

Edgar Filing: ASSISTED LIVING CONCEPTS INC - Form SC 13G/A

ASSISTED LIVING CONCEPTS INC  
Form SC 13G/A  
February 14, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
Under the Securities and Exchange Act of 1934  
(Amendment No. 5)

Assisted Living Concepts, Inc.

-----  
(Name of Issuer)

Class A Common Stock

-----  
(Title of Class of Securities)

04544X300

-----  
(CUSIP Number)

December 31, 2012

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

- Rule 13d-1 (b)  
 Rule 13d-1 (c)  
 Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP NO. 04544X300 13G

1 Name of Reporting Person / IRS Identification Number:  
Piper Jaffray Companies / 30-0168701

-----  
2 Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

-----  
3 SEC Use Only  
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4 Citizenship or Place of Organization  
Delaware

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Number of  
Shares 5 Sole Voting Power  
0 Shares

---

Beneficially  
Owned By 6 Shared Voting Power  
0 Shares

---

Each  
Reporting Person 7 Sole Dispositive Power  
0 Shares

---

With 8 Shared Dispositive Power  
0 Shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 Shares (See Exhibit A)

---

10 Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares [ ]

---

11 Percent of Class Represented by Amount in Row (9)  
0%

---

12 Type of Reporting Person  
HC

---

Item 1 (a) Name of Issuer: Assisted Living Concepts, Inc.

Item 1 (b) Name of Issuer's Principal Executive Offices:  
W140 N8981 Lilly Road  
Menomonee Falls, WI 53051

Item 2 (a) Person Filing: Piper Jaffray Companies

Item 2 (b) Address: 800 Nicollet Mall Suite 800  
Minneapolis, MN 55402

Item 2 (c) Citizenship: Piper Jaffray Companies is a  
Delaware Corporation

Item 2 (d) Title of Class of Securities: Class A Common Stock

Item 2 (e) CUSIP Number: 04544X300

Item 3 This statement is filed pursuant to Rule 13d-1(b) or  
13d-2(b) and the person filing, Piper Jaffray Companies,  
is a parent holding company in accordance with Section  
240.13d-1(b)(ii)(G). (Note: See Item 7).

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- Item 4      Ownership
- (a)   Amount Beneficially Owned:  
      Advisory Research, Inc.      0 Shares
- (b)   Percent of Class                    0%
- (c)   Number of shares as to which reporting person has:  
      (i)   Sole Voting Power            0            Shares  
      (ii)   Shared Voting Power        0            Shares  
      (iii)   Sole Dispositive Power    0            Shares  
      (iv)   Shared Dispositive Power   0            Shares

Item 5      Ownership of Five Percent or Less of a Class:  
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6      Ownership of More than Five Percent on Behalf of Another Person:   None.

Item 7      Identification and Classification of the Subsidiary Which Acquired the Security being Reported on by the Parent Holding Company:

Item 8      Identification and Classification if Members of the Group:   Not Applicable

Item 9      Notice of Dissolution of Group:   Not Applicable

Item 10     Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/2013

-----  
Date

Piper Jaffray Companies

By /s/ Brien M. O'Brien

-----  
Signature

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Brien M. O'Brien  
Head of Asset Management

-----  
Name/Title

Advisory Research, Inc.

By /s/ Brien M. O'Brien

-----  
Signature

Brien M. O'Brien  
Chief Executive Officer

-----  
Name/Title

JOINT FILING AGREEMENT

The undersigned persons, on February 14, 2013, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Assisted Living Concepts, Inc. at December 31, 2012.

Piper Jaffray Companies

By /s/ Brien M. O'Brien

-----  
Signature

Brien M. O'Brien  
Head of Asset Management

-----  
Name/Title

Advisory Research, Inc.

By /s/ Brien M. O'Brien

-----  
Signature

Brien M. O'Brien  
Chief Executive Officer

-----  
Name/Title

Balance at August 31, 2013

\$23 \$1,846,825 \$623,079 \$(1,016,401) \$(11,922) \$1,441,604

The following table summarizes the changes in the Company's stockholders' equity during the six months ended August 31, 2014 (in thousands):

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
Balance at February 28, 2014	\$ 23	\$ 1,891,848	\$ 720,172	\$ (1,056,419)	\$ (4,459)	\$ 1,551,165
Net income			84,568			84,568
Other comprehensive income (loss), net of tax					(11,566)	(11,566)
Exercise of common stock options		689				689
Common stock repurchase (see NOTE 10)				(160,061)		(160,061)
Share-based compensation expense		65,319				65,319
Assumed employee share-based awards from acquisitions		895				895
Tax benefits related to share-based awards		1,208				1,208
Minimum tax withholdings paid by the Company on behalf of employees related to net settlement of employee share-based awards		(17,561)				(17,561)
Other adjustments		261		(261)		
Balance at August 31, 2014	\$ 23	\$ 1,942,659	\$ 804,740	\$ (1,216,741)	\$ (16,025)	\$ 1,514,656

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The following table summarizes the changes in the Company's stockholders' equity during the six months ended August 31, 2013 (in thousands):

	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
Balance at February 28, 2013	\$ 23	\$ 1,802,899	\$ 541,880	\$ (816,674)	\$ (7,967)	\$ 1,520,161
Net income			81,199			81,199
Other comprehensive income (loss), net of tax					(3,955)	(3,955)
Exercise of common stock options		1,088				1,088
Common stock repurchase				(199,345)		(199,345)
Share-based compensation expense		53,006				53,006
Tax benefits related to share-based awards		4,265				4,265
Minimum tax withholdings paid by the Company on behalf of employees related to net settlement of employee share-based awards		(14,815)				(14,815)
Other adjustments		382		(382)		
Balance at August 31, 2013	\$ 23	\$ 1,846,825	\$ 623,079	\$ (1,016,401)	\$ (11,922)	\$ 1,441,604

**Accumulated other comprehensive loss**

The following is a summary of accumulated other comprehensive loss as of August 31, 2014 and February 28, 2014 (in thousands):

	As of August 31, 2014	As of February 28, 2014
Accumulated loss from foreign currency translation adjustment	\$ (16,575)	\$ (4,823)
Accumulated unrealized gain, net of tax, on available-for-sale securities	550	364
Accumulated other comprehensive loss	\$ (16,025)	\$ (4,459)

**NOTE 4 Identifiable Intangible Assets**

Identifiable intangible assets consist primarily of trademarks, copyrights and patents, purchased technologies, customer and reseller relationships and covenants not to compete which are amortized over the estimated useful life, generally on a straight-line basis with the exception of customer and reseller relationships which are generally amortized over the greater of straight-line or the related asset's pattern of economic benefit. Useful lives range from three to ten years. As of August 31, 2014 and February 28, 2014, trademarks with an indefinite estimated useful life totaled \$12.6 million and \$9.6 million, respectively.

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The following is a summary of identifiable intangible assets (in thousands):

	As of August 31, 2014			As of February 28, 2014		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Trademarks, copyrights and patents	\$ 119,930	\$ (38,769)	\$ 81,161	\$ 105,269	\$ (34,784)	\$ 70,485
Purchased technologies	79,495	(60,529)	18,966	79,433	(55,960)	23,473
Customer and reseller relationships	102,372	(67,010)	35,362	89,992	(63,075)	26,917
Covenants not to compete	11,177	(6,884)	4,293	10,690	(5,977)	4,713
Other intangible assets	8,921	(1,799)	7,122	8,922	(1,111)	7,811
Total identifiable intangible assets	\$ 321,895	\$ (174,991)	\$ 146,904	\$ 294,306	\$ (160,907)	\$ 133,399

Amortization expense associated with identifiable intangible assets recognized in the Company's Consolidated Financial Statements for the three months and six months ended August 31, 2014 and August 31, 2013 is summarized as follows (in thousands):

	Three Months Ended		Six Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
Cost of revenue	\$ 2,830	\$ 2,840	\$ 5,790	\$ 5,513
Sales and marketing	1,992	2,193	3,574	4,151
Research and development	959	959	1,917	1,918
General and administrative	1,607	1,203	3,035	2,740
Total amortization expense	\$ 7,388	\$ 7,195	\$ 14,316	\$ 14,322

**NOTE 5 Income Taxes***Income Tax Expense*

The following table summarizes the Company's tax provision for the three months and six months ended August 31, 2014 and August 31, 2013 (in thousands):

	Three Months Ended		Six Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
Provision for income taxes:				
Income before provision for income taxes	\$ 65,948	\$ 58,297	\$ 119,110	\$ 115,998
Estimated annual effective tax rate on current year ordinary income	29%	30%	29%	30%
Provision for income taxes	\$ 19,125	\$ 17,489	\$ 34,542	\$ 34,799



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For the three months and six months ended August 31, 2014, the Company's estimated annual effective tax rate of 29% differed from the U.S. federal statutory rate of 35% principally due to foreign income taxed at lower rates. For the three months and six months ended August 31, 2013, the Company's estimated annual effective tax rate of 30% differed from the U.S. federal statutory rate of 35% principally due to foreign income taxed at lower rates and research tax credits.

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)***Deferred Taxes*

As of August 31, 2014, deferred tax assets net of deferred tax liabilities (current and non-current) totaled \$96.1 million, of which \$1.5 million was offset by a valuation allowance. The Company continues to maintain a valuation allowance against its deferred tax assets with respect to certain net operating loss ( NOL ) carryforwards.

As of August 31, 2014, the Company had U.S. federal and state NOL carryforwards of approximately \$56.6 million and \$150.2 million, respectively. As of August 31, 2014, the Company had U.S. federal and state research tax credit carryforwards of approximately \$21.7 million and \$12.0 million, respectively. The tax credit carryforwards are scheduled to expire in varying amounts beginning in the fiscal year ending February 28, 2018.

*Unrecognized tax benefits*

The Company's unrecognized tax benefits were \$57.5 million as of August 31, 2014 and \$57.1 million as of February 28, 2014. The Company's unrecognized tax benefits at August 31, 2014 and February 28, 2014, which, if recognized, would affect the Company's effective tax rate, were \$52.3 million and \$49.7 million, respectively.

During the six months ended August 31, 2014, the amount of unrecognized tax benefits increased by \$0.4 million, primarily as a result of increases with respect to tax positions taken during prior periods. The results and timing of the resolution of tax audits is highly uncertain and the Company is unable to estimate the range of possible changes to the balance of unrecognized tax benefits. However, the Company does not anticipate that within the next 12 months the total amount of unrecognized tax benefits will significantly change.

It is the Company's policy to recognize interest and penalties related to uncertain tax positions as income tax expense. Accrued interest and penalties related to unrecognized tax benefits totaled \$8.5 million and \$6.0 million as of August 31, 2014 and February 28, 2014, respectively.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various states and foreign jurisdictions. The following table summarizes the tax years in the Company's major tax jurisdictions that remain subject to income tax examinations by tax authorities as of August 31, 2014. Due to NOL carryforwards, in some cases the tax years continue to remain subject to examination with respect to such NOLs.

Tax Jurisdiction	Years Subject to	
	Income Tax Examination	
U.S. federal	1994	Present
North Carolina	1999	Present
Ireland	2008	Present
Japan (1)	2012	Present

(1) The Company has been examined for income tax for years through February 28, 2011. A tax examination was concluded in fiscal 2012 with no significant adjustments resulting. However, the statute of limitations remains open for five years.

The U.S. Internal Revenue Service recently completed its examination with respect to the Company's fiscal year ended February 28, 2010 and proposed certain adjustments. The Company believes that it has adequately provided for any reasonably foreseeable outcomes that may result from the proposed adjustments but, depending on the ultimate outcome, the Company could be required to pay additional income taxes. The

Company does not believe that such outcome would have a material effect on its consolidated financial condition or consolidated results of operations.

**Table of Contents**

**RED HAT, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

The Company is currently undergoing an income tax examination in India.

The Company believes it has adequately provided for any reasonably foreseeable outcomes related to tax audits.

**NOTE 6 Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Fair value is defined as the exchange price that would be received for the purchase of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for such asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value should maximize the use of observable inputs and minimize the use of unobservable inputs. To measure fair value, the Company uses the following fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The Company's investments are comprised primarily of debt securities that are classified as available for sale and recorded at their fair market values. Liquid investments purchased with a maturity period of 90 days or less at the date of purchase are classified as cash equivalents. Investments with remaining effective maturities of twelve months or less from the balance sheet date are classified as short-term investments. Investments with remaining effective maturities of more than twelve months from the balance sheet date are classified as long-term investments. The Company's Level 1 financial instruments are valued using quoted prices in active markets for identical instruments. The Company's Level 2 financial instruments, including derivative instruments, are valued using quoted prices for identical instruments in less active markets or using other observable market inputs for comparable instruments.

Unrealized gains and temporary losses on investments classified as available for sale are included within accumulated other comprehensive income, net of any related tax effect. Upon realization, such amounts are reclassified from accumulated other comprehensive income to Other income (expense), net. Realized gains and losses and other than temporary impairments, if any, are reflected in the consolidated statements of operations as Other income (expense), net. The Company does not recognize changes in the fair value of its investments in income unless a decline in value is considered other-than-temporary. The vast majority of the Company's investments are priced with the assistance of pricing vendors. These pricing vendors use the most recent observable market information in pricing these securities or, if specific prices are not available for these securities, use other observable inputs. In the event observable inputs are not available, the Company assesses other factors to determine the security's market value, including broker quotes or model valuations. Independent price verifications of all holdings are performed by pricing vendors which are then reviewed by the Company. In the event a price fails a pre-established tolerance check, it is researched so that the Company can assess the cause of the variance to determine what the Company believes is the appropriate fair market value.

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The Company minimizes its credit risk associated with investments by investing primarily in investment grade, liquid securities. The Company's policy is designed to limit exposures to any one issuer depending on credit quality. Periodic evaluations of the relative credit standing of those issuers are considered in the Company's investment strategy.

The following table summarizes the composition and fair value hierarchy of the Company's financial assets and liabilities at August 31, 2014 (in thousands):

	As of August 31, 2014	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Money markets (1)	\$ 179,519	\$ 179,519	\$	\$
Interest-bearing deposits (1)	29		29	
Available-for-sale securities (1):				
U.S. agency securities	234,038		234,038	
Corporate securities	414,668		414,668	
Foreign government securities	82,827		82,827	
Foreign currency derivatives (2)	16		16	
<b>Liabilities:</b>				
Foreign currency derivatives (3)	(143)		(143)	
<b>Total</b>	<b>\$ 910,954</b>	<b>\$ 179,519</b>	<b>\$ 731,435</b>	<b>\$</b>

(1) Included in Cash and cash equivalents, Investments in debt securities, short-term or Investments in debt securities, long-term in the Company's Consolidated Balance Sheet at August 31, 2014, in addition to \$405.9 million of cash.

(2) Included in Other current assets in the Company's Consolidated Balance Sheet at August 31, 2014.

(3) Included in Accounts payable and accrued expenses in the Company's Consolidated Balance Sheet at August 31, 2014.

The following table summarizes the composition and fair value hierarchy of the Company's financial assets and liabilities at February 28, 2014 (in thousands):

	As of February 28, 2014	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Money markets (1)	\$ 178,280	\$ 178,280	\$	\$
Interest-bearing deposits (1)	86,937		86,937	
Available-for-sale securities (1):				

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Commercial paper	37,643		37,643	
U.S. agency securities	279,049		279,049	
Corporate securities	382,516		382,516	
Foreign government securities	79,841		79,841	
Foreign currency derivatives (2)	134		134	
Liabilities:				
Foreign currency derivatives (3)	(15)		(15)	
Total	\$ 1,044,385	\$ 178,280	\$ 866,105	\$

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

- (1) Included in Cash and cash equivalents, Investments in debt securities, short-term or Investments in debt securities, long-term in the Company's Consolidated Balance Sheet at February 28, 2014, in addition to \$443.2 million of cash.
- (2) Included in Other current assets in the Company's Consolidated Balance Sheet at February 28, 2014.
- (3) Included in Accounts payable and accrued expenses in the Company's Consolidated Balance Sheet at February 28, 2014.
- The following table represents the Company's investments measured at fair value as of August 31, 2014 (in thousands):

	Amortized Cost	Gross Unrealized		Aggregate Fair Value	Balance Sheet Classification		
		Gains	Losses (1)		Cash and cash equivalents	Investments in debt securities, short-term	Investments in debt securities, long-term
Money markets	\$ 179,519	\$	\$	\$ 179,519	\$ 179,519	\$	\$
Interest-bearing deposits	29			29		29	
U.S. agency securities	234,779	5	(746)	234,038			234,038
Corporate securities	413,522	1,360	(214)	414,668		143,723	270,945
Foreign government securities	82,729	102	(4)	82,827		73,907	8,920
Total	\$ 910,578	\$ 1,467	\$ (964)	\$ 911,081	\$ 179,519	\$ 217,659	\$ 513,903

- (1) As of August 31, 2014, there were \$0.5 million of accumulated unrealized losses related to investments that have been in a continuous unrealized loss position for 12 months or longer.

The following table represents the Company's investments measured at fair value as of February 28, 2014 (in thousands):

	Amortized Cost	Gross Unrealized		Aggregate Fair Value	Balance Sheet Classification		
		Gains	Losses (1)		Cash and cash equivalents	Investments in debt securities, short-term	Investments in debt securities, long-term
Money markets	\$ 178,280	\$	\$	\$ 178,280	\$ 178,280	\$	\$
Interest-bearing deposits	86,937			86,937		86,937	
Commercial paper	37,643			37,643	25,299	12,344	
U.S. agency securities	279,657	12	(620)	279,049		56,314	222,735
Corporate securities	381,446	1,279	(209)	382,516		131,612	250,904
Foreign government securities	79,818	34	(11)	79,841		48,180	31,661
Total	\$ 1,043,781	\$ 1,325	\$ (840)	\$ 1,044,266	\$ 203,579	\$ 335,387	\$ 505,300

- (1) As of February 28, 2014, there were \$0.2 million of accumulated unrealized losses related to investments that have been in a continuous unrealized loss position for 12 months or longer.



**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 7 Derivative Instruments**

The Company transacts business in various foreign countries and is, therefore, subject to risk of foreign currency exchange rate fluctuations. The Company from time to time enters into forward contracts to economically hedge transactional exposure associated with commitments arising from trade accounts receivable, trade accounts payable and fixed purchase obligations denominated in a currency other than the functional currency of the respective operating entity. All derivative instruments are recorded on the Consolidated Balance Sheets at their respective fair market values. The Company has elected not to prepare and maintain the documentation required to qualify for hedge accounting treatment and, therefore, changes in fair value are recorded in the Consolidated Statements of Operations.

The effects of derivative instruments on the Company's Consolidated Financial Statements are as follows as of August 31, 2014 and for the three and six months then ended (in thousands):

		As of August 31, 2014			Three Months Ended August 31, 2014	Six Months Ended August 31, 2014
				Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives	
	Balance Sheet Location	Fair Value	Notional Value			
Assets	foreign currency forward contracts not designated as hedges			Other income		
	Other current assets	\$ 16	\$ 4,441	(expense), net	\$ 90	\$ 264
Liabilities	foreign currency forward contracts not designated as hedges			Other income		
	Accounts payable and accrued expenses	(143)	17,764	(expense), net	(284)	\$ (541)
<b>TOTAL</b>		\$ (127)	\$ 22,205		\$ (194)	\$ (277)

The effects of derivative instruments on the Company's Consolidated Financial Statements are as follows as of August 31, 2013 and for the three and six months then ended (in thousands):

		As of August 31, 2013			Three Months Ended August 31, 2013	Six Months Ended August 31, 2013
				Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives	
	Balance Sheet Location	Fair Value	Notional Value			
Assets	foreign currency forward contracts not designated as hedges			Other income		
	Other current assets	\$ 52	\$ 13,544		\$ 298	\$ 623

Liabilities				(expense), net		
foreign currency forward contracts not designated as hedges				Other income		
	Accounts payable and accrued expenses	(114)	19,691	(expense), net	(195)	\$ (2,010)
<b>TOTAL</b>		\$ (62)	\$ 33,235		\$ 103	\$ (1,387)

**NOTE 8 Share-based Awards**

The Company measures share-based compensation cost at the grant date, based on the estimated fair value of the award and recognizes the cost over the employee requisite service period, typically on a straight-line basis, net of estimated forfeitures. The Company estimates the fair value of stock options using the Black-Scholes-Merton valuation model. The fair value of nonvested share awards, nonvested share units and performance share units are measured at their underlying closing share price on the day of grant.

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The following summarizes share-based compensation expense recognized in the Company's Consolidated Financial Statements for the three months and six months ended August 31, 2014 and August 31, 2013 (in thousands):

	Three Months Ended		Six Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
Cost of revenue	\$ 3,425	\$ 3,100	\$ 6,543	\$ 5,939
Sales and marketing	13,691	10,365	23,929	19,741
Research and development	11,098	9,058	19,962	15,939
General and administrative	8,391	7,351	14,885	11,387
<b>Total share-based compensation</b>	<b>\$ 36,605</b>	<b>\$ 29,874</b>	<b>\$ 65,319</b>	<b>\$ 53,006</b>

Share-based compensation expense qualifying for capitalization was insignificant for each of the three months and six months ended August 31, 2014 and August 31, 2013. Accordingly, no share-based compensation expense was capitalized during the three months and six months ended August 31, 2014 and August 31, 2013.

*Estimated annual forfeitures* An estimated forfeiture rate of 10.0% per annum, which approximates the Company's historical rate, was applied to options and nonvested share units. Awards are adjusted to actual forfeiture rates at vesting. The Company reassesses its estimated forfeiture rate annually or when new information, including actual forfeitures, indicate a change is appropriate.

During the three months and six months ended August 31, 2014, the Company granted the following share-based awards:

	Three Months Ended		Six Months Ended	
	August 31, 2014		August 31, 2014	
	Shares and	Weighted	Shares and	Weighted
	Shares	Average	Shares	Average
	Underlying	Per Share	Underlying	Per Share
	Awards	Fair Value	Awards	Fair Value
Service-based shares and share units	504,036	\$ 54.85	1,584,742	\$ 51.97
Performance share units target (1)	242,352	\$ 58.28	695,218	\$ 53.24
Performance share awards (2)		\$	184,325	\$ 50.54
Assumed (3)		\$	219,169	\$ 48.45
Restricted shares issued as part of a business combination with continued employment service conditions (4)	529,057	\$ 54.75	529,057	\$ 54.75
<b>Total awards</b>	<b>1,275,445</b>	<b>\$ 55.46</b>	<b>3,212,511</b>	<b>\$ 52.38</b>

- (1) Certain executives and senior management were awarded a target number of performance share units ( PSUs ). PSU grantees may earn up to 200% of the target number of PSUs. Half of the target number of PSUs can be earned by the grantees depending upon the Company's financial performance measured against the financial performance of specified peer companies during a three-year performance period

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beginning on March 1, 2014. The remaining target number of PSUs can be earned by the grantees depending upon the Company's total shareholder return performance measured against the total shareholder return of specified peer companies during a three-year period beginning on March 1, 2014.

During the three months ended August 31, 2014, certain executives were awarded a total of 242,352 PSUs that will pay out only if the price of the Company's common stock plus dividends payable increase by at least 50% within the next three years (TSR Hurdle PSUs). If the TSR Hurdle is achieved during the

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

Performance Period and the executive's business relationship has not ceased, 50% of the TSR Hurdle PSUs shall vest upon achievement of the TSR Hurdle and the remaining 50% of the TSR Hurdle PSUs shall vest on the last day of the four-year period beginning on the Grant Date. If the TSR Hurdle is not achieved on or before the last day of the Performance Period, then all TSR Hurdle PSUs are forfeited. If an executive's continuous service to the Company or its affiliates as an employee, consultant or director ceases for any reason prior to a vesting date for any TSR Hurdle PSUs, subject to certain exceptions, then all unvested TSR Hurdle PSUs will be forfeited.

- (2) Certain executives were granted restricted stock awards. These shares were awarded subject to the achievement of a specified dollar amount of revenue for FY2015 (the RSA Performance Goal). If the Company fails to achieve the RSA Performance Goal for FY2015, then all such shares are forfeited. If the Company achieves the RSA Performance Goal for FY2015, then 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 grantee's business relationship with the Company has not ceased.
- (3) Amount represents partially-vested options assumed as part of a business combination.
- (4) As part of the Company's acquisition of eNovance, a total of 529,057 restricted common shares were issued to certain employee-shareholders. The vesting of these restricted shares is conditioned on continued employment with the Company. The shares effectively vest 25% per year and are being amortized on a straight-line basis to share-based compensation expense in the Company's Consolidated Statement of Operations.

**NOTE 9 Earnings Per Share**

The Company computes basic net income per common share by dividing net income available to common stockholders by the weighted average number of common shares outstanding. Diluted net income per common share is computed by dividing net income by the weighted average number of common shares and dilutive potential common share equivalents then outstanding. Potential common share equivalents consist of shares issuable upon the exercise of stock options or vesting of share-based awards.

The following table reconciles the numerators and denominators of the earnings per share calculation for the three months and six months ended August 31, 2014 and August 31, 2013 (in thousands, except per share amounts):

	Three Months Ended		Six Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
Net income, basic and diluted	\$ 46,823	\$ 40,808	\$ 84,568	\$ 81,199
Weighted average common shares outstanding	188,162	189,437	188,767	190,276
Incremental shares attributable to assumed vesting or exercise of outstanding equity award shares	2,593	1,995	2,368	1,954
Diluted shares	190,755	191,432	191,135	192,230
Diluted net income per share	\$ 0.25	\$ 0.21	\$ 0.44	\$ 0.42



**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The following share awards are not included in the computation of diluted earnings per share because the aggregate value of proceeds considered received upon either exercise or vesting was greater than the average market price of the Company's common stock during the related periods and the effect of including such share awards in the computation would be anti-dilutive (in thousands):

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>August 31,</b>	<b>August 31,</b>	<b>August 31,</b>	<b>August 31,</b>
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Number of shares considered anti-dilutive for calculating diluted EPS	151	456	156	443

**NOTE 10 Share Repurchase Program**

On April 15, 2013, the Company announced that its Board of Directors had authorized the repurchase of up to \$300.0 million of Red Hat's common stock from time to time on the open market or in privately negotiated transactions. The program commenced on April 16, 2013, and will expire on the earlier of (i) March 31, 2015, or (ii) a determination by the Board, Chief Executive Officer or Chief Financial Officer to discontinue the program.

As of August 31, 2014, the amount available under the program for the repurchase of the Company's common stock was \$80.0 million.

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****NOTE 11 Segment Reporting**

The following summarizes revenue from unaffiliated customers and income (loss) from operations for the three months and six months ended August 31, 2014 and August 31, 2013 and total cash, cash equivalents and available-for-sale investment securities and total assets as of August 31, 2014 and August 31, 2013, by geographic segment (in thousands):

	Americas	EMEA	Asia Pacific	Corporate (1)	Consolidated
<b>Three Months Ended August 31, 2014</b>					
Revenue from unaffiliated customers	\$ 282,138	\$ 103,496	\$ 60,265	\$	\$ 445,899
Income (loss) from operations	\$ 60,081	\$ 26,066	\$ 14,685	\$ (36,605)	\$ 64,227
<b>Three Months Ended August 31, 2013</b>					
Revenue from unaffiliated customers	\$ 237,647	\$ 86,239	\$ 50,537	\$	\$ 374,423
Income (loss) from operations	\$ 47,021	\$ 25,023	\$ 13,404	\$ (29,874)	\$ 55,574
<b>Six Months Ended August 31, 2014</b>					
Revenue	\$ 548,232	\$ 204,270	\$ 117,151	\$	\$ 869,653
Income (loss) from operations	\$ 101,473	\$ 50,251	\$ 28,785	\$ (65,319)	\$ 115,190
Cash, cash equivalents and available-for-sale investment securities	\$ 621,806	\$ 500,050	\$ 195,087	\$	\$ 1,316,943
Total assets	\$ 2,055,521	\$ 720,493	\$ 291,290	\$	\$ 3,067,304
<b>Six Months Ended August 31, 2013</b>					
Revenue	\$ 471,074	\$ 166,289	\$ 100,319	\$	\$ 737,682
Income (loss) from operations	\$ 94,028	\$ 45,528	\$ 25,647	\$ (53,006)	\$ 112,197
Cash, cash equivalents and available-for-sale investment securities	\$ 679,632	\$ 426,528	\$ 184,511	\$	\$ 1,290,671
Total assets	\$ 1,955,098	\$ 562,819	\$ 221,664	\$	\$ 2,739,581

(1) Amounts represent share-based compensation expense for each of the three months and six months ended August 31, 2014 and August 31, 2013, which was not allocated to geographic segments.

*Supplemental information about geographic areas*

The following table lists, for each of the three months and six months ended August 31, 2014 and August 31, 2013, revenue from unaffiliated customers in the United States, the Company's country of domicile, and revenue from unaffiliated customers from foreign countries (in thousands):

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>August 31,</b>	<b>August 31,</b>	<b>August 31,</b>	<b>August 31,</b>
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
United States, the Company's country of domicile	\$ 247,556	\$ 208,394	\$ 481,863	\$ 413,087



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Foreign	198,343	166,029	387,790	324,595
Total revenue from unaffiliated customers	\$ 445,899	\$ 374,423	\$ 869,653	\$ 737,682

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

Total tangible long-lived assets located in the United States, the Company's country of domicile, and similar tangible long-lived assets held outside the United States are summarized in the following table as of August 31, 2014 and February 28, 2014 (in thousands):

	As of August 31, 2014	As of February 28, 2014
United States, the Company's country of domicile	\$ 134,887	\$ 137,356
Foreign	40,957	36,561
<b>Total tangible long-lived assets</b>	<b>\$ 175,844</b>	<b>\$ 173,917</b>

*Supplemental information about major customers*

For each of the three months and six months ended August 31, 2014, the U.S. government and its agencies represented approximately 10% of the Company's total revenue. For each of the three months and six months ended August 31, 2013, the U.S. government and its agencies represented approximately 9% of the Company's total revenue.

*Supplemental information about products and services*

The following table, for each of the three and six months ended August 31, 2014 and August 31, 2013, provides further detail, by type, of our subscription and services revenues. Infrastructure-related offerings subscription revenue includes subscription revenue generated from Red Hat Enterprise Linux and related technologies such as Red Hat Enterprise Virtualization. Subscription revenue generated from our Application development-related and other emerging technology offerings includes Red Hat JBoss Middleware, Red Hat Storage Server and Red Hat cloud offerings such as OpenStack and OpenShift (in thousands):

	Three Months Ended		Six Months Ended	
	August 31, 2014	August 31, 2013	August 31, 2014	August 31, 2013
<b>Subscription revenue:</b>				
Infrastructure-related offerings	\$ 331,967	\$ 286,869	\$ 651,018	\$ 566,139
Applications development-related and other emerging technology offerings	57,528	39,823	110,444	76,370
<b>Total subscription revenue</b>	<b>389,495</b>	<b>326,692</b>	<b>761,462</b>	<b>642,509</b>
<b>Training and services revenue:</b>				
Consulting services	41,917	35,144	80,991	69,548
Training	14,487	12,587	27,200	25,625
<b>Total training and services revenue</b>	<b>56,404</b>	<b>47,731</b>	<b>108,191</b>	<b>95,173</b>
<b>Total revenue</b>	<b>\$ 445,899</b>	<b>\$ 374,423</b>	<b>\$ 869,653</b>	<b>\$ 737,682</b>

**NOTE 12 Commitments and Contingencies**

*Operating leases*

As of August 31, 2014, the Company leased office space and certain equipment under various non-cancelable operating leases. Rent expense under operating leases for the three months ended August 31, 2014 and August 31, 2013 was \$7.5 million and \$7.2 million, respectively. Rent expense under operating leases for the six months ended August 31, 2014 and August 31, 2013 was \$15.0 million and \$14.4 million, respectively.

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**RED HAT, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(Unaudited)**

*Product indemnification*

The Company is a party to a variety of agreements pursuant to which it may be obligated to indemnify the other party from losses arising in connection with the Company's services or products, or from losses arising in connection with certain events defined within a particular contract, which may include litigation or claims relating to intellectual property infringement, certain losses arising from damage to property or injury to persons or other matters. In each of these circumstances, payment by the Company is conditioned on the other party making a claim pursuant to the procedures specified in the particular contract, which procedures typically allow the Company to challenge the other party's claims. Further, the Company's obligations under these agreements may in certain cases be limited in terms of time and/or amount, and in some instances, the Company may have recourse against third-parties for certain payments made by the Company.

It is not possible to predict the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the Company's obligations and the facts and circumstances involved in each particular agreement. The Company does not record a liability for claims related to indemnification unless the Company concludes that the likelihood of a material claim is probable and estimable. Historically, payments pursuant to these indemnifications have been immaterial.

**NOTE 13 Legal Proceedings**

The Company experiences routine litigation in the normal course of its business, including patent litigation. The Company presently believes that the outcome of this routine litigation will not have a material adverse effect on its financial position, results of operations or cash flows.

**NOTE 14 Business Combinations**

*Acquisition of eNovance, SAS*

On June 24, 2014, the Company completed its acquisition of all of the shares of eNovance, SAS (eNovance), a provider of open source cloud computing services. The acquisition is intended to assist in advancing the Company's market position in OpenStack, and the addition of eNovance's systems integration capabilities and engineering talent is expected to help meet growing demand for enterprise OpenStack consulting, design and deployment.

The cash consideration paid as of the closing date was \$68.3 million. Based on management's provisional assessment of the acquisition date fair value of the assets acquired and liabilities assumed, the total cash consideration transferred of \$68.3 million has been allocated to the Company's assets on a preliminary basis as follows: \$53.0 million to goodwill, \$14.4 million to identifiable intangible assets and the remaining \$0.9 million to working capital.

In addition to the cash consideration transferred, the Company issued a total of 529,057 restricted common shares to certain employee-shareholders. The vesting of these restricted shares is conditioned on continued employment with the Company. As a result of the employment condition, the transfer of these shares has been accounted for separate from the business combination. The shares effectively vest 25% per year, with the closing-date fair value of the shares being amortized, on a straight-line basis, to share-based compensation expense in the Company's Consolidated Statement of Operations.

The Company incurred approximately \$0.9 million in transaction costs including legal and accounting fees relating to the acquisition. These transaction costs have been expensed as incurred and included in general and administrative expense on the Company's Consolidated Statement of Operations for the three and six months ended August 31, 2014.

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)***Acquisition of Inktank Storage, Inc.*

On April 30, 2014, the Company completed its acquisition of all of the shares of Inktank Storage, Inc. ( Inktank ), a provider of scale-out, open source storage systems, whose flagship technology, Inktank Ceph Enterprise, delivers object and block storage software to enterprises deploying public or private clouds. The acquisition is intended to complement the Company's existing GlusterFS-based storage offering. Under the terms of the purchase agreement, the consideration transferred by the Company totaled \$152.5 million. The Company incurred approximately \$2.0 million in transaction costs including legal and accounting fees relating to the acquisition. These transaction costs have been expensed as incurred and included in general and administrative expense on the Company's Consolidated Statement of Operations for the six months ended August 31, 2014.

The total consideration transferred by the Company in connection with the acquisition is summarized in the following table (in thousands):

	<b>Total Consideration Transferred</b>
Cash consideration paid to and/or on behalf of holders of Inktank stock and vested options	\$ 151,648
Fair value of nonvested employee share-based awards assumed and attributed to pre-combination services (1)	895
<b>Total consideration transferred (2)</b>	<b>\$ 152,543</b>

- (1) The total fair value, as of April 30, 2014, of all assumed nonvested share-based awards was \$10.6 million, of which \$0.9 million has been attributed to pre-acquisition employee services and accordingly has been recognized as consideration transferred. The remaining \$9.7 million of fair value will be recognized as compensation expense over the remaining vesting period ranging from 1 month to approximately 4 years.
- (2) In addition to the consideration transferred of \$152.5 million and the assumed nonvested share-based awards with an acquisition-date fair value of \$10.6 million, the Company has committed to pay retention incentives totaling \$8.4 million in cash (payable 25% annually from the date of acquisition assuming continued employment). The Company has also committed to granting key employees share-based awards with a combined value \$15.0 million which will vest 25% annually from the date of grant.

The table below represents the estimated tangible and identifiable intangible assets and liabilities (in thousands) based on management's provisional assessment of the acquisition date fair value of the assets acquired and liabilities assumed. The Company expects to finalize its assessment of the acquisition-date fair value of assets acquired and liabilities assumed by the end of its third quarter in fiscal 2015:

	<b>Total Consideration Allocated</b>
Identifiable intangible assets (see detail below)	\$ 10,770
Cash	27
Accounts receivable	657
Deferred tax assets, net	11,550
Other assets	161

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Accrued liabilities	(1,651)
Deferred revenue	(1,016)
Goodwill	132,045
<b>Total consideration allocated</b>	<b>\$ 152,543</b>

**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)**

The following table summarizes the allocation of consideration transferred to identifiable intangible assets (in thousands). The fair value of the identifiable intangible assets is being amortized over the estimated useful life of each intangible asset on a straight-line basis which approximates the economic pattern of benefits:

	<b>Amortization Expense Type</b>	<b>Estimated Life (Years)</b>	<b>Total</b>
Customer relationships	Sales and marketing	5	\$ 6,800
Tradenames and trademarks	General and administrative	Indefinite	3,300
Covenants not to compete	Research and development	3	370
Developed technology	Cost of revenue	5	300
<b>Total identifiable intangible assets</b>			<b>\$ 10,770</b>

*Pro forma consolidated financial information*

The following unaudited pro forma consolidated financial information reflects the results of operations of the Company for the three and six months ended August 31, 2014 and August 31, 2013 (in thousands, except per share amounts) as if the acquisitions of eNovance and Inktank had closed on March 1, 2013, after giving effect to certain purchase accounting adjustments. These pro forma results are not necessarily indicative of what the Company's operating results would have been had the acquisitions actually taken place at the beginning of the period.

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>August 31, 2014</b>	<b>August 31, 2013</b>	<b>August 31, 2014</b>	<b>August 31, 2013</b>
Revenue	\$ 446,558	\$ 377,341	\$ 873,255	\$ 743,236
Net income	45,634	36,868	78,181	74,382
Basic net income per common share	\$ 0.24	\$ 0.19	\$ 0.41	\$ 0.39
Diluted net income per common share	\$ 0.24	\$ 0.19	\$ 0.41	\$ 0.39

*Post-acquisition financial information*

The following is a summary of eNovance's and Inktank's combined post-acquisition revenue, expenses and losses that are included in the Company's Consolidated Statement of Operations for the three and six months ended August 31, 2014 (in thousands):

	<b>Three Months Ended August 31, 2014</b>	<b>Six Months Ended August 31, 2014</b>
Revenue	\$ 2,531	\$ 2,717
Operating expenses	(7,490)	(9,333)
Operating loss	(4,959)	(6,616)
Other income	95	95

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Loss before tax benefit	(4,864)	(6,521)
Tax benefit	1,411	1,891
Net loss	\$ (3,453)	\$ (4,630)



**Table of Contents****RED HAT, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)***Goodwill*

The following is a summary of changes in goodwill for the six months ended August 31, 2014 (in thousands):

Balance at February 28, 2014	\$ 687,430
Acquisition of Inktank	132,045
Acquisition of eNovance	52,988
Impact of foreign currency fluctuations	(2,400)
<b>Balance at August 31, 2014</b>	<b>\$ 870,063</b>

**NOTE 15 Subsequent Event**

On September 18, 2014, the Company announced the signing of a definitive agreement to acquire all of the shares of FeedHenry for approximately 63.5 million Euros. FeedHenry is a provider of cloud-based enterprise mobile application platforms. The acquisition is intended to expand the Company's portfolio of application development, integration and platform-as-a-service (PaaS) solutions, enabling it to support mobile application development in public and private environments. The acquisition is expected to close in the third quarter of fiscal 2015.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
OVERVIEW**

We are a leading global provider of open source software solutions, using a community-powered approach to develop and offer reliable and high-performing operating system, virtualization, middleware, storage and cloud technologies.

Open source software is an alternative to proprietary software and represents a different model for the development and licensing of commercial software code than that typically used for proprietary software. Because open source software code is often freely shared, there are customarily no licensing fees for the use of open source software. Therefore, we do not recognize revenue from the licensing of the code itself. We provide value to our customers through the development, aggregation, integration, testing, certification, delivery, maintenance, enhancement and support of our Red Hat enterprise technologies, and by providing a level of performance, reliability, scalability, flexibility, stability and security for the enterprise technologies we package and distribute. Moreover, because communities of developers not employed by us assist with the creation of our open source offerings, opportunities for further innovation of our offerings are supplemented by these communities.

We market our offerings primarily to enterprise customers in the form of annual or multi-year subscriptions, and we recognize revenue over the period of the subscription agreements with our customers. Our enterprise technologies are also offered by cloud providers as a service available on demand, and this revenue is reported to and recognized by us following delivery.

We have focused on introducing and gaining acceptance for Red Hat enterprise technologies that comprise our open source architecture. Red Hat Enterprise Linux ( RHEL ) and Red Hat JBoss Middleware offerings have gained widespread independent software vendor ( ISV ) and independent hardware vendor ( IHV ) support. We have continued to build our open source architecture by expanding our enterprise operating system and middleware offerings and introducing virtualization, storage, cloud and other offerings.

We derive our revenue and generate cash from customers primarily from two sources: (i) subscription revenue and (ii) training and services revenue. These arrangements typically involve subscriptions to Red Hat enterprise technologies. Our revenue is affected by, among other factors, corporate, government and consumer spending levels. In evaluating the performance of our business, we consider a number of factors, including total revenue, deferred revenue, operating income, operating margin and cash flows from operations.

The arrangements with our customers that produce this revenue and cash are explained in further detail in Part II, Item 7 under "Critical Accounting Estimates" and in NOTE 2 "Summary of Significant Accounting Policies to the Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended February 28, 2014.

In our fiscal year ended February 28, 2014, we focused on and expect in our fiscal year ending February 28, 2015 to continue to focus on, among other things, (i) promoting the widespread adoption of Red Hat enterprise offerings by enterprise customers globally, (ii) expanding our virtualization, storage, cloud and other enterprise offerings, (iii) investing in the development of open source technologies, (iv) increasing revenue from our existing customer base, (v) increasing revenue by promoting a range of services to help our customers derive additional value, (vi) expanding routes to market, (vii) growing our presence in international markets, and (viii) pursuing strategic acquisitions and alliances.

**Revenue**

For the three months ended August 31, 2014, total revenue increased 19.1%, or \$71.5 million, to \$445.9 million from \$374.4 million for the three months ended August 31, 2013. Subscription revenue increased 19.2%,

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or \$62.8 million, driven primarily by additional subscriptions related to our principal Red Hat Enterprise Linux and Red Hat JBoss Middleware offerings, which continue to gain broader market acceptance in mission-critical areas of computing, and our expansion of sales channels and our geographic footprint. The increase is, in part, a result of the continued migration of enterprises in industries such as financial services, government, technology and telecommunications to our open source solutions from proprietary technologies. Training and services revenue increased 18.2%, or \$8.7 million, for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013. The increase is driven primarily by customer interest in new products and increased demand for our open source solutions.

We believe our success is influenced by:

the extent to which we can expand the breadth and depth of our enterprise offerings;

our ability to enhance the value of Red Hat enterprise offerings through frequent and continuing innovation while maintaining stable platforms over multi-year periods;

our ability to generate increasing revenue from channel partner and other strategic relationships, including cloud computing providers, distributors, IHVs, ISVs, hardware original equipment manufacturers, systems integrators and value added resellers;

our ability to generate new and recurring revenue for Red Hat enterprise offerings;

the widespread and increasing deployment of open source technologies by enterprises and similar institutions, such as government agencies and universities; and

our ability to provide customers with consulting and training services that generate additional revenue.

### **Deferred revenue and billings proxy**

Our deferred revenue, current and long-term, balance at August 31, 2014 was \$1.25 billion. Because of our subscription model and revenue recognition policies, deferred revenue improves predictability of future revenue. For example, current deferred revenue provides a baseline for revenue to be recognized over the next twelve months. Similarly, long-term deferred revenue provides a baseline for revenue to be recognized beyond twelve months. Revenue derived from cloud providers for the delivery of our enterprise technologies as a service available on demand is recognized by us following delivery and not billed in advance. As a result, such revenue has no associated deferred revenue. Total deferred revenue at August 31, 2014 decreased \$37.4 million, or 2.9%, as compared to the balance at February 28, 2014 of \$1.29 billion.

The decrease in deferred revenue reported on our Consolidated Balance Sheets of \$37.4 million differs from the decrease we reported on our Consolidated Statements of Cash Flows for the six months ended August 31, 2014 of \$26.0 million as the amount reported on our Consolidated Statements of Cash Flows for the six months ended August 31, 2014 excludes (i) the impact of changes in foreign currency exchange rates used to translate deferred revenue balances from our foreign subsidiaries' functional currency into U.S. dollars and (ii) deferred revenue acquired as parts of business combinations.

### *Billings proxy*

We approximate our quarterly billings by adding revenue recognized on our Consolidated Statements of Operations to the change in total deferred revenue reported on our Consolidated Statements of Cash Flows. We use the change in deferred revenue as reported on our Consolidated Statements of Cash Flows because the amount has been adjusted for the impact of changes in foreign currency exchange rates used to translate deferred revenue balances from our foreign subsidiaries' functional currencies into U.S. dollars.

For the four-fiscal-quarter period ended August 31, 2014 our rolling average billings proxy increased \$76.4 million, or 19.6%, to \$465.3 million from \$388.9 million for the four-fiscal-quarter period ended August 31, 2013. For information regarding seasonality, see Part II, Item 7 under

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Overview of our Annual Report on Form 10-K for the fiscal year ended February 28, 2014.

**Table of Contents****Subscription revenue**

Our enterprise technologies are sold primarily under subscription agreements. These agreements typically have a one- or three-year subscription period. A subscription generally entitles a customer to, among other things, a specified level of support, as well as new versions of the software, security updates, fixes, functionality enhancements and upgrades to the technology, if and when available, and compatibility with an ecosystem of certified hardware and software applications. Subscription revenue increased sequentially for the first and second quarters of fiscal 2015 and for each quarter of fiscal 2014 and fiscal 2013 and is being driven primarily by the increased use of our offerings by the enterprise and our expansion of sales channels and geographic footprint during these periods.

**Revenue by geography**

For the three months ended August 31, 2014, approximately \$198.3 million, or 44.5%, of our revenue was generated outside the United States compared to approximately \$166.0 million, or 44.3%, for the three months ended August 31, 2013. Our international operations are expected to grow as our international sales force and channels become more mature and as we enter new locations or expand our presence in existing locations. As of August 31, 2014, we had offices in more than 80 locations throughout the world.

We operate our business in three geographic regions: the Americas (U.S., Latin America and Canada); EMEA (Europe, Middle East and Africa); and Asia Pacific (principally Australia, China, India, Japan, Singapore and South Korea). Revenue generated by the Americas, EMEA and Asia Pacific for the three months ended August 31, 2014 and the three months ended August 31, 2013 was as follows (in thousands):

	Americas	EMEA	Asia Pacific	Consolidated
Three Months Ended August 31, 2014	\$ 282,138	\$ 103,496	\$ 60,265	\$ 445,899
Three Months Ended August 31, 2013	\$ 237,647	\$ 86,239	\$ 50,537	\$ 374,423

Year-over-year revenue growth rates in U.S. dollars for our three geographical regions were as follows for the three months ended August 31, 2014 and three months ended August 31, 2013:

	Americas	EMEA	Asia Pacific	Consolidated
Three Months Ended August 31, 2014	18.7%	20.0%	19.2%	19.1%
Three Months Ended August 31, 2013	13.6%	29.0%	8.4%	16.1%

Excluding the impact of foreign currency exchange rates, Americas, EMEA and Asia Pacific revenue grew 19.5%, 17.4% and 19.9%, respectively, for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013.

As we expand further within each region, we anticipate revenue growth rates in local currencies to be similar among our geographic regions due to the similarity of products and services offered and the similarity in customer types or classes.

**Gross profit**

Gross profit margin decreased to 84.9% for the three months ended August 31, 2014 from 85.2% for the three months ended August 31, 2013 primarily due to increased staffing cost to support our emerging cloud offerings, such as OpenStack and OpenShift.

**Table of Contents****Gross profit margin by geography**

Gross profit margins by our geographic regions for the three months ended August 31, 2014 and August 31, 2013 were as follows:

	Americas	EMEA	Asia Pacific	Consolidated (1)
Three Months Ended August 31, 2014	85.1%	88.1%	84.3%	84.9%
Three Months Ended August 31, 2013	85.1%	89.7%	83.7%	85.2%

- (1) Consolidated gross margin includes corporate (non-allocated) share-based compensation expense for the three months ended August 31, 2014 and August 31, 2013 of \$3.4 million and \$3.1 million, respectively. For additional information see NOTE 8 Share-based Awards to our Consolidated Financial Statements.

Regional year-over-year variations in gross profit margins are primarily due to slight product mix shifts between subscriptions and services.

As we continue to expand our sales and support services within our geographic regions, we expect gross profit margins across geographic regions to further converge over the long run due to the similarity of products and services offered, similarity in production and distribution methods and the similarity in customer types or classes. These geographic profit margins exclude the impact of share-based compensation expense, which was not allocated to our geographic regions.

**Income from operations**

Operating income was 14.4% and 14.8% of total revenue for the three months ended August 31, 2014 and August 31, 2013, respectively. The decrease in operating income as a percentage of revenue was primarily due to continued investment in new and emerging cloud management technologies and incremental transaction costs related to business combinations. These investments are described further in our analysis of results of operations below.

**Income from operations by geography**

Operating income as a percentage of revenue generated by our geographic regions for the three months ended August 31, 2014 and the three months ended August 31, 2013 was as follows:

	Americas	EMEA	Asia Pacific	Consolidated (1)
Three Months Ended August 31, 2014	21.3%	25.2%	24.4%	14.4%
Three Months Ended August 31, 2013	19.8%	29.0%	26.5%	14.8%

- (1) Consolidated operating income as a percentage of revenue includes corporate (non-allocated) share-based compensation expense for the three months ended August 31, 2014 and August 31, 2013 of \$36.6 million and \$29.9 million, respectively. For additional information, see NOTE 11 Segment Reporting to our Consolidated Financial Statements.

Operating margin for EMEA and Asia Pacific decreased for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013 primarily as a result of increased investments in research and development to support new technologies such as cloud management.

These geographic operating margins exclude the impact of share-based compensation expense, which was not allocated to our geographic segments.

**Cash, cash equivalents, available-for-sale investments in debt securities and cash flow from operations**

Cash, cash equivalents and short-term and long-term available-for-sale investments in debt securities balances at August 31, 2014 totaled \$1.32 billion. Cash generated from operating activities for the three months ended August 31, 2014 totaled \$107.7 million which represents a decrease

of 9.4% in operating cash flow as

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compared to the three months ended August 31, 2013. This decrease is due to the timing of billing and collections and the timing of accounts payable settlements during the same periods.

Our significant cash and investment balances give us a measure of flexibility to take advantage of opportunities such as acquisitions, increasing investment in international areas and repurchasing our common stock.

### **Foreign currency exchange rates impact on results of operations**

Approximately 44.5% of our revenue for the three months ended August 31, 2014 was produced by sales outside the United States. We are exposed to significant risks of foreign currency fluctuation primarily from receivables denominated in foreign currency and are subject to transaction gains and losses, which are recorded as a component of net income. The income statements of our non-U.S. operations are translated into U.S. dollars at the average exchange rates for each applicable month in a period. To the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign-currency-denominated transactions results in increased revenue and operating expenses from operations for our non-U.S. operations. Similarly, our revenue and operating expenses will decrease for our non-U.S. operations if the U.S. dollar strengthens against foreign currencies.

#### *Three Months Ended August 31, 2014*

Using the average foreign currency exchange rates from the second quarter of our prior fiscal year ended February 28, 2014, our revenue and operating expenses from non-U.S. operations for the three months ended August 31, 2014 would have been lower than we reported by approximately \$0.1 million and higher than we reported by approximately \$0.5 million, respectively, which would have resulted in income from operations being lower by \$0.6 million.

#### *Six Months Ended August 31, 2014*

Using the average foreign currency exchange rates for the six months ended August 31, 2013, our revenue and operating expenses from non-U.S. operations for the six months ended August 31, 2014 would have been lower and higher than we reported by approximately \$0.7 million and \$1.7 million, respectively, which would have resulted in income from operations being lower by \$2.4 million.

### **Business combinations**

#### *eNovance*

On June 24, 2014, we completed our acquisition of all of the shares of eNovance, a provider of open source cloud computing services. The acquisition is intended to assist in advancing our market position in OpenStack, and the addition of eNovance's systems integration capabilities and engineering talent is expected to help meet growing demand for enterprise OpenStack consulting, design and deployment. We incurred approximately \$0.9 million in transaction costs including legal and accounting fees relating to the acquisition. These transaction costs have been expensed as incurred and included in general and administrative expense on our Consolidated Statement of Operations for the three and six months ended August 31, 2014.

#### *Inktank*

On April 30, 2014, we completed our acquisition of all of the shares of Inktank, a provider of scale-out, open source storage systems, whose flagship technology, Inktank Ceph Enterprise, delivers object and block storage software to enterprises deploying public or private clouds. The acquisition is intended to complement our existing GlusterFS-based storage offering. We incurred approximately \$2.0 million in acquisition-related expenses, including legal and accounting fees. These costs have been expensed as incurred and are included in general and administrative expense on our Consolidated Statement of Operations for the six months ended August 31, 2014.



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As a result of the acquisitions of Inktank and eNovance, operating expenses, other than acquisition-related expenses described above, increased by approximately \$7.5 million and \$9.3 million, respectively, for the three months and six months ended August 31, 2014 as compared to the three months and six months ended August 31, 2013. For further discussion, see NOTE 14 Business Combinations to our Consolidated Financial Statements.

On September 18, 2014, we announced the signing of a definitive agreement to acquire all of the shares of FeedHenry for approximately 63.5 million Euros. FeedHenry is a provider of cloud-based enterprise mobile application platforms. The acquisition is intended to expand our portfolio of application development, integration and platform-as-a-service (PaaS) solutions, enabling us to support mobile application development in public and private environments. The acquisition is expected to close in the third quarter of fiscal 2015.

**Table of Contents****RESULTS OF OPERATIONS****Three months ended August 31, 2014 and August 31, 2013**

The following table is a summary of our results of operations for the three months ended August 31, 2014 and August 31, 2013 (in thousands):

	Three Months Ended (Unaudited)		\$ Change	% Change
	August 31, 2014	August 31, 2013		
<b>Revenue:</b>				
Subscriptions	\$ 389,495	\$ 326,692	\$ 62,803	19.2%
Training and services	56,404	47,731	8,673	18.2
Total subscription and training and services revenue	445,899	374,423	71,476	19.1
<b>Cost of subscription and training and services revenue:</b>				
Cost of subscriptions	27,791	23,518	4,273	18.2
As a % of subscription revenue	7.1%	7.2%		
Cost of training and services	39,383	32,062	7,321	22.8
As a % of training and services revenue	69.8%	67.2%		
Total cost of subscription and training and services revenue	67,174	55,580	11,594	20.9
As a % of total revenue	15.1%	14.8%		
Total gross profit	378,725	318,843	59,882	18.8
<b>Operating expense:</b>				
Sales and marketing	174,520	144,596	29,924	20.7
Research and development	95,265	78,299	16,966	21.7
General and administrative	44,713	38,203	6,510	17.0
Facility exit costs		2,171	(2,171)	(100.0)
Total operating expense	314,498	263,269	51,229	19.5
Income from operations	64,227	55,574	8,653	15.6
Interest income	2,010	1,527	483	31.6
Other income (expense), net	(289)	1,196	(1,485)	(124.2)
Income before provision for income taxes	65,948	58,297	7,651	13.1
Provision for income taxes	19,125	17,489	1,636	9.4
Net income	\$ 46,823	\$ 40,808	\$ 6,015	14.7%
Gross profit margin-subscriptions	92.9%	92.8%		
Gross profit margin-training and services	30.2%	32.8%		
Gross profit margin	84.9%	85.2%		
As a % of total revenue:				
Subscription revenue	87.4%	87.3%		
Training and services revenue	12.6%	12.7%		
Sales and marketing expense	39.1%	38.6%		
Research and development expense	21.4%	20.9%		
General and administrative expense	10.0%	10.2%		

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Facility exit costs	%	0.6%
Total operating expenses	70.5%	70.3%
Income from operations	14.4%	14.8%
Income before provision for income taxes	14.8%	15.6%
Net income	10.5%	10.9%
Estimated annual effective income tax rate	29.0%	30.0%

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### **Revenue**

#### *Subscription revenue*

Subscription revenue, which is primarily comprised of direct and indirect sales of Red Hat enterprise offerings, increased by 19.2%, or \$62.8 million, to \$389.5 million for the three months ended August 31, 2014 from \$326.7 million for the three months ended August 31, 2013.

Revenue derived from the sale of subscriptions supporting our Infrastructure-related offerings increased by 15.7%, or \$45.1 million, to \$332.0 million for the three months ended August 31, 2014 from \$286.9 million for the three months ended August 31, 2013 and is primarily due to increases in volumes sold, including additional subscriptions attributable to geographic expansion and the continued migration of enterprises to our open source Linux platform from proprietary operating systems.

Revenue derived from the sale of subscriptions supporting our Application Development-related and other emerging technology offerings increased by 44.5%, or \$17.7 million, to \$57.5 million for the three months ended August 31, 2014 from \$39.8 million for the three months ended August 31, 2013. The increase is primarily due to additional subscriptions for Red Hat JBoss Middleware offerings. We expect the growth rate of revenue derived from our Application Development-related and other emerging technology offerings to exceed the growth rate of revenue derived from our Infrastructure-related offerings as our Application Development-related and other emerging technology offerings continue to gain broader market acceptance in the enterprise IT environment.

#### *Training and services revenue*

Training revenue includes fees paid by our customers for delivery of educational materials and instruction. Services revenue includes fees received from customers for consulting services regarding our offerings, deployment of Red Hat enterprise technologies and for delivery of added functionality to Red Hat enterprise technologies for our major customers and OEM partners. Total training and services revenue increased by 18.2%, or \$8.7 million, to \$56.4 million for the three months ended August 31, 2014 from \$47.7 million for the three months ended August 31, 2013. The increase is primarily due to services revenue which increased by 19.3%, or \$6.8 million, as a result of an increase in consulting engagements driven by increased demand for our open source solutions. Training revenue increased by 15.1%, or \$1.9 million, due to increased training related to the introduction of RHEL 7 and for OpenStack. Combined training and services revenue decreased slightly as a percentage of total revenue to 12.6% for the three months ended August 31, 2014 from 12.7% for the three months ended August 31, 2013.

### **Cost of revenue**

#### *Cost of subscription revenue*

The cost of subscription revenue primarily consists of expenses we incur to support, distribute and package Red Hat enterprise offerings. These costs include labor-related cost to provide technical support, security updates and fixes, as well as costs for fulfillment, physical media, literature, packaging and shipping. Cost of subscription revenue increased by 18.2%, or \$4.3 million, to \$27.8 million for the three months ended August 31, 2014 from \$23.5 million for the three months ended August 31, 2013. The increase is primarily due to the expansion of our technical staff in order to meet the demands of our growing subscriber base for support, security updates and fixes, and includes additional compensation of \$3.4 million. The remaining increase is driven primarily by incremental facilities costs and amortization expense related to technology acquisitions. Gross profit margin on subscriptions increased slightly to 92.9% for the three months ended August 31, 2014 from 92.8% for the three months ended August 31, 2013. As the number of open source technology subscriptions continues to increase, we expect associated support cost will continue to increase, although we anticipate this will occur at a rate slower than that of subscription revenue growth due to economies of scale.

#### *Cost of training and services revenue*

Cost of training and services revenue is mainly comprised of personnel and third-party consulting costs for the design, development and delivery of custom engineering, training courses and professional services provided

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to various types of customers. Cost of training and services revenue increased by 22.8%, or \$7.3 million, to \$39.4 million for the three months ended August 31, 2014 from \$32.1 million for the three months ended August 31, 2013. Costs to deliver our services revenue increased by 26.1%, or \$6.6 million, and relate to additional employee compensation and travel associated with additions to our emerging technologies staff. Total costs to deliver training and services as a percentage of training and services revenue was 69.8% and 67.2% for each of the three month periods ended August 31, 2014 and August 31, 2013, respectively.

**Gross profit**

Gross profit margin decreased to 84.9% for the three months ended August 31, 2014 from 85.2% for the three months ended August 31, 2013 due to an increase in staffing costs to support our emerging cloud offerings, such as OpenStack and OpenShift.

**Operating expenses***Sales and marketing*

Sales and marketing expense consists primarily of salaries and other related costs for sales and marketing personnel, sales commissions, travel, public relations and marketing materials and trade shows. Sales and marketing expense increased by 20.7%, or \$29.9 million, to \$174.5 million for the three months ended August 31, 2014 from \$144.6 million for the three months ended August 31, 2013. This increase was primarily due to a \$28.1 million increase in selling costs, which includes \$23.8 million of additional employee compensation expense attributable to the expansion of our sales force from the prior year and \$1.1 million related to travel. The remaining increase relates to marketing costs, which grew 4.9%, or \$1.8 million, for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013. As a result of expanded sales staffing, sales and marketing expense increased as a percentage of revenue to 39.1% for the three months ended August 31, 2014 from 38.6% for the three months ended August 31, 2013.

*Research and development*

Research and development expense consists primarily of personnel and related costs for development of software technologies and systems management offerings. Research and development expense increased by 21.7%, or \$17.0 million, to \$95.3 million for the three months ended August 31, 2014 from \$78.3 million for the three months ended August 31, 2013. The increase in research and development costs primarily resulted from the expansion of our engineering group as a result of both direct hires and business combinations as we continue investing in cloud management and our other emerging technologies. Employee compensation increased by \$13.2 million. The remaining increase in research and development costs relates primarily to process and technology infrastructure enhancements, which increased \$1.7 million. Research and development expense was 21.4% and 20.9% of total revenue for the three months ended August 31, 2014 and August 31, 2013, respectively.

*General and administrative*

General and administrative expense consists primarily of personnel and related costs for general corporate functions, including information systems, finance, accounting, legal, human resources and facilities expense. General and administrative expense increased by 17.0%, or \$6.5 million, to \$44.7 million for the three months ended August 31, 2014 from \$38.2 million for the three months ended August 31, 2013. The increase in general and administrative expenses results from increased compensation-related expense of \$3.9 million. The remaining increase includes \$0.9 million of transaction costs related to business combinations. General and administrative expense decreased as a percentage of revenue to 10.0% for the three months ended August 31, 2014 from 10.2% for the three months ended August 31, 2013. We expect general and administrative costs to decrease as a percentage of total revenue as we continue to realize and leverage benefits from investments made during the prior fiscal year in process and technology infrastructure enhancements to support our corporate functions.

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### **Interest income**

Interest income increased by 31.6%, or \$0.5 million, for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013. The increase in interest income for the three months ended August 31, 2014 is attributable to slightly higher prevailing yields earned on larger cash and investment balances.

### **Other income (expense), net**

Other income (expense), net decreased by 124.2%, or \$1.5 million, for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013. The decrease is primarily due to both realized net losses recognized from the settlement of foreign currency transactions and the unrealized net losses recognized from the remeasurement of foreign currency transactions not yet settled during the three months ended August 31, 2014.

### **Income taxes**

During the three months ended August 31, 2014, we recorded \$19.1 million of income tax expense, which is based on an estimated annual effective tax rate of 29%. Our estimated annual effective tax rate of 29% is less than the U.S. federal statutory rate of 35% primarily due to foreign income taxed at lower rates.

During the three months ended August 31, 2013, we recorded \$17.5 million of income tax expense, which was based on a then estimated annual effective tax rate of 30%. Our estimated annual effective tax rate of 30% was less than the U.S. federal statutory rate of 35% primarily due to foreign income taxed at lower rates and research tax credits.

**Table of Contents****Six months ended August 31, 2014 and August 31, 2013**

The following table is a summary of our results of operations for the six months ended August 31, 2014 and August 31, 2013 (in thousands):

	Six Months Ended (Unaudited)		\$ Change	% Change
	August 31, 2014	August 31, 2013		
<b>Revenue:</b>				
Subscriptions	\$ 761,462	\$ 642,509	\$ 118,953	18.5%
Training and services	108,191	95,173	13,018	13.7
Total subscription and training and services revenue	869,653	737,682	131,971	17.9
<b>Cost of subscription and training and services revenue:</b>				
Cost of subscriptions	55,551	46,893	8,658	18.5
As a % of subscription revenue	7.3%	7.3%		
Cost of training and services	76,066	64,744	11,322	17.5
As a % of training and services revenue	70.3%	68.0%		
Total cost of subscription and training and services revenue	131,617	111,637	19,980	17.9
As a % of total revenue	15.1%	15.1%		
Total gross profit	738,036	626,045	111,991	17.9
<b>Operating expense:</b>				
Sales and marketing	351,358	287,040	64,318	22.4
Research and development	185,204	152,100	33,104	21.8
General and administrative	86,284	72,537	13,747	19.0
Facility exit costs		2,171	(2,171)	(100.0)
Total operating expense	622,846	513,848	108,998	21.2
Income from operations	115,190	112,197	2,993	2.7
Interest income	3,852	3,029	823	27.2
Other income, net	68	772	(704)	(91.2)
Income before provision for income taxes	119,110	115,998	3,112	2.7
Provision for income taxes	34,542	34,799	(257)	(0.7)
Net income	\$ 84,568	\$ 81,199	\$ 3,369	4.1%
Gross profit margin-subscriptions	92.7%	92.7%		
Gross profit margin-training and services	29.7%	32.0%		
Gross profit margin	84.9%	84.9%		
<b>As a % of total revenue:</b>				
Subscription revenue	87.6%	87.1%		
Training and services revenue	12.4%	12.9%		
Sales and marketing expense	40.4%	38.9%		
Research and development expense	21.3%	20.6%		
General and administrative expense	9.9%	9.8%		
Facility exit costs	%	0.3%		
Total operating expenses	71.6%	69.7%		

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Income from operations	13.2%	15.2%
Income before provision for income taxes	13.7%	15.7%
Net income	9.7%	11.0%
Estimated annual effective income tax rate	29.0%	30.0%



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### **Revenue**

#### *Subscription revenue*

Subscription revenue increased by 18.5%, or \$119.0 million, to \$761.5 million for the six months ended August 31, 2014 from \$642.5 million for the six months ended August 31, 2013.

Revenue derived from the sale of subscriptions supporting our Infrastructure-related offerings increased by 15.0%, or \$84.9 million, to \$651.0 million for the six months ended August 31, 2014 from \$566.1 million for the six months ended August 31, 2013 and is primarily due to increases in volumes sold, including additional subscriptions attributable to geographic expansion and the continued migration of enterprises to our open source Linux platform from proprietary operating systems.

Revenue derived from the sale of subscriptions supporting our Application Development-related and other emerging technology offerings increased by 44.6%, or \$34.1 million, to \$110.4 million for the six months ended August 31, 2014 from \$76.4 million for the six months ended August 31, 2013. The increase is primarily due to additional subscriptions for Red Hat JBoss Middleware offerings.

#### *Training and services revenue*

Total training and services revenue increased by 13.7%, or \$13.0 million, to \$108.2 million for the six months ended August 31, 2014 from \$95.2 million for the six months ended August 31, 2013. The increase is primarily due to services revenue which increased by 16.5%, or \$11.4 million, as a result of an increase in consulting engagements driven by increased demand for our open source solutions. Combined training and services revenue decreased as a percentage of total revenue to 12.4% for the six months ended August 31, 2014 from 12.9% for the six months ended August 31, 2013.

### **Cost of revenue**

#### *Cost of subscription revenue*

Cost of subscription revenue increased by 18.5%, or \$8.7 million, to \$55.6 million for the six months ended August 31, 2014 from \$46.9 million for the six months ended August 31, 2013. The increase is primarily due to the expansion of our technical staff in order to meet the demands of our growing subscriber base for support, security updates and fixes, and includes additional compensation of \$6.7 million. The remaining increase is driven primarily by incremental facilities costs and amortization expense related to technology acquisitions. Gross profit margin on subscriptions was 92.7% for each of the six months ended August 31, 2014 and August 31, 2013. As the number of open source technology subscriptions continues to increase, we expect associated support cost will continue to increase, although we anticipate this will occur at a rate slower than that of subscription revenue growth due to economies of scale.

#### *Cost of training and services revenue*

Cost of training and services revenue increased by 17.5%, or \$11.3 million, to \$76.1 million for the six months ended August 31, 2014 from \$64.7 million for the six months ended August 31, 2013. Costs to deliver our services revenue increased by 20.9%, or \$10.6 million, and relate to additional employee compensation and travel associated with additions to our emerging technologies staff. Total costs to deliver training and services as a percentage of training and services revenue was 70.3% and 68.0% for each of the six month periods ended August 31, 2014 and August 31, 2013, respectively.

### **Gross profit**

Gross profit margin was 84.9% for each of the six months ended August 31, 2014 and August 31, 2013. A favorable mix shift, which increased subscription sales relative to total sales was offset by an increase in staffing costs to support our emerging cloud offerings, such as OpenStack and OpenShift.

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### **Operating expenses**

#### *Sales and marketing*

Sales and marketing expense increased by 22.4%, or \$64.3 million, to \$351.4 million for the six months ended August 31, 2014 from \$287.0 million for the six months ended August 31, 2013. This increase was primarily due to a \$51.9 million increase in selling costs, which includes \$41.0 million of additional employee compensation expense attributable to the expansion of our sales force from the prior year and \$3.9 million related to travel. The remaining increase relates to marketing costs, which grew 17.6%, or \$12.4 million, for the six months ended August 31, 2014 as compared to the six months ended August 31, 2013. As a result of expanded sales staffing, sales and marketing expense increased as a percentage of revenue to 40.4% for the six months ended August 31, 2014 from 38.9% for the six months ended August 31, 2013.

#### *Research and development*

Research and development expense increased by 21.8%, or \$33.1 million, to \$185.2 million for the six months ended August 31, 2014 from \$152.1 million for the six months ended August 31, 2013. The increase in research and development costs primarily resulted from the expansion of our engineering group as a result of both direct hires and business combinations as we continue investing in cloud management and our other emerging technologies. Employee compensation increased by \$24.9 million. The remaining increase in research and development costs relates primarily to process and technology infrastructure enhancements, which increased \$4.4 million. Research and development expense was 21.3% and 20.6% of total revenue for the six months ended August 31, 2014 and August 31, 2013, respectively.

#### *General and administrative*

General and administrative expense increased by 19.0%, or \$13.7 million, to \$86.3 million for the six months ended August 31, 2014 from \$72.5 million for the six months ended August 31, 2013. The increase in general and administrative expenses results from increased compensation-related expense of \$5.2 million. The remaining increase includes \$2.9 million of transaction costs related to business combinations and \$4.2 million related to increased facilities costs. Primarily as a result of the incremental costs related to facilities and business combinations, general and administrative expense increased as a percentage of revenue to 9.9% for the six months ended August 31, 2014 from 9.8% for the six months ended August 31, 2013. We expect general and administrative costs to decrease as a percentage of total revenue as we continue to realize and leverage benefits from investments made during the prior fiscal year in process and technology infrastructure enhancements to support our corporate functions.

### **Interest income**

Interest income increased by 27.2%, or \$0.8 million, for the six months ended August 31, 2014 as compared to the six months ended August 31, 2013. The increase in interest income for the six months ended August 31, 2014 is attributable to slightly higher yields earned on larger cash and investment balances.

### **Other income**

Other income decreased by 91.2%, or \$0.7 million, for the six months ended August 31, 2014 as compared to the six months ended August 31, 2013. The decrease is primarily due to both realized net losses recognized from the settlement of foreign currency transactions and unrealized net losses recognized from the remeasurement of foreign currency transactions not yet settled during the six months ended August 31, 2014.

### **Income taxes**

During the six months ended August 31, 2014, we recorded \$34.5 million of income tax expense, which is based on an estimated annual effective tax rate of 29%. Our estimated annual effective tax rate of 29% is less than the U.S. federal statutory rate of 35% primarily due to foreign income taxed at lower rates.

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During the six months ended August 31, 2013, we recorded \$34.8 million of income tax expense, which was based on a then estimated annual effective tax rate of 30%. Our estimated annual effective tax rate of 30% was less than the U.S. federal statutory rate of 35% primarily due to foreign income taxed at lower rates and research tax credits.

### **LIQUIDITY AND CAPITAL RESOURCES**

We derive our liquidity and operating capital primarily from cash flows from operations. Historically, we also received cash from the sale of equity securities, including private sales of preferred stock and the sale of common stock in our initial and follow-on public offerings, and the issuance of convertible debentures. At August 31, 2014, we had total cash and investments of \$1.32 billion, which was comprised of \$585.4 million in cash and cash equivalents, \$217.6 million of short-term, available-for-sale, fixed-income investments and \$513.9 million of long-term, available-for-sale fixed-income investments. This compares to total cash and investments of \$1.49 billion at February 28, 2014.

With \$585.4 million in cash and cash equivalents on hand, we believe our cash and cash equivalent balances, together with our ability to generate additional cash from operations, should be sufficient to satisfy our cash requirements for the next twelve months and for the foreseeable future. However, we may take advantage of favorable capital market conditions that may arise from time to time to raise additional capital. We presently do not intend to liquidate our short- and long-term investments in debt securities prior to their scheduled maturity dates. However, in the event that we liquidate these investments prior to their scheduled maturities and there are adverse changes in market interest rates or the overall economic environment, we could be required to recognize a realized loss on those investments when we liquidate those investments. At August 31, 2014 and February 28, 2014, net accumulated unrealized gains on our available-for-sale debt securities totaled \$0.5 million.

#### **Six months ended August 31, 2014**

##### *Cash flows overview*

At August 31, 2014, cash and cash equivalents totaled \$585.4 million, a decrease of \$61.4 million as compared to February 28, 2014. The decrease in cash and cash equivalents for the six months ended August 31, 2014 is primarily the result of the acquisitions of Inktank and eNovance, which included net cash consideration of \$217.8 million, and the repurchase of 3,043,202 shares of our common stock for \$160.1 million. Partially offsetting cash used in investing and financing activities was cash provided by operations which generated \$272.4 million for the six months ended August 31, 2014. Net cash generated by operating activities and used for investing and financing activities is further described below.

##### *Cash flows from operations*

Cash provided by operations of \$272.4 million during the six months ended August 31, 2014 includes net income of \$84.6 million, adjustments to exclude the impact of non-cash revenues and expenses, which totaled a \$111.9 million net source of cash, and changes in operating assets and liabilities, which totaled a \$76.0 million net source of cash. Cash provided by changes in operating assets and liabilities for the six months ended August 31, 2014 was primarily the result of collections on our prior quarters' billings which generated operating cash flow of \$78.2 million. These collections were partially offset by a reduction in deferred revenue of \$26.0 million for the six months ended August 31, 2014 which corresponds to our typical, seasonal first and second quarter reduction in billings.

##### *Cash flows from investing*

Cash used in investing activities of \$149.6 million for the six months ended August 31, 2014 includes net cash of \$217.8 million used to acquire Inktank and eNovance and investments in property and equipment of

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\$22.9 million, primarily related to leasehold improvements. These business, property and equipment acquisitions were partially offset by proceeds from net maturities of available-for-sale debt securities of \$90.4 million.

### *Cash flows from financing*

Cash used in financing activities of \$177.5 million for the six months ended August 31, 2014 includes \$160.1 million used to repurchase 3,043,202 shares of our common stock. See NOTE 10 Share Repurchase Program to our Consolidated Financial Statements for further discussion of our share repurchase program. Payments made in return for common shares received from employees to satisfy employees' minimum tax withholding obligations related to restricted share awards vesting during the six months ended August 31, 2014 totaled \$17.6 million. Partially offsetting financing activities using cash were proceeds from excess tax benefits related to share-based employee compensation which totaled \$1.4 million.

### **Investments in debt securities**

Our investments are comprised primarily of debt securities that are classified as available for sale and recorded at their fair market values. At August 31, 2014 and February 28, 2014, the vast majority of our investments were priced with the assistance of pricing vendors. These pricing vendors use the most recent observable market information in pricing these securities or, if specific prices are not available for these securities, use other observable inputs. In the event observable inputs are not available, we assess other factors to determine the securities' market value, including broker quotes or model valuations. Independent price verifications of all of our holdings are performed by the pricing vendors, which we review. In the event a price fails a pre-established tolerance check, it is researched so that we can assess the cause of the variance to determine what we believe is the appropriate fair market value.

### **Capital requirements**

We have experienced a substantial increase in our operating expenses since our inception in connection with the growth of our operations, the development of our enterprise technologies, the expansion of our services operations and our acquisition activity. Our capital requirements during the fiscal year ending February 28, 2015 will depend on numerous factors, including the amount of resources we devote to:

funding the continued development of our enterprise offerings;

improving and extending our services and the technologies used to market and deliver these services to our customers and support our business;

pursuing strategic acquisitions and alliances;

investing in or acquiring businesses, products and technologies; and

investing in enhancements to the systems we use to run our business and the expansion of our office facilities.

We have utilized, and will continue from time to time to utilize, cash and investments to fund, among other potential uses, purchases of our common stock, purchases of fixed assets, purchases of intangible assets (primarily patents) and mergers and acquisitions. Given our historically strong operating cash flow and the \$1.32 billion of cash and investments held at August 31, 2014, we believe our cash and cash equivalent balances, together with our ability to generate additional cash from operations, should be sufficient to satisfy our cash requirements for the next twelve months and for the foreseeable future. However, we may take advantage of favorable capital market conditions that may arise from time to time to raise additional capital.

We believe that cash flows from operations will continue to improve; however, there can be no assurances that we will improve our cash flows from operations from the current rate or that such cash flows will be adequate to fund other investments or acquisitions that we may choose to make or that cash may be located in or



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generated in the appropriate geography where we can effectively use such cash. We may choose to accelerate the expansion of our business from our current plans, which may require us to raise additional funds through the sale of equity or debt securities or through other financing means. There can be no assurances that any such financing would occur in amounts or on terms favorable to us, if at all.

As of August 31, 2014, our cash, cash equivalents and available-for-sale investment securities totaled \$1.32 billion, of which \$739.2 million was held outside the U.S. Our intent is to reinvest the earnings of foreign subsidiaries indefinitely outside the U.S. to fund both organic growth and acquisitions. For further discussion related to geographic segments, see NOTE 11 Segment Reporting to our Consolidated Financial Statements.

With \$577.8 million or 43.9% of our available cash, cash equivalents and available-for-sale investments, as of August 31, 2014, held within the U.S., we do not anticipate a need to repatriate any foreign earnings for the foreseeable future. However, if cash held outside the U.S. were needed to fund our U.S. operations, under current tax law we would be subject to additional taxes on the portion related to repatriated earnings of our foreign subsidiaries. As of February 28, 2014, cumulative undistributed foreign earnings totaled \$296.4 million. For further discussion, see NOTE 11 Income Taxes to our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended February 28, 2014.

**Off-balance sheet arrangements**

As of August 31, 2014 and February 28, 2014, we have no off-balance sheet financing arrangements and do not utilize any structured debt , special purpose or similar unconsolidated entities for liquidity or financing purposes.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to the impact of interest rate changes, foreign currency exchange rate fluctuations and changes in the market value of our investments.

**Interest rate risk**

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio. The primary objective of our investment activities is to preserve principal and liquidity while at the same time maximizing yields without significantly increasing risk. To achieve this objective, we maintain our portfolio of short-term and long-term investments in a variety of available-for-sale fixed and floating rate debt securities, including both government and corporate obligations and money market funds. Investments in both fixed rate and floating rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in prevailing interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income related to these securities may fall short of expectations due to changes in interest rates, or we may suffer losses in principal if forced to sell securities which have declined in market value due to changes in interest rates or perceived credit risk related to the securities issuers. A hypothetical one-half percentage point change in interest rates, assuming a parallel shift of all interest rates, would result in an approximate \$0.5 million change in annual interest income derived from investments in our portfolio as of August 31, 2014. For further discussion related to our investments as of August 31, 2014 and February 28, 2014, see NOTE 6 Assets and Liabilities Measured at Fair Value on a Recurring Basis to our Consolidated Financial Statements.

**Investment risk**

The fair market value of our available-for-sale investment portfolio is subject to interest rate risk. Based on a sensitivity analysis performed on this investment portfolio, a hypothetical one percentage point increase in prevailing interest rates would result in an approximate \$12.1 million decrease in the fair value of our available-for-sale investment securities as of August 31, 2014. For further discussion related to our investments as of August 31, 2014 and February 28, 2014, see NOTE 6 Assets and Liabilities Measured at Fair Value on a Recurring Basis to our Consolidated Financial Statements.

**Credit risk**

*Investments in debt and equity securities*

The fair market values of our investment portfolio and cash balances are exposed to counterparty credit risk. Accordingly, while we periodically review our portfolio in an effort to mitigate counterparty risk, the principal values of our cash balances, money market accounts and investments in available-for-sale securities could suffer a loss of value.

*Accounts receivable*

Two customers individually accounted for approximately 12% and 10%, respectively, of our total accounts receivable as of August 31, 2014. No individual customer accounted for 10% or more of our total accounts receivable as of February 28, 2014.

**Foreign currency risk**

Approximately 44.5% of our revenue for the three months ended August 31, 2014 was produced by sales outside the United States. We are exposed to significant risks of foreign currency fluctuation primarily from receivables denominated in foreign currency and are subject to transaction gains and losses, which are recorded as a component of net income. The income statements of our non-U.S. operations are translated into U.S. dollars

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at the average exchange rates for each applicable month in a period. To the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign currency statements results in increased revenue and operating expenses for our non-U.S. operations. Similarly, our revenue and operating expenses for our non-U.S. operations decreases if the U.S. dollar strengthens against foreign currencies.

Using the average foreign currency exchange rates from the second quarter of our prior fiscal year ended February 28, 2014, our revenue and operating expenses from non-U.S. operations for the three months ended August 31, 2014 would have been lower and higher than we reported by approximately \$0.1 million and \$0.5 million, respectively, which would have resulted in income from operations being lower by \$0.6 million.

Using the average foreign currency exchange rates for the six months ended August 31, 2013, our revenue and operating expenses from non-U.S. operations for the six months ended August 31, 2014 would have been lower and higher than we reported by approximately \$0.7 million and \$1.7 million, respectively, which would have resulted in income from operations being lower by \$2.4 million.

## **Derivative instruments**

We transact business in various foreign countries and are, therefore, subject to risk of foreign currency exchange rate fluctuations. From time to time we enter into forward contracts to economically hedge transactional exposure associated with commitments arising from trade accounts receivable, trade accounts payable and fixed purchase obligations denominated in a currency other than the functional currency of the respective operating entity. All derivative instruments are recorded on the Consolidated Balance Sheets at their respective fair market values. We have elected not to prepare and maintain the documentation required to qualify our forward contracts for hedge accounting treatment and, therefore, changes in fair value are recorded in our Consolidated Statements of Operations. For further discussion related to our management of foreign currency risk see NOTE 7 Derivative Instruments to our Consolidated Financial Statements.

The aggregate notional amount of outstanding forward contracts at August 31, 2014 was \$22.2 million. The fair value of these outstanding contracts at August 31, 2014 was a gross less than \$0.1 million asset and a gross \$0.1 million liability, and is recorded in Other current assets and Accounts payable and accrued expenses, respectively, on our Consolidated Balance Sheets. The forward contracts generally expire within three months of the period ended August 31, 2014. The forward contracts will settle in Australian dollars, Euros, Japanese yen, Norwegian krona, Singapore dollars, Swedish krona, Swiss francs and U.S. dollars.

The aggregate notional amount of outstanding forward contracts at February 28, 2014 was \$28.3 million. The fair value of these outstanding contracts at February 28, 2014 was a gross \$0.1 million asset and a gross less than \$0.1 million liability, and is recorded in Other current assets and Accounts payable and accrued expenses, respectively, on our Consolidated Balance Sheets. The forward contracts generally expired within three months of the period ended February 28, 2014. The forward contracts settled in Argentine pesos, Australian dollars, Chilean pesos, Czech koruna, Danish krone, Euros, Israeli shekels, Japanese yen, Korean won, Norwegian krona, Singapore dollars, Swedish krona, Swiss francs, and U.S. dollars.

## **RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2014, the FASB issued Accounting Standards Update 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period* ( ASU 2014-12 ). The FASB issued ASU 2014-12 to provide explicit guidance for share-based awards which allow for an employee to vest in an award upon achievement of a performance condition met after completion of a requisite service period regardless of whether the employee is rendering service on the date the performance target is achieved. ASU 2014-12 provides that the performance target should not be reflected in estimating the grant-date fair value of the award but rather compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and



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recognized prospectively over the remaining requisite service period. This guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and is effective for us as of the first quarter of fiscal year 2017. We have not issued such share-based awards and do not believe that this updated standard will have a material impact on our consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers* ( ASU 2014-09 ). The FASB issued ASU 2014-09 to clarify the principles for recognizing revenue and to develop a common revenue standard for GAAP and International Financial Reporting Standards. The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes the most current revenue recognition guidance. This guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2016, which is effective for us as of the first quarter of fiscal year 2018. We are currently evaluating the impact that the implementation of this standard will have on our consolidated financial statements.

In July 2013, the FASB issued Accounting Standards Update No. 2013-11, *Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* ( ASU 2013-11 ), to eliminate diversity in practice of presenting unrecognized tax benefits as a liability or presenting unrecognized tax benefits as a reduction of a deferred tax asset for a net operating loss or tax credit carryforward in certain circumstances by requiring that an unrecognized tax benefit be presented in the financial statements as a reduction to deferred tax assets excluding certain exceptions. ASU 2013-11 became effective for us during the three months ended May 31, 2014. The updated standard did not have a material impact on our consolidated financial statements.

In March 2013, the FASB issued Accounting Standards Update No. 2013-05, *Foreign Currency Matters (Topic 830) Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity* ( ASU 2013-05 ), which requires a parent entity to release a related foreign entity's cumulative translation adjustment into net income only if its sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. ASU 2013-05 became effective for us during the three months ended May 31, 2014. The updated standard did not have a material impact on our consolidated financial statements.

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**ITEM 4. CONTROLS AND PROCEDURES**

**Role of Controls and Procedures**

Our management, including our chief executive officer and chief financial officer, does not expect that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) or our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of the controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error and mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of effectiveness of controls and procedures to future periods are subject to the risk that the controls and procedures may become inadequate because of changes in conditions, or that the degree of compliance with the controls and procedures may have deteriorated.

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective at a reasonable assurance level.

**Changes in Internal Control Over Financial Reporting**

No changes in our internal control over financial reporting occurred during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II**

**ITEM 1. LEGAL PROCEEDINGS**

The Company experiences routine litigation in the normal course of its business, including patent litigation. The Company presently believes that the outcome of this routine litigation will not have a material adverse effect on its financial position, results of operations or cash flows.

**ITEM 1A. RISK FACTORS**

*Set forth below are certain risks and cautionary statements, which supplement other disclosures in this report. Please carefully consider the following risks and cautionary statements. If any of the following risks occur, our business, financial condition, operating results and cash flows could be materially adversely affected.*

**RISKS RELATED TO BUSINESS UNCERTAINTY**

**We face intense competition.**

The enterprise software industry is rapidly evolving and intensely competitive, and is subject to changing technologies, shifting customer needs, and frequent introductions of new products and services. We compete based on our ability to provide our customers with enterprise software offerings that best meet their needs at a compelling price. We expect that competition will continue to be intense, and there is a risk that our competitors' products may provide better performance or include additional features when compared to our offerings. Competitive pressures could also affect the prices we may charge or the demand for our offerings, resulting in reduced profit margins and loss of market share.

Our current and potential competitors range from large and well-established companies to emerging start-ups. Some of our competitors have significantly greater financial resources and name recognition, larger development and sales staffs and more extensive marketing and distribution capabilities. Certain competitors also bundle hardware and software offerings, making it more difficult for us to penetrate their customer bases. As the enterprise software industry evolves, the competitive pressure for the Company to innovate encompasses a wider range of products and services, including new offerings that require different expertise than our current offerings. Some competitors may be able to innovate and provide products and services faster than we can.

Industry consolidation may affect competition by creating larger and potentially stronger competitors in the markets in which we compete. We also compete in certain areas with our partners and potential partners, and this may adversely impact our relationship with an individual partner or a number of partners.

Our efforts to compete effectively may not be sufficient, which may adversely affect our business, financial condition, operating results and cash flows.

**Our continued success depends on our ability to adapt to a rapidly changing industry. Investment in new offerings, business strategies and initiatives could disrupt our ongoing business and may present risks not originally contemplated.**

We operate in highly competitive markets that are characterized by rapid technological change and frequent new product and service announcements. Our continued success will depend on our ability to adapt to rapidly changing technologies, to adapt our offerings to evolving industry standards, to predict user preferences and industry changes and to improve the performance and reliability of our offerings. Our failure to adapt to such changes could harm our business. In addition, the widespread adoption of other technological changes could require substantial expenditures on our part to modify or adapt our offerings or infrastructure. Delays in developing, completing or delivering new or enhanced offerings and technologies could result in delayed or

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reduced revenue for those offerings and could also adversely affect customer acceptance of those offerings and technologies. The success of new and enhanced offering introductions depends on several factors, including our ability to invest significant resources in research and development in order to enhance our existing offerings and introduce new offerings in a timely manner, successfully promote the offerings, manage the risks associated with the offerings, make sufficient resources available to support the offerings and address any quality or other defects in the early stages of introduction.

Moreover, we believe that our continued success depends on our investing in new business strategies or initiatives that complement our strategic direction and technology road map. Such endeavors may involve significant risks and uncertainties, including distraction of management's attention away from other business operations, and insufficient revenue generation to offset liabilities and expenses undertaken with such strategies and initiatives. Because these endeavors may be inherently risky, no assurance can be given that such endeavors will not adversely affect our business, financial condition, operating results and cash flows.

### **If we fail to continue to establish and maintain strategic relationships with industry-leading companies, we may not be able to attract and retain a larger customer base.**

Our success depends in part on our ability to continue to establish and maintain strategic relationships with industry-leading cloud providers, enterprise solution providers, hardware manufacturers, and software vendors, such as Amazon.com, Inc., Cisco Systems, Inc., Dell Inc., Fujitsu Limited, Hewlett-Packard Co., International Business Machines Corporation, NEC Corporation, Oracle Corporation, SAP AG and others. Many of these strategic partners have engineered and certified that their products and services run on or with our offerings, and in some cases have built their products using our offerings. We may not be able to maintain these relationships or replace them on attractive terms in the future. Some of our strategic partners offer competing products and services. As a result of these factors, many of the companies with which we have strategic alliances may choose to pursue alternative technologies and develop alternative products and services in addition to or in lieu of our offerings, either on their own or in collaboration with others, including our competitors. Moreover, we cannot guarantee that the companies with which we have strategic relationships will market our offerings effectively or continue to devote the resources necessary to provide us with effective sales, marketing and technical support. As our agreements with strategic partners terminate or expire, we may be unable to renew or replace these agreements on comparable terms, or at all.

### **We rely, to a significant degree, on indirect sales channels for the distribution of our offerings, and disruption within these channels could adversely affect our business, financial condition, operating results and cash flows.**

We use a variety of different indirect distribution methods for our offerings, including channel partners, such as certified cloud providers, distributors, hardware original equipment manufacturers (OEMs), and resellers. A number of these partners in turn distribute via their own networks of channel partners with whom we have no direct relationship. These relationships allow us to offer our technologies to a much larger customer base than we would otherwise be able through our direct sales and marketing efforts.

We rely, to a significant degree, on each of our channel partners to select, screen and maintain relationships with its distribution network and to distribute our offerings in a manner that is consistent with applicable regulatory requirements and Red Hat's quality standards. Our channel partners may offer their own products and services that are competitive with our offerings or may not distribute and market our offerings effectively. Moreover, our existing channel partner relationships do not, and any future channel partner relationships may not, afford us any exclusive marketing or distribution rights. In addition, if a channel partner is acquired by a competitor or its business units are reorganized or divested, our revenue derived from that partner may be adversely impacted.

Recruiting and retaining qualified channel partners and training them in the use of our enterprise technologies requires significant time and resources. If we fail to devote sufficient resources to support and expand our network of channel partners, our business may be adversely affected. In addition, because we rely on

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channel partners for the indirect distribution of our enterprise technologies, we may have little or no contact with the ultimate end-users of our technologies, thereby making it more difficult for us to establish brand awareness, ensure proper delivery and installation of our software, support ongoing customer requirements, estimate end-user demand, respond to evolving customer needs and obtain subscription renewals from end-users.

If our indirect distribution channel is disrupted, we may be required to devote more resources to distribute our offerings directly and support our customers, which may not be as effective and could lead to higher costs, reduced revenue and growth that is slower than expected.

### **The duration and extent of economic downturns, regional financial instability, and economic and market conditions generally could adversely affect our business, financial condition, operating results and cash flows.**

Economic weakness and uncertainty, tightened credit markets and constrained IT spending from time to time contribute to slowdowns in the technology industry, as well as in the customer segments and geographic regions in which we operate, which may result in reduced demand and increased price competition for our offerings. Our operating results in one or more geographic regions or customer segments may also be affected by uncertain or changing economic conditions within that region or segment. Continuing uncertainty about future economic conditions may, among other things, negatively impact our current and prospective customers and result in delays or reductions in technology purchases or lengthen our sales cycle. Adverse economic conditions also may negatively impact our ability to obtain payment for outstanding debts owed to us by our customers or other parties with whom we do business. In addition, these conditions may impact our investment portfolio, and we could determine that some of our investments have experienced an other-than-temporary decline in fair value, requiring an impairment charge that could adversely impact our financial condition and operating results. Also, these conditions may make it more difficult to forecast operating results. If global economic conditions, or economic conditions in the U.S., Europe, Asia or in other key geographic regions or customer segments, remain uncertain or persist, spread or deteriorate further, current and prospective customers may delay or reduce their IT spending, which could adversely affect our business, financial condition, operating results and cash flows.

### **We have entered into and may continue to enter into or seek to enter into business combinations and acquisitions, which may be difficult to complete and integrate, disrupt our business, divert management's attention, adversely affect our business, financial condition, operating results and cash flows and dilute stockholder value.**

As part of our business strategy, we have in the past entered into business combinations and acquisitions, and we may continue to do so in the future. These types of transactions can increase the expense of running our business and present significant challenges and risks, including:

Integrating the acquired business' accounting, financial reporting, management, information and information security, human resource and other administrative systems to permit effective management and reporting, and the lack of control if such integration is delayed or not implemented;

Gathering full information regarding a business or technology prior to a transaction, including the identification and assessment of liabilities, claims or other circumstances that could result in litigation or regulatory exposure, unfavorable accounting treatment, unexpected tax implications and other adverse effects on our business;

Increased operating expenses related to the acquired business or technology;

Maintaining or establishing acceptable standards, controls, procedures and policies;

Disruption of our ongoing business and distraction of management;

Impairment of relationships with our employees, partners or customers as a result of any integration of new management and other personnel, products or technology or as a result of the changes in the competitive landscape affected by the transaction;



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Maintaining good relationships with customers or business partners of the acquired business;

Effective evaluation of talent at an acquired business or cultural challenges associated with integrating employees from the acquired business into our organization;

Loss of key employees of the acquired business;

Incorporating and further developing acquired products or technology into our offerings and maintaining quality standards consistent with our brands;

Achieving the expected benefits of the transaction;

Expenses related to the transaction;

Claims and liabilities we may assume from the acquired business or technology, or that are otherwise related to the transaction;

Entering into new markets in which we have little or no experience or in which competitors may have stronger market positions;

Impairment of intangible assets and goodwill acquired in transactions; and

For foreign transactions, additional risks related to the integration of operations across different cultures and languages, and the economic, political, compliance and regulatory risks associated with specific countries.

There can be no assurance that we will manage these challenges and risks successfully. Moreover, if we are not successful in completing transactions that we have pursued or may pursue, our business may be adversely affected, and we may incur substantial expenses and divert significant management time and resources. In addition, in pursuing and completing such transactions, we could use substantial portions of our available cash as all or a portion of the purchase price for these transactions or as retention incentives to employees of the acquired business, or we may incur substantial debt. We could also issue additional securities as all or a portion of the purchase price for these transactions or as retention incentives to employees of the acquired business, which could cause our stockholders to suffer significant dilution. Any transaction may not generate additional revenue or profit for us, or may take longer to do so than expected, which may adversely affect our business, financial condition, operating results and cash flows.

**If we fail to effectively manage our growth, our business, financial condition, operating results and cash flows could be adversely affected.**

We have expanded our operations rapidly in recent years. For example, our total revenue increased from \$1.33 billion for the fiscal year ended February 28, 2013 to \$1.53 billion for the fiscal year ended February 28, 2014. Moreover, the total number of our employees increased from over 5,600 as of February 28, 2013 to approximately 6,300 as of February 28, 2014. In addition, we continue to explore ways to extend our offerings and geographic reach. Our growth has placed and will likely continue to place a strain on our management systems, information systems, resources and internal controls. Our ability to successfully provide our offerings and implement our business plan requires adequate information systems and resources, internal controls and oversight from our senior management. As we expand in international markets, these challenges increase as a result of the need to support a growing business in an environment of multiple languages, cultures, customs, legal systems, dispute resolution systems, regulatory systems and commercial practices. As we grow, (i) we may not be able to adequately screen and hire or adequately train, supervise, manage or develop sufficient personnel, and (ii) we may not be able to develop or effectively manage our controls, oversight functions or information systems. If we are unable to effectively manage our growth, our business, financial condition, operating results and cash flows could be adversely affected.





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### **Industry consolidation may lead to increased competition and may adversely affect our business, financial condition, operating results and cash flows.**

There has been a trend of consolidation in the technology industry. We expect this trend to continue as companies attempt to strengthen or hold their market positions in an evolving industry. For example, as the computing, networking, storage, and software technologies that comprise the enterprise data center converge, many companies seek to position themselves as key or single-source vendors providing end-to-end technology solutions for the data center. Also, some of our current and potential competitors have made acquisitions or announced new strategic alliances designed to position them as a key or single-source vendor. As a result of these developments, we face greater competition, including competition from entities that are among our key business partners. This increased competition could adversely affect our business, financial condition, operating results and cash flows.

### **Because of the characteristics of open source software, there are few technology barriers to entry into the open source market by new competitors and it may be relatively easy for competitors, some of which may have greater resources than we have, to enter our markets and compete with us.**

One of the characteristics of open source software is that anyone may modify and redistribute the existing open source software and use it to compete with us. Such competition can develop without the degree of overhead and lead time required by traditional proprietary software companies. It is possible for competitors with greater resources than ours to develop their own open source solutions, potentially reducing the demand for, and putting price pressure on, our offerings. In addition, some competitors make their open source software available for free download and use on an ad hoc basis or may position their open source software as a loss leader. We cannot guarantee that we will be able to compete successfully against current and future competitors or that competitive pressure and/or the availability of open source software will not result in price reductions, reduced operating margins and loss of market share, any one of which could adversely affect our business, financial condition, operating results and cash flows.

### **We may not be able to continue to attract and retain capable management.**

Our future success depends on the continued services and effectiveness of a number of key management personnel, including our CEO. The loss of these individuals, particularly to a competitor, some of which may be in a position to offer greater compensation, could adversely affect our business or stock price.

Our ability to retain key management personnel or hire capable new management personnel as we grow may be challenged to the extent the technology sector performs well and/or if companies with more generous compensation packages or greater perceived growth opportunities compete for the same personnel. In addition, historically we have used share-based compensation as a key component of our compensation packages. Changes in the accounting for share-based compensation could adversely affect our earnings or make it more beneficial for us to use more cash compensation to attract and retain capable personnel. If the price of our common stock falls, the value of our share-based awards to recipients is reduced. Such events, or if we are unable to secure shareholder approval for increases in the number of shares eligible for share-based compensation grants, could adversely affect our ability to successfully attract and retain key management personnel. Effective succession planning is also important to our long-term success. Failure to ensure effective transfer of knowledge and smooth transitions involving key management personnel could hinder our strategic planning and execution.

### **We depend on our key non-management employees, and our inability to attract and retain such employees could adversely affect our business or diminish our brands.**

Competition in our industry for qualified employees, especially technical employees, is intense and our competitors directly target our employees. Our inability to attract and retain key employees could hinder our influence in open source projects and seriously impede our success. Moreover, the loss of these individuals, particularly to a competitor, some of which may be in a position to offer greater compensation, and any resulting loss of customers could reduce our market share and diminish our brands. We have from time to time in the past experienced, and we may experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications.

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A number of our key employees have become, or will become, vested in a significant amount of their equity compensation awards. Employees may be more likely to leave us after a significant portion of their equity compensation awards fully vest, especially if the shares underlying the equity awards have significantly appreciated in value. Additionally, as we grow, there may be less equity compensation to award per employee. If we do not succeed in attracting and retaining key personnel, our business, financial performance, operating results and cash flows may be adversely affected.

**Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity and collaboration fostered by our culture, and our business may be adversely affected.**

We believe that a critical contributor to our success has been our corporate culture, which we believe fosters innovation, creativity and collaboration. As our organization grows, and we are required to implement more complex organizational management structures, we may find it increasingly difficult to maintain these beneficial aspects of our corporate culture. If we are unable to maintain our corporate culture, we may find it difficult to attract and retain motivated employees.

**Our subscription-based business model may encounter customer resistance or we may experience a decline in the demand for our offerings.**

We provide Red Hat enterprise technologies primarily under annual or multi-year subscriptions. A subscription generally entitles a customer to, among other things, a specified level of support, as well as new versions of the software, security updates, fixes, functionality enhancements and upgrades to the technology, if and when available, and compatibility with an ecosystem of certified hardware and software applications. While we believe this practice complies with the requirements of the GNU General Public License, and while we have reviewed this practice with the Free Software Foundation, the organization that maintains and provides interpretations of the GNU General Public License, we may still encounter customer resistance to this distribution model or customers may fail to honor the terms of our subscription agreements. To the extent we are unsuccessful in promoting or defending this distribution model, our business, financial condition, operating results and cash flows could be adversely affected.

Demand for our offerings depends substantially on the general demand for enterprise software, which fluctuates based on numerous factors, including the spending levels and growth of our current and prospective customers, and general economic conditions. In addition, our customers generally undertake a significant evaluation process that may result in a lengthy sales cycle. We spend substantial time, effort, and money on our sales efforts, including developing and implementing appropriate go-to-market strategies and training our sales force and channel partners in order to effectively market new offerings, without any assurance that our efforts will produce any sales. The purchase of our offerings may be discretionary and can involve significant expenditures. If our current and prospective customers cut costs, then they may significantly reduce their enterprise software expenditures.

As technologies and the markets for our enterprise offerings change, our subscription-based business model may no longer meet the needs of our customers. For example, a business model based on annual or multi-year subscriptions may no longer be competitive in an environment where disruptive technologies (such as virtualization and cloud) enable customers to consume computing resources on an hourly basis or for free. We also develop and offer disruptive technologies, which may have an effect on the demand for our subscription-based offerings.

An increased focus on developing and providing virtualization, storage and cloud computing offerings may require a greater focus on marketing more holistic solutions, rather than individual offerings. Consequently, we may need to develop appropriate marketing and pricing strategies for our offerings, our customers' purchasing decisions may become more complex and require additional levels of approval and the duration of sales cycles for our offerings may increase.

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If we are unable to adapt our business model to changes in the marketplace or if demand for our offerings declines, our business, financial condition, operating results and cash flows could be adversely affected.

**If our customers do not renew their subscription agreements with us, or if they renew on less favorable terms, our business, financial results, operating results and cash flows may be adversely affected.**

Our customers may not renew their subscriptions after the expiration of their subscription agreements and in fact, some customers elect not to do so. In addition, our customers may opt for a lower-priced edition of our offerings or for fewer subscriptions. We have limited historical data with respect to rates of customer subscription renewals, so we cannot accurately predict customer renewal rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their level of satisfaction with our services and their ability to continue their operations and spending levels. Government contracts could be subject to future funding that may affect the extension or termination of programs and generally are subject to the right of the government to terminate for convenience or non-appropriation. If we experience a decline in the renewal rates for our customers or they opt for lower-priced editions of our offerings or fewer subscriptions, our business, financial condition, operating results and cash flows may be adversely affected.

**If third-party enterprise hardware and software providers do not continue to make their products and services compatible with our offerings, our software may cease to be competitive and our business, financial condition, operating results and cash flows may be adversely affected.**

The competitive position of our offerings is dependent on their compatibility with products and services of third-party enterprise hardware and software companies. To the extent that a software or hardware vendor might have or develop products and services that compete with ours, the vendor may have an incentive to seek to limit the performance, functionality or compatibility of our offerings when used with one or more of the vendor's offerings. In addition, these vendors may fail to support or issue statements of compatibility or certification of our offerings when used with their offerings. We intend to encourage the development of additional applications that operate on both current and new versions of our offerings by, among other means, attracting third-party developers to our offerings, providing open source tools to create these applications and maintaining our existing developer relationships through marketing and technical support. We intend to encourage the compatibility of our software with various third-party hardware and software offerings by maintaining and expanding our relationships, both business and technical, with relevant independent hardware and software vendors. If we are not successful in achieving these goals, however, our offerings may not be competitive and our business, financial condition, operating results and cash flows may be adversely affected.

**If open source software programmers, most of whom we do not employ, do not continue to develop and enhance open source technologies, we may be unable to develop new technologies, adequately enhance our existing technologies or meet customer requirements for innovation, quality and price.**

We rely to a significant degree on a number of largely informal communities of independent open source software programmers to develop and enhance our enterprise technologies. For example, Linus Torvalds, a prominent open source software developer, and a relatively small group of software engineers, many of whom are not employed by us, are primarily responsible for the development and evolution of the Linux kernel, which is the heart of the Red Hat Enterprise Linux operating system. If these groups of programmers fail to adequately further develop and enhance open source technologies, we would have to rely on other parties to develop and enhance our offerings or we would need to develop and enhance our offerings with our own resources. We cannot predict whether further developments and enhancements to these technologies would be available from reliable alternative sources. In either event, our development expenses could be increased and our technology release and upgrade schedules could be delayed. Moreover, if third-party software programmers fail to adequately further develop and enhance open source technologies, the development and adoption of these technologies could be stifled and our offerings could become less competitive. Delays in developing, completing or delivering new or enhanced offerings could result in delayed or reduced revenue for those offerings and could also adversely affect customer acceptance of those offerings.

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### **Our offerings may contain defects that may be costly to correct, delay market acceptance of our enterprise technologies and expose us to claims and litigation.**

Despite our testing procedures, errors have been and may continue to be found in our offerings after deployment. This risk is increased by the fact that much of the code in our offerings is developed by independent parties over whom we exercise no supervision or control. If errors are discovered, we may have to make significant expenditures of capital and devote significant technical resources to analyze, correct, eliminate or work around them, and we may not be able to successfully do so in a timely manner or at all. Errors and failures in our offerings could result in a loss of, or delay in, market acceptance of our enterprise technologies, loss of existing or potential customers and delayed or lost revenue and could damage our reputation and our ability to convince enterprise users of the benefits of our technologies.

In addition, errors in our technologies could cause system failures, loss of data or other adverse effects for our customers who may assert warranty and other claims for substantial damages against us. Although our agreements with our customers often contain provisions which seek to limit our exposure to potential product liability claims, it is possible that these provisions may not be effective or enforceable under the laws of some jurisdictions. While we seek to insure against these types of claims, our insurance policies may not adequately limit our exposure to such claims. These claims, even if unsuccessful, could be costly and time consuming to defend and could adversely affect our business, financial conditions, operating results and cash flows.

### **Our virtualization, storage and cloud computing offerings are based on emerging technologies and business models, and the potential market for these offerings remains uncertain.**

Our virtualization, storage and cloud computing offerings are based on emerging technologies and business models, the success of which will depend on the perceived technological and operational benefits and cost savings associated with the adoption of these technologies. Virtualization, storage and cloud computing technologies are rapidly evolving, and their development is a complex and uncertain process requiring high levels of innovation and investment as well as the accurate anticipation of technology trends, market demand and customer needs. We expect competition to remain intense and, as with many emerging IT sectors, these technologies may be subject to a first mover effect pursuant to which certain product offerings rapidly capture a significant portion of market share and developer attention. Moreover, we may make errors in reacting to relevant business trends and predicting which technologies are successful or otherwise develop into industry standards.

Adoption of virtualization, storage and cloud computing offerings may occur more slowly or less pervasively than we expect and the revenue growth associated with these offerings may be slower than currently expected. Moreover, even if virtualization, storage and cloud computing are adopted widely by enterprises, our offerings in these areas may not attract a sufficient number of users or generate attractive financial results. We incur expenses associated with these offerings in advance of our ability to generate associated revenue. Demand for our virtualization, storage and cloud computing offerings may unfavorably impact demand for our other offerings, including software subscriptions and related professional services. If the market for our virtualization, storage and cloud computing offerings fails to develop adequately, it could have an adverse effect on our business, financial condition, operating results and cash flows.

### **Our continued success depends on our ability to maintain and enhance strong brands.**

We believe that the brand identities that we have developed have contributed significantly to the success of our business. We also believe that maintaining and enhancing our brands is important to expanding our customer base and attracting talented employees. In order to maintain and enhance our brands, we may be required to make further investments that may not be successful. Maintaining our brands will depend in part on our ability to remain a leader in open source technology and our ability to continue to provide high-quality offerings. If we fail to promote and maintain our brands, or if we incur excessive costs in doing so, our business, financial condition, operating results and cash flows may be adversely affected.

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### **If our growth rate slows, our stock price could be adversely affected.**

As the markets for our offerings mature and the scale of our business increases, our rate of revenue growth will likely be lower than the growth rates we experienced in earlier periods. In addition, to the extent that the adoption of our offerings occurs more slowly or is less pervasive than we expect, our revenue growth rates may slow or our revenue may decline, which could adversely affect our stock price.

### **Security breaches and data loss may expose us to liability, harm our reputation and adversely affect our business.**

Our business involves the production and distribution of enterprise software technologies, as well as hosting applications. As part of our business, we (or third parties with whom we contract) receive, store and process our data, as well as our customers' and partners' data. While we take security and testing measures relating to our offerings and operations, those measures may not prevent security breaches and data loss that could harm our business or the businesses of our customers and partners. Advances in computer capabilities, new discoveries in the field of cryptography, inadequate technology or facility security measures or other factors may result in data loss or a compromise or breach of our systems and the data we receive, store and process (or systems and the data received, stored and processed by third parties with whom we contract). These security measures may be breached or data lost as a result of actions by third parties or employee error or malfeasance. A party who is able to circumvent security measures or exploit inadequacies in security measures, could, among other things, misappropriate proprietary information (including information about our employees, customers and partners, our customers' information, financial data and data that others could use to compete against us), cause the loss or disclosure of some or all of this information, cause interruptions in our or our customers' operations, cause delays in development efforts or expose customers (and their customers) to computer viruses or other disruptions or vulnerabilities. A compromise to these systems could remain undetected for an extended period of time, exacerbating the impact of that compromise. These risks may increase as we continue to grow our cloud and services offerings and as we receive, store and process more of our customers' data. Actual or perceived vulnerabilities may lead to regulatory investigations, claims against us by customers, partners or other third parties, or costs, such as those related to providing customer notifications and fraud monitoring. While our customer agreements typically contain provisions that seek to limit our liability, there is no assurance these provisions will be enforceable and effective under applicable law. In addition, the cost and operational consequences of implementing further data protection measures could be significant. Any loss of data or compromise of our systems or the data we receive, store or process (or systems and the data received, stored and processed by third parties with whom we contract) could result in a loss of confidence in the security of our offerings, damage our reputation, lead to legal liability and adversely affect our business, financial condition, operating results and cash flows.

### **We are vulnerable to technology infrastructure failures, which could harm our reputation and adversely affect our business.**

We rely on our technology infrastructure, and the technology infrastructure of third parties, for many functions, including selling our offerings, supporting our partners, fulfilling orders and billing, collecting and making payments. This technology infrastructure may be vulnerable to damage or interruption from natural disasters, power loss, telecommunication failures, terrorist attacks, computer intrusions and viruses, software errors, computer denial-of-service attacks and other events. A significant number of the systems making up this infrastructure are not redundant, and our disaster recovery planning may not be sufficient for every eventuality. This technology infrastructure may fail or be vulnerable to damage or interruption because of actions by third parties or employee error or malfeasance. We may not carry business interruption insurance sufficient to protect us from all losses that may result from interruptions in our services as a result of technology infrastructure failures or to cover all contingencies. Any interruption in the availability of our websites and on-line interactions with customers or partners may cause a reduction in customer or partner satisfaction levels, which in turn could cause additional claims, reduced revenue or loss of customers or partners. Despite any precautions we may take, such problems could result in, among other consequences, a loss of data, loss of confidence in the stability and reliability of our offerings, damage to our reputation, legal liability, all of which may adversely affect our business, financial condition, operating results and cash flows interruptions.

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**A decline in or reprioritization of funding in the U.S. government budget or delays in the budget process could adversely affect our business, financial condition, operating results and cash flows.**

We derive, and expect to continue to derive, a portion of our revenue from U.S. government agencies. Government deficit reduction and austerity measures, along with continued economic challenges, continue to place pressure on U.S. government spending. The termination of, or delayed or reduced funding for, government-sponsored programs and contracts from which we derive revenue could adversely affect our business, financial condition, operating results and cash flows.

**We may be unable to predict the future course of open source technology development, which could reduce the market appeal of our offerings, damage our reputation and adversely affect our business, financial condition, operating results and cash flows.**

We do not exercise control over many aspects of the development of open source technology. Different groups of open source software programmers compete with one another to develop new technology. Typically, the technology developed by one group will become more widely used than that developed by others. If we acquire or adopt new technology and incorporate it into our offerings but competing technology becomes more widely used or accepted, the market appeal of our offerings may be reduced and that could harm our reputation, diminish our brands and adversely affect our business, financial condition, operating results and cash flows.

**We include software licensed from other parties in our offerings, the loss of which could increase our costs and delay availability of our offerings.**

We utilize various types of software licensed from unaffiliated third parties in our offerings. Aspects of our business could be disrupted if any of the software we license from others or functional equivalents of this software were no longer available to us, no longer offered to us on commercially reasonable terms or changed in ways or included defects that made the third-party software unsuitable for our use. In these cases, we would be required to either redesign our technologies to function with software available from other parties, develop these components ourselves or eliminate the functionality, which could result in increased costs, the need to mitigate customer issues, delays in delivery of our offerings and the release of new offerings and limit the features available in our current or future offerings.

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**RISKS RELATED TO LEGAL UNCERTAINTY**

**If our technologies are found or alleged to infringe third-party intellectual property rights, we may be required to take costly and time consuming actions to meet our commitments to customers.**

We regularly commit to our subscription customers that if portions of our offerings are found to infringe any third-party intellectual property rights we will, at our expense and option: (i) obtain the right for the customer to continue to use the technology consistent with their subscription agreement with us; (ii) modify the technology so that it is non-infringing; or (iii) replace the infringing component with a non-infringing component, and indemnify them against specified infringement claims. Although we cannot predict whether we will need to satisfy these commitments and we often have limitations on these commitments, satisfying the commitments could be costly, be time consuming, divert the attention of technical and management personnel, and adversely affect our business, financial condition, operating results and cash flows. In addition, our insurance policies would likely not adequately cover our exposure to this type of claim. Finally, because we have agreed to indemnify our subscription customers against specified infringement claims arising from the use of our offerings, we could become involved in litigation brought against such customers if our services and technology are allegedly impacted.

**We are vulnerable to claims that our technologies infringe third-party intellectual property rights and an unfavorable legal decision affecting our intellectual property could adversely affect our business.**

We are vulnerable to claims that our technologies infringe third-party intellectual property rights, including patents, copyrights, trademarks and trade secrets, because our technologies are comprised of software components, many of which are developed by numerous independent parties. We are also unlikely to be able to assess adequately the relevance of patents to our technologies, and may be unable to take appropriate responsive action, in a timely or economic manner because, among other reasons, the scope of software patent protection is often not well defined or readily determinable, patent applications in the U.S. are not publicly disclosed at the time of filing, and the number of software patents that are issued each year is significant and growing. Our exposure to risks associated with the use of intellectual property may increase as a result of acquisitions. In addition, third parties may make infringement and similar or related claims after we have acquired technology that had not been asserted prior to our acquisition of such technology.

In the past, our technologies have been subject to intellectual property infringement claims. Some of these claims have been brought by entities that do not design, manufacture, or distribute products or services or that acquire intellectual property like patents for the sole purpose of monetizing their acquired intellectual property through asserting claims of infringement. As these entities do not have operating businesses of their own and therefore have limited risk of counterclaims for damages or injunctive relief, it may be difficult to deter them from bringing intellectual property infringement claims. We expect to face the possibility of more intellectual property infringement claims as our prominence increases, business activities expand, market share and revenue grow, the number of products and competitors in our industry grows and the functionality of products in different portions of the industry overlap. We may not be able to accurately assess the risk related to these suits, and we may be unable to accurately assess our level of exposure.

Defending patent and other intellectual property claims, even claims without significant merit, can be time consuming, costly and can divert the attention of technical and management personnel. We may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurances that favorable final outcomes will be obtained in all cases. We may decide to settle certain lawsuits and disputes on terms that are unfavorable to us. Similarly, if any litigation to which we are a party is resolved adversely, we may be subject to an unfavorable judgment that may not be reversed upon appeal. The terms of such a settlement or judgment may require us to cease offering certain of our technologies or pay substantial amounts to the other party. In addition, we may have to seek a license to continue offering technologies found to be in violation of a third party's rights, which may not be available on reasonable terms, or at all, and may significantly increase our operating costs and expenses. As a result, we may also be required to develop alternative non-infringing technology or practices or discontinue the practices. The development of alternative non-infringing technology or practices could require significant effort and expense or may not be feasible.

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An unfavorable legal decision regarding the intellectual property in and to our technology and other offerings could adversely affect our business, financial condition, operating results and cash flows. See Part II, Item 1, Legal Proceedings for additional information.

### **Our activities, or the activities of our partners, may violate anti-corruption laws and regulations that apply to us.**

In many foreign countries, particularly in certain developing economies, it is not uncommon to engage in business practices that are prohibited by regulations that may apply to us, such as the U.S. Foreign Corrupt Practices Act and similar laws. Although we have policies and procedures designed to help promote compliance with these laws, our employees, contractors, partners and agents, as well as those companies to which we outsource certain of our business operations, may take actions in violation of our policies and procedures. Any violation of these laws and regulations could result in fines, criminal sanctions against us, our officers, or our employees, prohibitions on the conduct of our business, and damage to our reputation.

### **We could be prevented from selling or developing our software if the GNU General Public License and similar licenses under which our technologies are developed and licensed are not enforceable or are modified so as to become incompatible with other open source licenses.**

A number of our offerings, including Red Hat Enterprise Linux, have been developed and licensed under the GNU General Public License and similar open source licenses. These licenses state that any program licensed under them may be liberally copied, modified and distributed. It is possible that a court would hold these licenses to be unenforceable or that someone could assert a claim for proprietary rights in a program developed and distributed under them. Any ruling by a court that these licenses are not enforceable, or that open source components of our offerings may not be liberally copied, modified or distributed, may have the effect of preventing us from distributing or developing all or a portion of our offerings. In addition, licensors of open source software employed in our offerings may, from time to time, modify the terms of their license agreements in such a manner that those license terms may no longer be compatible with other open source licenses in our offerings or our end user license agreement, and thus could, among other consequences, prevent us from continuing to distribute the software code subject to the modified license.

### **Our efforts to protect our trademarks may not be adequate to prevent third parties from misappropriating our intellectual property rights in our trademarks.**

Our collection of trademarks is valuable and important to our business. The protective steps we have taken in the past may have been, and may in the future continue to be, inadequate to protect and deter misappropriation of our trademark rights. We may be unable to detect the unauthorized use of, or take appropriate steps to enforce, our trademark rights in a timely manner. We have registered some of our trademarks in countries in North America, South America, Europe, Asia, Africa and Australia and have other trademark applications pending in various countries around the world. Effective trademark protection may not be available in every country in which we offer or intend to distribute our offerings. We may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon, or diminish the value of our trademarks and other proprietary rights. Failure to adequately protect our trademark rights could damage or even destroy one or more of our brands and impair our ability to compete effectively. Furthermore, defending or enforcing our trademark rights could result in the expenditure of significant financial and managerial resources.

### **Efforts to assert intellectual property ownership rights in our technologies could impact our standing in the open source community, which could limit our technology innovation capabilities and adversely affect our business.**

When we undertake actions to protect and maintain ownership and control over our intellectual property, including patents, copyrights and trademark rights, our standing in the open source community could be adversely affected. This in turn could limit our ability to continue to rely on this community, upon which we are dependent, as a resource to help develop and improve our technologies and further our research and development efforts, and could adversely affect our business.



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### **Our Patent Promise on software patents limits our ability to enforce our patent rights in certain circumstances.**

As part of our commitment to the open source community, we provide our Patent Promise on software patents. Under our Patent Promise, we agree, subject to certain limitations, not to enforce our patent rights against users of open source software covered by certain open source licenses, including the GNU General Public License version 2.0 and version 3.0, GNU Lesser General Public License version 2.1 and version 3.0, IBM Public License version 1.0, Common Public License version 1.0, Q Public License version 1.0, Open Software License version 3.0 and any other open source license granted by Red Hat. While we may be able to claim protection of our intellectual property under other rights, such as trade secrets or contractual rights, our Patent Promise effectively limits our ability to assert our patent rights against these third parties (even if we were to conclude that their use infringes our patents with competing offerings), unless any such third party asserts its patent rights against us. This limitation on our ability to assert our patent rights against others could harm our business and ability to compete.

### **We are, and may become, involved in disputes and lawsuits that could adversely affect our business.**

Lawsuits or legal proceedings may be commenced against us. These disputes and proceedings may involve significant expense and divert the attention of management and other employees. If we do not prevail in these matters, we could be required to pay substantial damages or settlement costs, which could adversely affect our business, financial condition, operating results and cash flows. See Part II, Item 1, Legal Proceedings for additional information.

### **Our business is subject to a variety of U.S. and international laws regarding data privacy and protection.**

Our business is subject to federal, state and international laws regarding privacy and protection of user data. We post, on our website, our privacy policies and practices concerning the use and disclosure of user data. As Internet commerce continues to evolve, increasing regulation by federal, state or foreign agencies becomes more likely. The introduction of new offerings by us may cause new and different regulations to apply to our business. New or increased laws and regulations applying to the solicitation, collection, processing, protection, use or other treatment of information could affect our ability to use and share data, or the adoption of our cloud offerings by customers.

It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data policies and practices. If so, in addition to the possibility of fines and penalties, a governmental order could require that we change our data policies and practices. Compliance with these regulations may involve significant costs or require changes in business practices that result in reduced revenue. Noncompliance could result in penalties being imposed on us or orders that we cease conducting the noncompliant activity.

Any failure or perceived failure by us to comply with our posted privacy policies or other federal, state or international privacy-related or data protection laws, government regulations or directives, or industry self-regulatory principles, or a requirement to change our data practices could have an adverse effect on our business, financial condition, operating results and cash flows.

### **If we fail to comply with our customer contracts or government contracting regulations, our business could be adversely affected.**

Our contracts with our customers may include specialized performance requirements. In particular, our contracts with federal, state, provincial and local governmental customers are subject to various procurements regulations, contract provisions and other requirements relating to their formation, administration and performance. Any failure by us to comply with the specific provisions in our customer contracts or any violation of government contracting regulations could result in the imposition of various civil and criminal penalties, which may include termination of contracts, forfeiture of profits, suspension of payments and, in the case of our government contracts, fines and suspension from future government contracting. In addition, we may be subject to *qui tam* litigation, the process by which a private individual sues or prosecutes on behalf of the government relating to government contracts and shares in the proceeds of any successful litigation or settlement, which

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could include claims for up to treble damages. Further, any negative publicity related to our customer contracts or any proceedings surrounding them, regardless of its accuracy, may damage our business and affect our ability to compete for new contracts. There is increased pressure for governments and their agencies, both domestically and internationally, to reduce spending. If our customer contracts are terminated, if we are suspended from government work, or if our ability to compete for new contracts is adversely affected, we could suffer an adverse effect on our business, financial condition, operating results and cash flows.

### **We may be subject to legal liability associated with providing online services or content.**

We provide offerings, such as OpenShift, that enable users to exchange information, advertise products and services, conduct business, and engage in various online activities. The law relating to the liability of providers of these online offerings for activities of their users is relatively unsettled and still developing both in the U.S. and internationally and may be significantly different from jurisdiction to jurisdiction. Claims could be brought against us for breaches of contract, defamation, fraud, libel, negligence, patent, copyright or trademark infringement, tort, unfair competition, unlawful activity, or other theories based on the nature and content of information that we publish or to which we provide links or that may be posted online or generated by us or by third parties, including our customers. In addition, we could be subject to domestic or international actions alleging that certain content we have generated or third-party content that we have made available within our services violates applicable law.

## **RISKS RELATED TO FINANCIAL UNCERTAINTY**

### **Our quarterly and annual operating results may not be a reliable indicator of our future financial performance.**

Due to the unpredictability of the IT spending environment, among other reasons, our revenue and operating results have fluctuated and may continue to fluctuate. We base our current and projected future expense levels, in part, on our estimates of future revenue. Our expenses are, to a large extent, fixed in the short term. Accordingly, we may not be able to adjust our spending quickly enough to protect our projected operating results for a quarter if our revenue in that quarter falls short of our expectations. If, among other considerations, our future financial performance falls below the expectations of securities analysts or investors or we are unable to increase or maintain profitability, the market price of our common stock may decline.

### **Our stock price has been volatile historically and may continue to be volatile. Further, the sale of our common stock by significant stockholders may cause the price of our common stock to decrease.**

The trading price of our common stock has been and may continue to be subject to wide fluctuations. Our stock price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results, announcements of technological innovations or new offerings by us or our competitors, announcements relating to strategic decisions, announcements related to key personnel, customer purchase delays, service disruptions, changes in financial estimates and recommendations by securities analysts, the operating and stock price performance of other companies that investors may deem comparable to us, news reports relating to trends in our markets, general economic conditions and other risks listed herein.

In addition, several of our stockholders own significant portions of our common stock. If these stockholders were to sell all or a portion of their holdings of our common stock, then the market price of our common stock could be negatively impacted. The effect of such sales, or of significant portions of our stock being offered or made available for sale, could result in strong downward pressure on our stock price. Investors should be aware that they could experience significant short-term volatility in our stock if such stockholders decide to sell all or a portion of their holdings of our common stock at once or within a short period of time.

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**We may not be able to meet the financial and operational challenges that we will encounter as our international operations, which represented approximately 44.7% of our total revenue for the fiscal year ended February 28, 2014, continue to expand.**

Our international operations accounted for approximately 44.7% of total revenue for the fiscal year ended February 28, 2014. As we expand our international operations, we may have difficulty managing and administering a globally dispersed business and we may need to expend additional funds to, among other activities, reorganize our sales force and technical support services team, outsource or supplement general and administrative functions, staff key management positions, obtain additional information technology infrastructure and successfully localize offerings for a significant number of international markets, which may adversely affect our operating results. Additional challenges associated with the conduct of our business overseas that may adversely affect our operating results include:

Fluctuations in exchange rates;

Pricing environments;

Longer payment cycles and less financial stability of customers;

Economic, political, compliance and regulatory risks associated with specific countries;

Laws and policies of the U.S. and other jurisdictions affecting trade, foreign investment, loans, and taxes;

Difficulty selecting and monitoring channel partners outside of the U.S.;

Lower levels of availability or use of the Internet, through which our software is often delivered;

Difficulty protecting our intellectual property rights overseas due to, among other reasons, the uncertainty of laws and enforcement in certain countries relating to the protection of intellectual property rights;

Difficulty in staffing, developing and managing foreign operations as a result of distance, language, legal, cultural and other differences;

Different employee/employer relationships and the existence of works councils and labor unions;

Difficulty maintaining quality standards consistent with the our brands;

Export and import laws and regulations could prevent us from delivering our offerings into and from certain countries;

Public health risks and natural disasters, particularly in areas in which we have significant operations;

Limitations on the repatriation and investment of funds and foreign currency exchange restrictions;

Changes in import/export duties, quotas or other trade barriers that could affect the competitive pricing of our offerings and reduce our market share in some countries; and

Economic or political instability or terrorist acts in some international markets that could adversely affect our business in those markets or result in the loss or forfeiture of some foreign assets and the loss of sums spent developing and marketing those assets and the revenue associated with them.

Any failure by us to effectively manage the challenges associated with the international expansion of our operations could adversely affect our business, financial condition, operating results and cash flows.

**A substantial portion of our revenue is derived from our Red Hat Enterprise Linux platform.**

During our fiscal year ended February 28, 2014, a substantial portion of our subscription revenue was derived from our Red Hat Enterprise Linux technologies. Although we are continuing to develop other offerings,

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we expect that revenue from Red Hat Enterprise Linux will constitute a majority of our revenue for the foreseeable future. Declines and variability in demand for Red Hat Enterprise Linux could occur as a result of:

competitive products and pricing;

failure to release new or enhanced versions of Red Hat Enterprise Linux on a timely basis, or at all;

technological change that we are unable to address with Red Hat Enterprise Linux; or

future economic conditions.

Additionally, as more customers and potential customers virtualize their data centers and move computing projects to cloud environments, demand for operating systems such as Red Hat Enterprise Linux may decline. Due to the concentration of our revenue from Red Hat Enterprise Linux, our business, financial condition, operating results and cash flows could be adversely affected by a decline in demand for Red Hat Enterprise Linux.

### **We may be subject to greater tax liabilities.**

We are subject to income and other taxes in the U.S. and in numerous foreign jurisdictions. Our domestic and foreign tax liabilities are subject to the allocation of revenue and expenses in different jurisdictions. Additionally, the amount of taxes paid is subject to our interpretation of applicable tax laws in the jurisdictions in which we operate. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly subject to audits by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. Economic and political pressures to increase tax revenue in various jurisdictions may make resolving tax disputes more difficult. The results of an audit or litigation could adversely affect our financial statements in the period or periods for which that determination is made.

We earn a significant amount of our operating income from outside the U.S., and any repatriation of funds currently held in foreign jurisdictions may result in higher effective tax rates for the company. In addition, there have been proposals to change U.S. tax laws that would significantly impact how U.S. multinational corporations are taxed on foreign earnings. Although we cannot predict whether or in what form this proposed legislation may pass, if enacted it could adversely affect our tax expense and cash flows.

### **Because we recognize revenue from subscriptions for our service over the term of the subscription, downturns or upturns in sales may not be immediately reflected in our operating results.**

We generally recognize subscription revenue from customers ratably over the term of their subscription agreements, which are generally 12 to 36 months. As a result, much of the revenue we report in each quarter is deferred revenue from subscription agreements entered into during previous quarters. Consequently, a decline in subscriptions in any one quarter will not necessarily be fully reflected in the revenue in that quarter and will negatively affect our revenue in future quarters. In addition, we may be unable to adjust our cost structure to reflect this reduced revenue. Accordingly, the effect of significant downturns in sales and market acceptance of our service, and potential changes in our rate of renewals, may not be fully reflected in our operating results until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

### **If our goodwill or amortizable intangible assets become impaired, we may be required to record a significant charge to earnings.**

Under generally accepted accounting principles, we review our amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is



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required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or amortizable intangible assets may not be recoverable include a decline in stock price and market capitalization, reduced future cash flow estimates and slower growth rates in our industry. We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets is determined, which could adversely affect our operating results.

### **We may be exposed to potential risks if we do not have an effective system of disclosure controls or internal controls.**

We must comply, on an on-going basis, with the requirements of the Sarbanes-Oxley Act of 2002, including those provisions that establish the requirements for both management and auditors of public companies with respect to reporting on internal control over financial reporting. We cannot be certain that measures we have taken, and will take, will be sufficient or timely completed to meet these requirements on an on-going basis, or that we will be able to implement and maintain adequate disclosure controls and controls over our financial processes and reporting in the future, particularly in light of our rapid growth, international expansion and changes in our offerings, which are expected to result in on-going changes to our control systems and areas of potential risk.

If we fail to maintain an effective system of disclosure controls or internal control over financial reporting, including satisfaction of the requirements of the Sarbanes-Oxley Act, we may not be able to accurately or timely report on our financial results or adequately identify and reduce fraud. As a result, the financial condition of our business could be adversely affected; current and potential future shareholders could lose confidence in us and/or our reported financial results, which may cause a negative effect on our trading price; and we could be exposed to litigation or regulatory proceedings, which may be costly or divert management attention.

### **Changes in accounting principles and guidance, or their interpretation, could result in unfavorable accounting charges or effects, including changes to previously filed financial statements, which could cause our stock to decline.**

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the U.S. These principles are subject to interpretation by the Securities and Exchange Commission and various bodies formed to interpret and create appropriate accounting principles and guidance. A change in these principles or guidance, or in their interpretations, may have a significant effect on our reported results and may retroactively affect previously reported results.

### **Our investment portfolio is subject to credit and illiquidity risks and fluctuations in the market value of our investments and interest rates. These risks may result in an impairment of, or the loss of all or a portion of, the value of our investments, an inability to sell our investments or a decline in interest income.**

We maintain an investment portfolio of various holdings, types and maturities. Our portfolio as of February 28, 2014 consisted primarily of money market funds, U.S. government and agency securities, German sovereign and agency securities, certificates of deposit, and corporate securities. Although we follow an established investment policy and seek to minimize the risks associated with our investments by investing primarily in investment grade, highly liquid securities and by limiting the amounts invested with any one institution, type of security or issuer, we cannot give assurances that the assets in our investment portfolio will not lose value or become impaired, or that our interest income will not decline.

A significant part of our investment portfolio consists of U.S. government and agency securities. If global credit and equity markets experience prolonged periods of decline, or if there is a default or downgrade of U.S. government or agency debt, our investment portfolio may be adversely impacted and we could determine that some of our investments have experienced an other-than-temporary decline in fair value, requiring impairment charges that could adversely affect our financial condition and operating results.

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Future fluctuations in economic and market conditions could adversely affect the market value of our investments, and we could record additional impairment charges and lose some or all of the principal value of investments in our portfolio. A total loss of an investment or a significant decline in the value of our investment portfolio could adversely affect our financial condition and operating results. For information regarding the sensitivity of and risks associated with the market value of portfolio investments and interest rates, see Part I, Item 3, Quantitative and Qualitative Disclosures About Market Risk .

Our investments in private companies are subject to risk of loss of investment capital. Some of these investments may have been made to further our strategic objectives and support our key business initiatives. Our investments in private companies are inherently risky because the markets for the technologies they have under development are typically in the early stages and may never materialize. We could lose the value of our entire investment in these companies.

### **We are subject to risks of currency fluctuations and related hedging operations.**

A portion of our business is conducted in currencies other than the U.S. dollar. Changes in exchange rates among other currencies and the U.S. dollar will affect our net revenue, operating expenses and operating margins. We cannot predict the impact of future exchange rate fluctuations. As we expand international operations, our exposure to exchange rate fluctuations increases. We use financial instruments, primarily forward purchase contracts, to economically hedge currency commitments arising from trade accounts receivable, trade accounts payable and fixed purchase obligations. If these hedging activities are not successful or we change or reduce these hedging activities in the future, we may experience significant unexpected expenses from fluctuations in exchange rates. For information regarding our hedging activity, see Part I, Item 3, Quantitative and Qualitative Disclosures About Market Risk .

### **Epidemics, geo-political events, Internet and power outages or natural disasters could adversely affect our business, financial condition, operating results and cash flows.**

The occurrence of one or more epidemics, geo-political events (such as civil unrest or terrorist attacks), Internet and power outages or natural disasters in a country in which we operate or in which technology industry suppliers or our customers are located, could adversely affect our business, financial condition, operating results and cash flows. Such events could result in physical damage to, or the complete loss of, one or more of our facilities, the lack of an adequate work force in a market, the inability of our customers to access our offerings, the inability of our associates to reach or have transportation to our facilities directly affected by such events, the evacuation of the populace from areas in which our facilities are located, changes in the purchasing patterns of our customers, the temporary or long-term disruption in the supply of computer hardware and related components, the disruption or delay in the manufacture and transport of goods overseas, the disruption of utility services to our facilities or to suppliers, partners or customers, or disruption in our communications with our customers.



**Table of Contents****ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Recent Sales of Unregistered Securities**

On June 24, 2014, the Company acquired all outstanding equity interests of eNovance for \$68.3 million. In addition to the cash consideration paid, the Company issued a total of 529,057 restricted shares of the Company's common stock to certain shareholders. The issuance of these shares was effected in reliance upon an exemption from registration pursuant to Rule 506(b) of Regulation D under the Securities Exchange Act of 1933 as a sale by the Company not involving a public offering. No underwriters were involved with the issuance of the common stock and no commissions were paid in connection with such transaction. For further discussion regarding the contractual restrictions related to these shares, see NOTE 14 Business Combinations to the Consolidated Financial Statements.

**Issuer Purchases of Equity Securities**

The table below sets forth information regarding the Company's purchases of its common stock during its second fiscal quarter ended August 31, 2014:

**Issuer Purchases of Equity Securities**

<b>Period</b>	<b>Total Number of Shares Purchased (1)</b>	<b>Weighted Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)</b>
June 1, 2014 - June 30, 2014	181,059	\$ 55.25	181,059	\$ 150.0 million
July 1, 2014 - July 31, 2014	1,334,307	\$ 55.35	1,264,447	\$ 80.0 million
August 1, 2014 - August 31, 2014		\$		\$ 80.0 million
<b>Total</b>	<b>1,515,366</b>		<b>1,445,506</b>	

- (1) During the three months ended August 31, 2014, the Company withheld an aggregate of 69,860 shares of its common stock from employees to satisfy minimum tax withholding obligations relating to the vesting of restricted share awards. These shares were not withheld pursuant to the program described in Note (2) below.
- (2) On April 15, 2013, the Company announced that its Board of Directors had authorized the repurchase of up to \$300.0 million of Red Hat's common stock from time to time on the open market or in privately negotiated transactions. The program commenced on April 16, 2013, and will expire on the earlier of (i) March 31, 2015, or (ii) a determination by the Board, Chief Executive Officer or Chief Financial Officer to discontinue the program.

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**ITEM 6. EXHIBITS**

(a) List of Exhibits

<b>Exhibit No.</b>	<b>Exhibit</b>
10.1+*	TSR Hurdle Performance Share Units Granted to Certain Named Executive Officers on August 6, 2014 (incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed with the SEC on August 12, 2014 (File No. 001-33162))
10.2*	Form of Performance Share Unit Agreement (TSR Hurdle Form) adopted August 6, 2014
31.1	Certification of the registrant's Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the registrant's Chief Financial Officer pursuant to Rule 13a-14(a)/Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the registrant's principal executive officer and principal financial officer pursuant to 18 U.S.C. Section 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

\* Indicates a management contract or compensatory plan, contract or arrangement.

+ Previously filed.

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**SIGNATURES**

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, thereunto duly authorized.

RED HAT, INC.

Date: September 29, 2014

By: */s/ JAMES M. WHITEHURST*  
**James M. Whitehurst**

**President and Chief Executive Officer**

**(Duly Authorized Officer on Behalf of the Registrant)**

RED HAT, INC.

Date: September 29, 2014

By: */s/ CHARLES E. PETERS, JR.*  
**Charles E. Peters, Jr.**

**Executive Vice President and**

**Chief Financial Officer**

**(Principal Financial Officer)**

RED HAT, INC.

Date: September 29, 2014

By: */s/ MARK E. COOK*  
**Mark E. Cook**

**Vice President Finance and Controller**

**(Principal Accounting Officer)**