 8-K.

None.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 16, 2001

RED HAT, INC.

By: /s/ MATTHEW J. SZULIK

Matthew J. Szulik
President and Chief Executive Officer
(Officer on behalf of the Registrant)

By: /s/ KEVIN B. THOMPSON

Kevin B. Thompson
Chief Financial Officer
(Principal Financial Officer)

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EXHIBIT INDEX

Exhibit No.

Description

3.1	Third Amended and Restated Certificate of Incorporation of Red Hat, Inc., As Amended on August 13, 2001.
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