RED HAT INC
Form 10-Q
January 09, 2009
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended November 30, 2008

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to .

Commission File Number: 001-33162

RED HAT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

06-1364380

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

1801 Varsity Drive, Raleigh, North Carolina 27606

(Address of principal executive offices, including zip code)

(919) 754-3700

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

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

As of January 7, 2009, there were 190,094,446 shares of common stock outstanding.

RED HAT, INC.

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RED HAT, INC.

CONSOLIDATED BALANCE SHEETS

(In thousands except share and per share amounts)

	November 30, 2008 (Unaudited)	February 29, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 519,837	$ 677,720
Investments in debt and equity securities, short-term	238,794	312,442
Accounts receivable, net of allowances for doubtful accounts of $1,908 and $2,211, respectively	113,162	127,002
Prepaid expenses and other current assets	78,142	75,192
Total current assets	949,935	1,192,356
Property and equipment, net of accumulated depreciation and amortization of $86,171 and $72,132, respectively	68,249	68,557
Goodwill	437,713	340,314
Identifiable intangibles, net	126,260	93,823
Investments in debt securities, long-term	317,821	341,781
Other assets, net	64,501	43,151
Total assets	$ 1,964,479	$ 2,079,982
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 10,779	$ 17,341
Accrued expenses	58,345	43,260
Deferred revenue	352,701	339,088
Convertible debentures	285,500	570,000
Other current obligations	898	59
Total current liabilities	708,223	969,748
Deferred lease credits	4,630	4,977
Long-term deferred revenue	152,416	133,805
Other long-term obligations	19,329	20,261
Commitments and contingencies		
Stockholders equity:		
Preferred stock, 5,000,000 shares authorized, none outstanding		
Common stock, $0.0001 per share par value, 300,000,000 shares authorized, 207,577,602 and 205,731,732 shares issued, and 190,064,962 and 190,859,696 shares outstanding at November 30, 2008 and February 29, 2008, respectively	21	21
Additional paid-in capital	1,267,432	1,170,328
Retained earnings (accumulated deficit)	34,531	(28,202)
Treasury stock at cost, 17,512,640 and 14,872,036 shares at November 30, 2008 and February 29, 2008, respectively	(232,311)	(192,946)
Accumulated other comprehensive income	10,208	1,990
Total stockholders equity	1,079,881	951,191
Total liabilities and stockholders equity	$ 1,964,479	$ 2,079,982

The accompanying notes are an integral part of these consolidated financial statements.

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RED HAT, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	November 30, 2008	November 30, 2007	November 30, 2008	November 30, 2007
Revenue:				
Subscriptions	$ 135,451	$ 115,732	$ 401,854	$ 327,949
Training and services	29,881	19,649	84,497	53,575
Total subscription and training and services revenue	165,332	135,381	486,351	381,524
Cost of subscription and training and services revenue:				
Cost of subscriptions	8,771	8,099	27,448	24,192
Cost of training and services	17,765	12,827	53,025	35,062
Total cost of subscription and training and services revenue	26,536	20,926	80,473	59,254
Gross profit	138,796	114,455	405,878	322,270
Operating expense:				
Sales and marketing	58,514	47,653	177,350	139,955
Research and development	34,544	25,930	95,184	71,101
General and administrative	24,768	21,419	71,060	59,013
Total operating expense	117,826	95,002	343,594	270,069
Income from operations	20,970	19,453	62,284	52,201
Other income, net	13,795	14,440	38,593	42,048
Interest expense	(1,249)	(1,581)	(4,365)	(4,641)
Income before provision for income taxes	33,516	32,312	96,512	89,608
Provision for income taxes	9,211	12,029	33,779	34,947
Net income	$ 24,305	$ 20,283	$ 62,733	$ 54,661
Basic net income per common share	$ 0.13	$ 0.10	$ 0.33	$ 0.28
Diluted net income per common share	$ 0.12	$ 0.10	$ 0.30	$ 0.26
Weighted average shares outstanding				
Basic	190,665	194,038	190,978	194,741
Diluted	208,408	221,547	215,605	222,740

The accompanying notes are an integral part of these consolidated financial statements.

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RED HAT, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended November 30, 2008	Three Months Ended November 30, 2007	Nine Months Ended November 30, 2008	Nine Months Ended November 30, 2007
Cash flows from operating activities:				
Net income	$ 24,305	$ 20,283	$ 62,733	$ 54,661
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	10,561	8,443	29,486	23,897
Share-based compensation expense	12,251	9,455	33,682	26,422
Deferred income taxes	7,031	10,343	27,260	28,557
Excess tax benefits from share-based payment arrangements	(14,790)	(17,087)	(39,246)	(44,206)
Gain on sale of investments in equity securities			(4,996)	
Gain from repurchase of convertible debentures	(4,129)		(4,129)	
Amortization of debt issuance costs	627	752	2,131	2,257
Other	314	477	177	1,021
Changes in operating assets and liabilities net of effects of acquisitions:				
Accounts receivable	(7,650)	(16,986)	13,687	(16,741)
Prepaid expenses and other current assets	(7,400)	(1,674)	(14,308)	(1,673)
Accounts payable	1,836	148	(6,138)	(1,959)
Accrued expenses	8,774	9,660	18,576	7,278
Deferred revenue	27,503	35,759	58,217	69,181
Other assets	(85)	65	(355)	(132)
Net cash provided by operating activities	59,148	59,638	176,777	148,563
Cash flows from investing activities:				
Purchase of investment in debt securities available-for-sale		(354,569)	(331,705)	(863,159)
Proceeds from sales and maturities of investment in debt securities available-for-sale	77,498	344,345	427,314	753,303
Proceeds from sales of investment in equity securities available-for-sale			5,568	
Acquisitions of businesses, net of cash acquired	(101,338)		(148,140)	(11,784)
Purchase of developed technologies and other intangible assets	(779)	(422)	(3,121)	(4,775)
Purchase of property and equipment	(4,212)	(10,971)	(18,164)	(25,752)
Net cash used in investing activities	(28,831)	(21,617)	(68,248)	(152,167)
Cash flows from financing activities:				
Repurchase of convertible debentures	(280,058)		(280,058)	
Excess tax benefits from share-based payment arrangements	14,790	17,087	39,246	44,206
Net proceeds (payments) related to net settlement of employee share-based awards	(772)	5,390	16,017	13,920
Purchase of treasury stock	(29,999)	(482)	(39,365)	(618)
Structured stock repurchase			1,989	
Proceeds from other borrowings				2,898
Payments on other borrowings	(48)		(72)	(757)
Net cash (used in) provided by financing activities	(296,087)	21,995	(262,243)	59,649
Effect of foreign currency exchange rates on cash and cash equivalents	(1,850)	2,324	(4,169)	3,675

Net increase (decrease) in cash and cash equivalents	(267,620)	62,340	(157,883)	59,720
Cash and cash equivalents at beginning of the period	787,457	524,619	677,720	527,239
Cash and cash equivalents at end of the period	$ 519,837	$ 586,959	$ 519,837	$ 586,959

The accompanying notes are an integral part of these consolidated financial statements.

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RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

NOTE 1 Company

Red Hat, Inc., incorporated in Delaware, together with its subsidiaries (Red Hat or the Company) is a global leader in providing open source software solutions to the enterprise. The Company is also the market leader in providing enterprise-ready open source operating system platforms. The Company applies its technology leadership to create its: enterprise operating platform, Red Hat Enterprise Linux; enterprise middleware platform, JBoss Enterprise Middleware; and other infrastructure technology solutions, based on open source technology. The Company s enterprise solutions are intended to meet the functionality requirements and performance demands of the enterprise and third-party computer hardware and software applications that are critical to the enterprise. The Company provides these solutions through integrated management services, Red Hat Network, JBoss Operations Network and JBoss Customer Support Portal, which allow various Red Hat enterprise technologies to be updated and configured and the performance of these and other technologies to be monitored in an automated fashion. These solutions reflect the Company s continuing commitment to provide an enterprise-wide infrastructure platform and developer solutions based on open source technology. The Company derives its revenue and generates its cash from customers primarily from two sources: (i) subscriptions for its enterprise technologies and (ii) training and services revenue, as further described below in NOTE 2, Summary of Significant Accounting Policies.

NOTE 2 Summary of Significant Accounting Policies

Unaudited Interim Financial Information

The unaudited interim consolidated financial statements as of and for the three months and nine months ended November 30, 2008 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial reporting. These consolidated statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the consolidated balance sheets, consolidated operating results and consolidated cash flows for the periods presented in accordance with accounting principles generally accepted in the United States of America. Operating results for the three months and nine months ended November 30, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending February 28, 2009. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted in accordance with the SEC s rules and regulations for interim reporting. For further information, see the Company s Consolidated Financial Statements, including notes thereto, included in the Company s Annual Report on Form 10-K for the fiscal year ended February 29, 2008.

Principles of Consolidation

The accompanying Consolidated Financial Statements include the accounts of the Company and all of its wholly-owned subsidiaries. All significant inter-company accounts and transactions are eliminated in consolidation. There are no significant foreign exchange restrictions on the Company s foreign subsidiaries.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from such estimates.

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RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Revenue Recognition

The Company recognizes revenue in accordance with Statement of Position No. 97-2, Software Revenue Recognition (SOP 97-2), as amended by Statement of Position No. 98-4, Deferral of the Effective Date of a Provision of SOP 97-2, and Statement of Position No. 98-9, Modification of SOP 97-2, and Staff Accounting Bulletin No. 101, as amended by Staff Accounting Bulletin No. 104. The Company establishes persuasive evidence of an arrangement for each type of revenue transaction based on either a signed contract with the end customer, a click-through contract on the Company s website whereby the customer agrees to the Company s standard subscription terms, signed or click-through distribution contracts with original equipment manufacturers (OEMs) and other resellers, or, in the case of individual training seats, through receipt of payment which indicates acceptance of the Company s training agreement terms.

Subscription Revenue

Subscription revenue is comprised of direct and indirect sales of Red Hat enterprise technologies. Accounts receivable and deferred revenue are recorded at the time a customer enters into a binding subscription agreement for the purchase of a subscription, subscription services are made available to the customer and the customer is billed. The deferred revenue amount recognized as revenue ratably over the life of the subscription. Red Hat enterprise technologies are generally offered with either one or three-year base subscription periods; the majority of the Company s subscriptions have one-year terms. Under these subscription agreements, renewal rates are generally specified for one or three-year renewal terms. The base subscription generally entitles the end user to the technology itself and post contract customer support (PCS) generally consisting of a specified level of customer support and security errata, bug fixes, functionality enhancements to the technology and upgrades to new versions of the technologies, each on a when-and-if available basis, during the term of the subscription. The Company sells its offerings through two principal channels: (1) direct, which includes sales by the Company s sales-force as well as web store sales, and (2) indirect, which includes distributors, resellers and OEMs. The Company recognizes revenue from the sale of Red Hat enterprise technologies ratably over the period of the subscription beginning on the commencement date of the subscription agreement.

Subscription arrangements with large enterprise customers often have contracts with multiple elements (e.g., software technology, maintenance, training, consulting and other services). The Company allocates revenue to each element of the arrangement based on vendor-specific objective evidence of each element s fair value when the Company can demonstrate sufficient evidence of the fair value of at least those elements that are undelivered. The fair value of each element in multiple element arrangements is created by either (i) providing the customer with the ability during the term of the arrangement to renew that element at the same rate paid for the element included in the initial term of the agreement or (ii) selling the services on a stand-alone basis.

Training and Services Revenue

Training and services are comprised of revenue for consulting, engineering and customer training and education services. Consulting services consist of time-based arrangements, and revenue is recognized as these services are performed. Engineering services represent revenue earned under fixed fee arrangements with the Company s OEM partners and other customers to provide for significant modification and customization of the Company s Red Hat enterprise technologies. The Company recognizes revenue for these fixed fee engineering services using the percentage of completion basis of accounting, provided the Company has the ability to make reliable estimates of progress towards completion, the fee for such services is fixed or determinable and collection of the resulting receivable is probable. Under the percentage of completion method, earnings under the contract are recognized based on the progress toward completion as estimated using the ratio of labor hours incurred to total expected project hours. Changes in estimates are recognized in the period in which they are

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

known. Revenue for customer training and education services is recognized on the dates the services are complete.

Deferred Commissions

Deferred commissions are the incremental costs that are directly associated with non-cancelable subscription contracts with customers and consist of sales commissions paid to the Company s sales force. The commissions are deferred and amortized over a period to approximate the period of the subscription term. The commission payments are paid in full subsequent to the month in which the customer s service commences. The deferred commission amounts are recoverable through the future revenue streams under the non-cancelable customer contracts. In addition, the Company has the ability and intent under the commission plans with its sales force to recover commissions previously paid to its sales force in the event that customers breach the terms of their subscription agreements and do not fully pay for their subscription agreements. Amortization of deferred commissions is included in sales and marketing expense in the accompanying Consolidated Statements of Operations. Deferred commissions are included in prepaid expenses and other current assets on the accompanying Consolidated Balance Sheets.

Impairment of Goodwill and Long-Lived Assets

The Company tests goodwill for impairment annually in accordance with Statement of Financial Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 142 requires goodwill be tested at least annually using a two-step process that begins with identifying potential impairment. Potential impairment is identified if the fair value of the reporting unit to which goodwill applies is less than the recognized or book value of the related reporting entity, including such goodwill. Where the book value of a reporting entity, including related goodwill, is greater than the reporting entity s fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. For the three months and nine months ended November 30, 2008 and November 30, 2007, the Company did not identify any potential impairment related to its goodwill.

The Company evaluates the recoverability of its property and equipment and other assets in accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). SFAS 144 requires that one accounting model be used for long-lived assets to be disposed of by sale, whether previously held and used or newly acquired, and broadens the presentation of discontinued operations to include more disposal transactions. An impairment loss is recognized when the net book value of such assets exceeds the estimated future undiscounted cash flows attributable to the assets or the business to which the assets relate. The Company performs this assessment whenever events or changes in circumstances indicate an impairment may have occurred. Impairment losses are measured as the amount by which the carrying value exceeds the fair value of the assets. No potential impairment losses related to the Company s long-lived assets were identified by the Company for the three months and nine months ended November 30, 2008 and November 30, 2007.

Cash and Cash Equivalents

The Company considers liquid investments purchased with a maturity period of three months or less at the date of purchase to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company s estimate of the amount of probable credit losses in the Company s existing

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

accounts receivable. The Company determines the allowance based on historical write-off experience. The Company reviews its allowance for doubtful accounts monthly. Past due balances over 90 days and over a specified amount are reviewed individually for collectibility. All other balances are reviewed on a pooled basis by type of receivable. Account balances are charged off against the allowance when the Company determines it is probable the receivable will not be recovered. The Company does not have off-balance-sheet credit exposure related to its customers.

Investments in Debt and Equity Securities

The Company s investments at November 30, 2008 and February 29, 2008 are in debt and equity securities which are classified as available for sale and carried at market value in accordance with Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities. Investments in debt securities are classified as either a cash equivalent, current asset (Investments in debt and equity securities, short-term) or long-term asset (Investments in debt securities, long-term) based on their time to maturity. Investments with a maturity date of one year or less from the balance sheet date are classified as a current asset and those with a maturity date of greater than one year are classified as a long-term asset. The weighted average maturity period of the Company s investment in debt securities was 0.6 years at November 30, 2008 and 0.4 years at February 29, 2008.

The Company s investments are considered available for sale as these securities are available for sale at any time in response to needs for liquidity, changes in the availability of and the yield on alternative instruments or changes in funding sources or terms. The following table summarizes the Company s average total return and resulting unrealized gain or loss related to these investments which is recorded as other comprehensive income, a separate component of stockholders equity (in thousands):

	Three Months Ended		Nine Months Ended	
	November 30, 2008	November 30, 2007	November 30, 2008	November 30, 2007
Debt securities:				
Unrealized gains (losses) on available-for-sale debt securities during the period	$ (1,736)	$ 2,889	$ (8,540)	$ 3,400
Average rate of total return on investment in debt securities portfolio	3.24%	6.14%	3.32%	5.50%
Equity securities:				
Unrealized gains (losses) on available-for-sale equity securities during the period (1)	$ (6,168)	$	$ 7,934	$

(1) Investments in equity securities available-for-sale at November 30, 2008 consist of equity ownership in Rackspace Inc., which underwent an initial public offering (IPO) on August 8, 2008. Prior to Rackspace Inc. completing its IPO, the Company accounted for its investment in Rackspace Inc. on a lower of cost or market basis, which totaled $2.2 million at February 29, 2008 and is included in other assets, net on the Company s Consolidated Balance Sheet at February 29, 2008. At November 30, 2008 these equity investments are classified as available-for-sale and included in investments in debt and equity securities, short-term on the Company s Consolidated Balance Sheet.

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RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Fair Value Measurements

Effective March 1, 2008, the Company adopted Statement No. 157, Fair Value Measurements (SFAS 157). In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157, which provides a one-year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. Accordingly, the Company adopted the provisions of SFAS 157 with respect to only its financial assets and financial liabilities. The adoption of SFAS 157 did not impact the Company s results of operations, but rather, provided the Company with a framework for measuring fair value and enhanced the Company s disclosures about fair value measurements.

Under SFAS 157, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under SFAS 157 should maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

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 that are significant to the fair value of the assets or liabilities.

As described above, 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 with effective maturities of 90 days or less from the balance sheet date 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 investment income. Realized gains and losses and other than temporary impairments, if any, are reflected in the statements of operations as other income, 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 in accordance with guidance provided in Financial Accounting Standards Board Staff Position 115-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments (FAS 115-1).* The Company has determined that the gross unrealized losses at November 30, 2008 are temporary. In making this determination, the Company considered the financial condition and near-term prospects of the issuers, the magnitude of the losses compared to the investments cost, the length of time the investments have been in an unrealized loss position and the Company s ability and intent to hold the investment to maturity.

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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.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes the composition and fair value hierarchy of the Company s financial assets and liabilities at November 30, 2008 (in thousands):

	As of November 30, 2008	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money markets (1)	$ 408,362	$ 408,362	$	$
Available-for-sale securities (1):				
Treasuries	17,494	17,494		
Certificate of deposit	28,150		28,150	
Agencies	370,505		370,505	
Corporates	158,182		158,182	
Equities (1)	9,564	9,564		
Foreign currency derivatives (3)	33		33	
Liabilities:				
Foreign currency derivatives (2)	(103)		(103)	
Total	$ 992,187	$ 435,420	$ 556,767	$

(1) Included in either cash and cash equivalents or investments in debt and equity securities in the Company s Consolidated Balance Sheet at November 30, 2008, in addition to $84.2 million of cash

(2) Included in accrued expenses in the Company s Consolidated Balance Sheet at November 30, 2008

(3) Included in other assets, net in the Company s Consolidated Balance Sheet at November 30, 2008.

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following table summarizes the composition and fair value hierarchy of the Company s financial assets and liabilities at February 29, 2008 (in thousands):

	As of February 29, 2008	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Money markets (1)	$ 514,925	$ 514,925	$	$
Available-for-sale securities(1):				
Treasuries	37,519	37,519		
Certificate of deposit	37,904		37,904	
Commercial paper	36,793		36,793	
Agencies	483,687		483,687	
Corporates	164,655		164,655	
Foreign currency derivatives (2)	388		388	
Total	$ 1,275,871	$ 552,444	$ 723,427	$

(1) Included in either cash and cash equivalents or investments in debt and equity securities in the Company s Consolidated Balance Sheet at February 29, 2008, in addition to $56.3 million of cash

(2) Included in other current assets in the Company s Consolidated Balance Sheet at February 29, 2008

The following table represents the Company s investments measured at fair value as of November 30, 2008 (in thousands):

		Gross Unrealized			Balance Sheet Classification		
As of November 30, 2008	Cost	Gains	Losses	Aggregate Fair Value	Cash Equivalent Marketable Securities	Short-term Marketable Securities	Long-term Marketable Securities
Money Markets	$ 408,362	$	$	$ 408,362	$ 408,362	$	$
Treasury	17,090	404		17,494		15,612	1,882
Certificate of Deposit	28,150			28,150	27,281	869	
Commercial Paper							
Agencies	368,516	2,120	(131)	370,505		151,933	218,572
Corporates	163,860	136	(5,814)	158,182		60,816	97,366
Equities	1,630	7,934		9,564		9,564	
Total	$ 987,608	$ 10,594	$ (5,945)	$ 992,257	$ 435,643	$ 238,794	$ 317,820

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RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

The following table represents the Company s investments measured at fair value as of February 29, 2008 (in thousands):

		Gross Unrealized			Balance Sheet Classification		
As of February 29, 2008	**Cost**	**Gains**	**Losses**	**Aggregate Fair Value**	**Cash Equivalent Marketable Securities**	**Short-term Marketable Securities**	**Long-term Marketable Securities**
Money Markets	$ 514,925	$	$	$ 514,925	$ 514,925	$	$
Treasury	36,949	579	(9)	37,519	19,964		17,555
Certificate of Deposit	37,904			37,904	16,512	21,392	
Commercial Paper	36,793			36,793	20,982	15,811	
Agencies	480,272	3,424	(9)	483,687	48,877	192,501	242,309
Corporates	163,385	1,753	(483)	164,655		82,738	81,917
Total	$ 1,270,228	$ 5,756	$ (501)	$ 1,275,483	$ 621,260	$ 312,442	$ 341,781

Internal Use Software

In accordance with Statement of Position No. 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use, the Company capitalized $7.2 million and $8.3 million in costs related to the development of internal use software for its website, enterprise resource planning system and systems management applications during the nine months ended November 30, 2008 and November 30, 2007, respectively. The Company amortizes the costs of computer software developed for internal use on a straight-line basis over an estimated useful life of five years. The carrying value of internal use software is included in property and equipment on the Consolidated Balance Sheets.

Capitalized Software Costs

Capitalization of software development costs for products to be sold to third parties begins upon the establishment of technological feasibility and ceases when the product is available for general release. The establishment of technological feasibility and the ongoing assessment of recoverability of capitalized software development costs require considerable judgment by management concerning certain external factors including, but not limited to, technological feasibility, anticipated future gross revenue, estimated economic life and changes in software and hardware technologies. As a result of the Company s practice of releasing source code that it has developed on a weekly basis for unrestricted download on the Internet, there is generally no passage of time between achievement of technological feasibility and the availability of the Company s product for general release. Therefore, at November 30, 2008 and February 29, 2008, the Company had no internally developed capitalized software costs for products to be sold to third parties.

Property and Equipment

Property and equipment is primarily comprised of furniture, computer equipment, computer software and leasehold improvements which are recorded at cost and depreciated or amortized using the straight-line method over their estimated useful lives as follows: furniture and fixtures, seven years; computer equipment, four years; computer software, five years; leasehold improvements, over the lesser of the estimated remaining useful life of the asset or the remaining term of the lease. Expenditures for maintenance and repairs are charged to operations as incurred; major expenditures for renewals and betterments are capitalized and depreciated. Property and equipment acquired under capital leases are depreciated over the lesser of the estimated remaining useful life of the asset or the remaining term of the lease.

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Share-Based Compensation

Effective March 1, 2006, the Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment (SFAS 123R), using the modified-prospective transition method. Under the modified-prospective method, compensation costs recognized in each of the three months and nine months ended November 30, 2008 and November 30, 2007 includes (a) compensation cost for all share-based awards granted prior to, but not yet vested as of, March 1, 2006 based on the grant date fair value estimated in accordance with the original provisions of SFAS 123 and (b) compensation costs for all share-based awards granted on or subsequent to March 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123R.

The following summarizes share-based compensation expense recognized in the Company s Consolidated Financial Statements for the three months and nine months ended November 30, 2008 and November 30, 2007 (in thousands):

	Three Months Ended		Nine Months Ended	
	November 30, 2008	November 30, 2007	November 30, 2008	November 30, 2007
Cost of revenue	$ 723	$ 583	$ 2,047	$ 1,736
Sales and marketing	3,352	2,637	9,554	7,587
Research and development	3,715	2,208	9,769	6,452
General and administrative	4,461	4,027	12,311	10,647
Total share-based compensation	$ 12,251	$ 9,455	$ 33,681	$ 26,422

Share-based compensation expense qualifying for capitalization was insignificant for each of the three months and nine months ended November 30, 2008 and November 30, 2007. Accordingly, no share-based compensation expense was capitalized during the three months and nine months ended November 30, 2008 and November 30, 2007.

During the three months and nine months ended November 30, 2008, the Company granted the following share-based awards:

	Three Months Ended		Nine Months Ended	
	Shares and Shares Underlying Awards	Weighted Average Per Share Fair Value	Shares and Shares Underlying Awards	Weighted Average Per Share Fair Value
Options	77,485	$ 4.45	84,460	$ 4.66
Nonvested shares and share units	2,461,938	$ 12.54	3,147,117	$ 14.11
Performance share units target (1)		$	405,000	$ 23.85
Deferred share units	1,722	$ 10.16	8,503	$ 18.78
Total awards	2,541,145	$ 12.29	3,645,080	$ 14.98

(1) On May 22, 2008, the Board approved a Performance Share Unit Agreement for use with grants of performance share units (PSUs) to executive officers under the Red Hat, Inc. 2004 Amended and Restated Long-Term Incentive Plan, as amended, beginning May 2008.

During the nine months ended November 30, 2008, certain executive officers were awarded a target number of PSUs, and depending on the Company s financial performance relative to a specified peer group of companies, these executive officers may earn up to a maximum of 200% of the target number of PSUs over a performance period with three separate

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RED HAT, INC.

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performance segments noted below. In respect of the first performance segment, which is the period from March 1, 2008 through February 28, 2009, up to 25% of the maximum number of PSUs may be earned. In respect of the second performance segment, which is the period from March 1, 2008 through February 28, 2010, up to 50% of the maximum number of PSUs (less the amount of PSUs earned in respect of the first performance segment) may be earned. In respect of the third and final performance segment, which is the period from March 1, 2008 through February 28, 2011, up to 100% of the maximum number of PSUs (less the aggregate amount of PSUs earned in respect of the first and second performance segments) may be earned. The maximum number of PSUs that may be earned is capped at 100% of the target if total shareholder return for both the one- and three-year periods preceding the conclusion of the relevant performance segment are negative (as calculated using a 20-day average closing price).

Sales and Marketing Expenses

Sales and marketing expenses consist of costs, including salaries, sales commissions and related expenses, such as travel, of all personnel involved in the sales and marketing process. Sales and marketing expenses also include costs of advertising, sales lead generation programs, cooperative marketing arrangements and trade shows. All costs of advertising, including cooperative marketing arrangements, are expensed as incurred. Advertising expense totaled $4.2 million and $4.7 million for the three months ended November 30, 2008 and November 30, 2007, respectively. For the nine months ended November 30, 2008 and November 30, 2007, advertising expense totaled $13.8 million and $14.3 million, respectively.

Research and Development Expenses

Research and development expenses include all direct costs, primarily salaries for Company personnel and outside consultants, related to the development of new software products, significant enhancements to existing software products, and the portion of costs of development of internal use software required to be expensed. Research and development costs are charged to operations as incurred with the exception of those software development costs that may qualify for capitalization.

Deferred Taxes

The Company accounts for income taxes using the liability method in accordance with Statement of Financial Accounting Standard No. 109, Accounting for Income Taxes (SFAS 109), as modified by Financial Accounting Standards Board (FASB) Interpretation No. 48, Accounting for Uncertain Income Taxes (FIN 48) which requires the recognition of deferred tax assets or liabilities for the temporary differences between financial reporting and tax bases of its assets and liabilities and for tax carryforwards at enacted statutory tax rates in effect for the years in which the differences are expected to reverse.

The Company continues to assess the realizability of its deferred tax assets, which primarily consist of net operating losses (NOL s) from share-based compensation expense deductions in the United States. In assessing the realizability of these deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. As of November 30, 2008, the Company s net deferred tax asset balance was $120.0 million, of which $11.0 million is offset by a valuation allowance. The Company continues to record a valuation allowance against its deferred tax assets with respect to NOL s attributable to certain share-based compensation expense deductions related to excess tax benefits recognized prior to the adoption of SFAS 123R, certain foreign NOL s and an acquired NOL carryforward that is subject to a limitation under Section 382 of the Internal Revenue Code.

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

In accordance with the provisions of SFAS 123R, the benefit of the deferred tax asset attributable to U.S. NOL carryforwards from share-based compensation expense deductions, generated prior to adoption of SFAS 123R, are being recognized as, and to the extent that, taxes payable are reduced. As these deferred tax assets attributable to NOL s from share-based compensation expense deductions are realized, the benefit of the deferred tax asset is recorded in additional paid in capital.

It is the Company s policy to invest the earnings of foreign subsidiaries indefinitely outside the U.S. From time to time, however, the Company remits a portion of these earnings to the extent it does not incur additional U.S. tax and it is otherwise feasible.

Foreign Currency Translation

The Euro has been determined to be the primary functional currency for the Company s European operations and local currencies have been determined to be the functional currencies for the Company s Asia Pacific and South American operations.

Foreign exchange gains and losses, which result from the process of remeasuring foreign currency transactions into the appropriate functional currency, are included in other income, net in the Company s Consolidated Statements of Operations. Net foreign exchange gains and losses included in other income were $0.4 million gain and $1.4 million loss for the three months ended November 30, 2008 and November 30, 2007, respectively. For the nine months ended November 30, 2008 and November 30, 2007 net foreign exchange losses totaled $0.6 million and $1.7 million, respectively. The translation of foreign currency financial statements into U.S. Dollars for financial reporting purposes is included in other comprehensive income, which is a separate component of stockholders equity.

Significant Customers and Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of temporary cash investments and trade receivables. The Company primarily places its temporary cash investments with high-credit quality financial institutions which invest predominantly in U.S. Government instruments, investment grade corporate bonds and certificates of deposit guaranteed by banks which are members of the FDIC. Cash deposits are primarily in financial institutions in the United States. However, cash for monthly operating costs of international operations are deposited in banks outside the United States.

The Company performs credit evaluations to reduce credit risk and generally requires no collateral from its customers. Management estimates the allowance for uncollectible accounts based on their historical experience and credit evaluation. The Company s standard credit terms are net 30 days in the U.S., net 30 to 45 days in EMEA, and range from net 30 to net 60 days in Asia Pacific. One customer accounted for 10% and 11% of the Company s accounts receivable at November 30, 2008 and February 29, 2008, respectively.

For the three months and nine months ended November 30, 2008 and November 30, 2007, there were no individually significant customers from which the Company generated revenue.

Net Income Per Common Share

The Company computes net income per common share in accordance with Statement of Financial Accounting Standards No. 128, Earnings Per Share (SFAS 128), Staff Accounting Bulletin No. 98 (SAB 98) and Emerging Issues Task Force No. 04-8, The Effect of Contingently Convertible Instruments on Diluted EPS.

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(Unaudited)

Under the provisions of SFAS 128 and SAB 98, basic net income per common share is computed 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 adjusted for interest expense and amortization of debt issuance costs associated with the convertible debentures, 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 and convertible securities such as the Company s convertible debentures. Diluted net income per share for the three months and nine months ended November 30, 2008 and November 30, 2007, assumes the conversion of the convertible debentures using the if converted method.

The following table reconciles the numerators and denominators of the earnings per share calculation for the three months and nine months ended November 30, 2008 and November 30, 2007 (in thousands, except per share amounts):

	Three Months Ended		Nine Months Ended	
	November 30, 2008	November 30, 2007	November 30, 2008	November 30, 2007
Diluted net income per share computation:				
Net income	$ 24,305	$ 20,283	$ 62,733	$ 54,661
Interest expense on convertible debt, net of related tax	387	435	1,273	1,304
Amortization of debt issuance costs, net of related tax	455	459	1,386	1,377
Net income diluted	$ 25,147	$ 21,177	$ 65,392	$ 57,342
Weighted average common shares outstanding	190,665	194,038	190,978	194,741
Incremental shares attributable to assumed exercise of outstanding options and nonvested shares	3,888	5,236	5,140	5,726
Incremental shares attributable to assumed conversion of convertible debentures	13,855	22,273	19,487	22,273
Diluted shares	208,408	221,547	215,605	222,740
Diluted net income per share	$ 0.12	$ 0.10	$ 0.30	$ 0.26

The following shares are not included in the computation of diluted earnings per share because the option prices were greater than the average market price of the Company s stock during the related periods and the effect of including such options in the computation would be antidilutive (in thousands):

	Three Months Ended		Nine Months Ended	
	November 30, 2008	November 30, 2007	November 30, 2008	November 30, 2007
Number of shares considered antidilutive for calculating diluted net income per share:	12,140	4,223	9,422	3,824

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RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Segment Reporting

The Company is organized primarily on the basis of three geographic business units: the Americas, EMEA (Europe, Middle East and Africa) and Asia Pacific. These business units are aggregated into one reportable segment due to the similarity in nature of products provided, financial performance economics (e.g., revenue growth and gross margin), methods of distribution (direct and indirect) and customer classification and base (e.g., distributors, resellers and enterprise).

The Company has offices in more than 65 locations around the world. The Company manages its international business on an Americas-wide, EMEA-wide and Asia Pacific-wide basis. The following summarizes revenue, net income (loss) and total assets by geographic segment at and for the three months ended November 30, 2008 and November 30, 2007 (in thousands):

	Americas	EMEA	Asia Pacific	Total
	Three Months Ended November 30, 2008			
Revenue from unaffiliated customers	$ 108,519	$ 34,807	$ 22,006	$ 165,332
Net income (loss)	$ 23,179	$ 1,968	$ (842)	$ 24,305
Total assets	$ 1,771,978	$ 119,053	$ 73,448	$ 1,964,479
	Three Months Ended November 30, 2007			
Revenue from unaffiliated customers	$ 88,022	$ 29,379	$ 17,980	$ 135,381
Net income (loss)	$ 22,967	$ 116	$ (2,800)	$ 20,283
Total assets	$ 1,863,572	$ 115,674	$ 58,494	$ 2,037,740

The following summarizes revenue, net income (loss) and total assets by geographic segment at and for the nine months ended November 30, 2008 and November 30, 2007 (in thousands):

	Americas	EMEA	Asia Pacific	Total
	Nine Months Ended November 30, 2008			
Revenue from unaffiliated customers	$ 314,627	$ 106,760	$ 64,964	$ 486,351
Net income (loss)	$ 57,436	$ 10,551	$ (5,254)	$ 62,733
Total assets	$ 1,771,978	$ 119,053	$ 73,448	$ 1,964,479
	Nine Months Ended November 30, 2007			
Revenue from unaffiliated customers	$ 250,470	$ 79,864	$ 51,190	$ 381,524
Net income (loss)	$ 58,052	$ 935	$ (4,326)	$ 54,661
Total assets	$ 1,863,572	$ 115,674	$ 58,494	$ 2,037,740

The following table lists, for the three months ended November 30, 2008 and November 30, 2007, revenue from unaffiliated customers in the United States, the Company s country of domicile, revenue from unaffiliated customers in Japan, which in terms of revenue, was the only individually material country outside the United States and revenue from other foreign countries (in thousands):

	Three Months Ended November 30, 2008	Three Months Ended November 30, 2007
United States, the Company s country of domicile	$ 98,848	$ 81,807
Japan	12,431	10,447

Other foreign		54,053		43,127
Total revenue from unaffiliated customers	$	165,332	$	135,381

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The following table lists, for the nine months ended November 30, 2008 and November 30, 2007, revenue from unaffiliated customers in the United States, the Company s country of domicile, revenue from unaffiliated customers in Japan, which in terms of revenue, was the only individually material country outside the United States and revenue from other foreign countries (in thousands):

	Nine Months Ended November 30, 2008	Nine Months Ended November 30, 2007
United States, the Company s country of domicile	$ 287,632	$ 233,400
Japan	36,266	29,090
Other foreign	162,453	119,034
Total revenue from unaffiliated customers	$ 486,351	$ 381,524

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 at November 30, 2008 and February 29, 2008 (in thousands):

	November 30, 2008	February 29, 2008
United States, the Company s country of domicile	$ 74,273	$ 78,571
Foreign	19,411	19,569
Total long-lived assets, other than financial instruments and deferred taxes	$ 93,684	$ 98,140

Comprehensive Income

The Company s comprehensive income is comprised of net income, foreign currency translation adjustments, and unrealized gains and losses on marketable securities classified as available-for-sale. Comprehensive income for the three months and nine months ended November 30, 2008 and November 30, 2007 was as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	November 30, 2008	November 30, 2007	November 30, 2008	November 30, 2007
Comprehensive income:				
Net income	$ 24,305	$ 20,283	$ 62,733	$ 54,661
Foreign currency translation adjustments	6,736	(2,010)	8,824	(2,186)
Change in accumulated unrealized losses on marketable debt securities available-for-sale	(1,736)	2,889	(8,540)	3,400
Change in accumulated unrealized gains on marketable equity securities available-for-sale	(6,168)		7,934	
Total comprehensive income, net of taxes	$ 23,137	$ 21,162	$ 70,951	$ 55,875

As of November 30, 2008 and February 29, 2008, the Company held investments in debt and equity securities available-for-sale with a combined, accumulated, unrealized gain of $4.6 million and $5.3 million, respectively.

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Recent Accounting Pronouncements

In February 2007, the FASB issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS159). SFAS 159 permits companies to choose to measure certain financial instruments at fair value that are not currently required to be measured at fair value. SFAS 159 was effective for the Company on March 1, 2008. The Company has elected not to measure eligible financial assets and liabilities at fair value. Accordingly, the adoption of SFAS 159 did not have a significant impact on the Company s consolidated financial statements.

In December 2007, the FASB issued Statement No. 141 (revised 2007), Business Combinations (SFAS 141R), which replaces Statement No. 141, Business Combination (SFAS 141). SFAS 141R retains the fundamental requirements in SFAS 141 but broadens its scope to include all transactions and other events in which one entity obtains control over another and improves the recognition and measurement of identifiable assets acquired, liabilities assumed and any noncontrolling interests of the acquiree. SFAS 141R will apply prospectively to business combinations for which the acquisition date is on or after March 1, 2009. The Company is currently evaluating the impact of SFAS 141R on prospective acquisitions.

In December 2007, the FASB issued Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51 (SFAS160). SFAS 160 (i) clarifies the definition of noncontrolling interest, (ii) requires the noncontrolling interest to be reported as a component of equity rather than reported as a liability or in the mezzanine section between liabilities and equity and (iii) changes the presentation on the consolidated statement of operations of the income attributable to the noncontrolling interest. SFAS 160 will be effective for the Company on March 1, 2009. The Company is currently evaluating the impact of adopting SFAS 160, but currently believes there will be no significant impact on the Company s consolidated financial statements.

In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157, which provides a one-year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. The Company is currently evaluating the impact of adopting SFAS 157 with respect to non-financial assets and non-financial liabilities, essentially goodwill and identifiable intangible assets, but does not believe the adoption will have a significant impact on the Company s consolidated financial statements. The provisions of SFAS 157 will be applied to non-financial assets and non-financial liabilities beginning March 1, 2009.

In March 2008, the FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities (SFAS 161). SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand such effects on financial position, financial performance and cash flow. SFAS 161 is effective for the Company on March 1, 2009. The Company has not completed its evaluation of the impact on the Company s consolidated financial statements of adopting SFAS 161 but currently believes the adoption of SFAS 161 will not be significant.

NOTE 3 Business Combinations

Acquisition of Qumranet, Inc.

On September 4, 2008, the Company completed its previously announced acquisition of Qumranet, Inc. (Qumranet), a privately held software company that produces and sells virtualization technologies. The acquisition of Qumranet broadens the Company s technology solutions, communities of development and use,

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and additional influence in, and acceptance of, virtualization technology in the Linux kernel, upon which the Company s Red Hat Enterprise Linux platform is based. Under the terms of the agreement the Company paid approximately $104.8 million in cash. The total consideration paid by the Company in connection with the acquisition as of November 30, 2008 is summarized in the following table (in thousands):

	Total
Cash consideration paid to and or on behalf of Qumranet stockholders	$ 104,772
Estimated transactions costs	931
Total consideration	$ 105,703

The table below represents the allocation of the total consideration to the Company s tangible and identifiable intangible assets and liabilities (in thousands) based on management s assessment of their respective fair values as of the date of the acquisition. The Company intends to finalize the purchase price allocation by the end of fiscal 2009 and currently anticipates that adjustments, if any, would be insignificant:

	Total
Identifiable intangible assets at fair value (see detail below)	$ 21,200
Cash	4,333
Accounts receivable at fair value	28
Fixed assets at fair value	959
Other assets at fair value	247
Accrued liabilities at fair value	(1,069)
Goodwill	80,005
Total consideration allocated	$ 105,703

The following table summarizes the allocation of estimated identifiable intangible assets resulting from the acquisition (in thousands). For purposes of this allocation, the Company has assessed a fair value of Qumranet identifiable intangible assets related to customer contracts, customer relationships, employee covenants not to compete, developed technology and tradenames and trademarks based on the net present value of the projected income stream of these identifiable intangible assets. The resulting fair value is being amortized over the estimated useful life of each identifiable intangible asset on a straight-line basis which approximates the economic pattern of benefits:

	Expense Type	Estimated Life (Years)	Total
Developed technology	Research and development	6	17,000
Employee covenants not to compete	Sales and marketing	3	2,600
Tradenames and trademarks	General and administrative	10	1,600
Total identifiable intangible assets			$ 21,200

The following unaudited pro forma consolidated financial information reflects the results of operations of the Company for the nine months ended November 30, 2008 and 2007 (in thousands, except per share amounts) as if the acquisition of Qumranet had occurred at the beginning of each period, 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 each period.

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	Three Months Ended Pro Forma	Nine Months Ended Pro Forma	
	November 30, 2007	November 30, 2008	November 30, 2007
Revenue	$ 135,381	$ 486,476	$ 381,524
Net income	$ 18,609	$ 57,060	$ 49,896
Diluted net income	$ 19,503	$ 59,719	$ 52,577
Basic net income per common share	$ 0.10	$ 0.30	$ 0.26
Diluted net income per common share	$ 0.09	$ 0.28	$ 0.24

Other business combinations

During the nine months ended November 30, 2008, the Company acquired two businesses which provide the Company additional services capability within the middleware and security management markets. The aggregate purchase price paid for the two businesses, net of cash acquired, totaled $46.8 million.

NOTE 4 Goodwill

In accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, the Company completed its annual impairment test of goodwill as of February 29, 2008 and no goodwill impairment was deemed necessary. The following is a summary of goodwill for the nine months ended November 30, 2008 (in thousands):

Balance at February 29, 2008	$ 340,314
Add: acquisition of Qumranet (See NOTE 3, Business Combinations)	80,005
Add: acquisition of other businesses (1)	19,717
Impact of foreign currency fluctuations and other	(2,323)
Balance at November 30, 2008	$ 437,713

(1) During the nine months ended November 30, 2008, goodwill additions represent the excess of purchase price over tangible and identifiable intangible assets of two acquired businesses which provide the Company additional services capability within the middleware and security management markets.

NOTE 5 Identifiable Intangible Assets

Identifiable intangible assets consist primarily of purchased technologies, customer and reseller relationships, trademarks, copyrights and patents, which are amortized over the estimated useful life, generally on a straight-line basis with the exception of customer contracts and 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 fifteen years for purchased technologies and customer and reseller relationships and three to ten years for trademarks, copyrights and patents. As of November 30, 2008 and February 29, 2008, trademarks with an indefinite estimated useful life totaled $8.4 and $10.1 million, respectively.

During the nine months ended November 30, 2008 the Company acquired businesses and technologies which included identifiable intangible assets valued at $43.4 million of which $21.2 million results from the acquisition of Qumranet, described in NOTE 3 to the Consolidated Financial Statements. The remaining $22.2 million increase in intangible assets relates to businesses and technologies acquired during the nine months ended November 30, 2008 which increased the Company s services capabilities in the middleware and security management markets.

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

Amortization expense associated with identifiable intangible assets was $5.1 million and $3.3 million for the three months ended November 30, 2008 and November 30, 2007, respectively. For the nine months ended November 30, 2008 and November 30, 2007 amortization expense associated with identifiable intangible assets was $12.7 million and $9.8 million, respectively. The following is a summary of identifiable intangible assets (in thousands):

	November 30, 2008			February 29, 2008		
	Gross Amount	Accumulated Amortization	Net Amount	Gross Amount	Accumulated Amortization	Net Amount
Trademarks, copyrights and patents	$ 46,246	$ (9,500)	$ 36,746	$ 31,382	$ (7,251)	$ 24,131
Purchased technologies	43,976	(17,356)	26,620	24,878	(13,316)	11,562
Customer and reseller relationships	77,233	(17,046)	60,187	68,978	(10,914)	58,064
Employee covenants not to compete	3,473	(766)	2,707	373	(307)	66
Total identifiable intangible assets	$ 170,928	$ (44,668)	$ 126,260	$ 125,611	$ (31,788)	$ 93,823

NOTE 6 Income Taxes

Income Tax Expense

During the three months and nine months ended November 30, 2008, the Company recorded $9.2 million and $33.8 million of income tax expense, respectively, which was based on an estimated annual effective tax rate of 35%. The Company s current estimated annual effective tax rate of 35% differs from the estimated annual effective tax rate of 39% reported in the Company s prior quarter consolidated financial statements primarily due to nonrecurring income tax deductions. During the three months and nine months ended November 30, 2007, the Company recorded $12.0 million and $34.9 million, respectively of income tax expense, which resulted in an estimated annual effective tax rate of 39%. The Company s then estimated annual effective tax rate of 39% differed from the U.S. federal statutory rate of 35% primarily due to state income taxes.

Deferred Taxes

As of November 30, 2008, the Company s net deferred tax asset balance was $120.0 million, of which $11.0 million was offset by a valuation allowance. Deferred tax assets consist primarily of NOL s from stock-based compensation expense deductions in the U.S. The Company provides a valuation allowance against its net deferred tax assets with respect to NOL s attributable to certain stock-based compensation expense deductions related to excess tax benefits recognized prior to the adoption of SFAS 123R, certain foreign NOL s and an acquired NOL carryforward that is subject to a limitation under Section 382 of the Internal Revenue Code. The U.S. net deferred tax asset attributable to U.S. NOL s from stock-based compensation expense deductions generated prior to adoption of SFAS 123R are being recognized as, and to the extent that, taxes payable are reduced. As these deferred tax assets attributable to NOL s from stock-based compensation expense deductions are realized, the benefit of the deferred tax asset is recorded in additional paid in capital. During the three months and nine months ended November 30, 2008, the Company credited additional paid in capital $13.3 million and $46.0 million, respectively for cash benefits realized from utilization of NOL s from stock-based compensation expense deductions.

As of November 30, 2008, the Company had U.S. federal and state NOL carryforwards of approximately $111.0 million. These NOL carryforwards are scheduled to expire in varying amounts beginning in 2020 and 2009 for federal and state income tax purposes, respectively.

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(Unaudited)

Uncertain Tax Positions

In July 2006, the FASB issued FIN 48 which clarifies the accounting for uncertainty in income taxes by prescribing a comprehensive model for recognizing, measuring, presenting and disclosing uncertain income tax positions taken or expected to be taken by the Company on its tax returns. The Company adopted FIN 48 effective March 1, 2007. The Company s unrecognized tax benefits were $37.3 million as of November 30, 2008 and $35.9 million as of February 29, 2008. The Company s unrecognized tax benefits at November 30, 2008 and February 29, 2008, which, if recognized, would impact its effective tax rate were $15.7 million and $14.3 million, respectively.

During the three months and nine months ended November 30, 2008, the amount of unrecognized tax benefits increased by approximately $0.5 million and $1.4 million, respectively with respect to the continuation in the current period of uncertain tax positions taken during a prior period. The Company anticipates that similar quarterly increases in amount will occur during the next 12 months. The Company does not currently expect any other significant changes in its unrecognized tax benefits for the next 12 months. No settlements of uncertain income tax positions or reductions in long-term obligations related to unrecognized tax benefits occurred during the three months and nine months ended November 30, 2008.

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 $0.5 million and $0.7 million as of November 30, 2008 and February 29, 2008, 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 November 30, 2008. Due to NOL carryforwards, in some cases the tax years continue to remain subject to examination with respect to such NOL s:

Tax Jurisdiction	Years Subject to Income Tax Examination	
U.S. federal	1994	Present
North Carolina	1999	Present
Ireland	2001	Present
Japan*	2008	Present

* The Company has been examined for income tax for years through February 28, 2007. However, the statute of limitations remains open for 5 years.

The Company or one of its subsidiaries is currently undergoing an income tax examination in France.

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

NOTE 7 Commitments and Contingencies

As of November 30, 2008, the Company leased office space and certain equipment under various non-cancelable operating leases. Rent expense under operating leases was $5.7 million and $4.6 million for the three months ended November 30, 2008 and November 30, 2007, respectively.

For the nine months ended

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(Unaudited)

November 30, 2008 and November 30, 2007, rent expense under operating leases was $16.8 million and $12.1 million, respectively.

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 8 Legal Proceedings

Red Hat Professional Consulting, Inc., formerly PTI, a wholly owned subsidiary of the Company acquired in February 2001, together with its former directors and some of its former principal shareholders, is a defendant in a suit brought by a former employee in DeKalb County Superior Court in Georgia (Case No. 00-CV-5509-8). The plaintiff asserts, among other things, slander, breach of a shareholder agreement and of various employment agreements and seeks monetary damages. Red Hat Professional Consulting, Inc. has filed an answer, affirmative defenses and counterclaims, denying all liability. All discovery in the matter is complete. On October 31, 2005, a hearing was held on defendants Third Motion for Partial Summary Judgment, and the Court granted summary judgment on three of the claims. A pre-trial order was entered in the matter, and it was set for trial on December 11, 2006. However, the Court elected to delay trial for purposes of rehearing plaintiff s motion for partial summary judgment, and that hearing was held on December 11, 2006. On February 16, 2007, the Court issued an order in favor of plaintiff and against all defendants on plaintiff s claim that his stock option agreement had been breached. That order does not set forth a remedy. The order was appealed by the Defendants to the Georgia Court of Appeals, which on March 17, 2008, reversed the trial court, vacated the trial court s order, and remanded for further proceedings. The Company filed a timely motion to reconsider with the Georgia Court of Appeals questioning the line of cases upon which the decision was rendered and the standard the court indicated should be applied by the trial court in determining the issues on remand. That motion was denied. The Company filed a petition for writ of certiorari in the Georgia Supreme Court, and that petition was denied on September 8, 2008, and the case was remanded to the trial court for further proceedings. The Company has been indemnified, subject to certain limitations, in this matter by the former PTI shareholders; however, there is a possibility that any damage award in this case could, if upheld, exceed the limits of such indemnification. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

Commencing on or about March 2001, the Company and certain of its officers and directors were named as defendants in a series of purported class action suits arising out of the Company s initial public offering and

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

secondary offering. Approximately 310 other IPO issuers were named as defendants in similar class action complaints (together, the IPO Allocation Actions). On August 8, 2001, Chief Judge Michael Mukasey of the U.S. District Court for the Southern District of New York issued an order that transferred all of the IPO Allocation Actions, including the complaints involving the Company, to one judge for coordinated pre-trial proceedings (Case No. 21 MC 92). The plaintiffs contend that the defendants violated federal securities laws by issuing registration statements and prospectuses that contained materially false and misleading information and failed to disclose material information. Plaintiffs also challenge certain IPO allocation practices by underwriters and the lack of disclosure thereof in initial public offering documents. On April 19, 2002, plaintiffs filed amended complaints in each of the 310 consolidated actions, including the Red Hat action. The relief sought consists of unspecified damages, attorneys and expert fees and other unspecified costs. In October of 2002, the individual director and officer defendants of the Company were dismissed from the case without prejudice. In October of 2004, the District Court certified a class in six of the 310 actions (the focus cases) and noted that the decision is intended to provide strong guidance to all parties regarding class certification in the remaining cases. The Company s action is not one of the focus cases. On December 5, 2006, the U.S. Court of Appeals for the Second Circuit vacated the District Court s class certification with respect to the focus cases and remanded the matter for further consideration. In September 2007, discovery moved forward in the focus cases and plaintiff filed and amended complaints against the focus case issuer and underwriter defendants. Defendants in the focus cases filed motions to dismiss the second amended complaints in November 2007, and filed their oppositions to plaintiffs motion for class certification in December 2007. The motions to dismiss in the focus cases were granted in part and denied in part, and the issue of class certification is currently pending before the Court. The Company intends to defend itself vigorously in this matter. There can be no assurance, however, that the Company will be successful, and an adverse resolution of the lawsuit could have a material adverse effect on the Company s financial position and results of operations in the period in which the lawsuit is resolved. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

Commencing on August 4, 2003, the Company filed suit against The SCO Group, Inc. (SCO) in the U.S. District Court for the District of Delaware seeking a declaratory judgment that the Company is not infringing any of SCO s intellectual property rights (Civil Action No. 03-722-SLR). In addition, the Company has asserted claims against SCO under Delaware and federal law, including deceptive trade practices, unfair competition, tortious interference with prospective business opportunities, trade libel and violations of the Lanham Act. The Company contends that SCO has made false and misleading public statements in alleging that software code, in which SCO claims to own copyrights and trade secrets, was misappropriated and incorporated into the Company s product and that SCO has threatened legal action. On September 15, 2003, SCO filed a motion to dismiss contending, among other things, that no actual controversy exists and that the declaratory judgment that the Company seeks would not be warranted. On April 6, 2004, the Court denied SCO s motion to dismiss but stayed further action in the case pending resolution of litigation underway in the U.S. District Court for the District of Utah between SCO and IBM. On April 20, 2004, Red Hat filed a motion for reconsideration contending that a stay based on the Utah case would be inappropriate. On March 31, 2005, the Court denied the Company s motion to reconsider but extended to the Company the right to renew the motion should matters materially change in the SCO v. IBM litigation. SCO filed for bankruptcy protection in the District of Delaware on September 14, 2007, and on September 17, 2007 SCO filed a Notice in the pending case referencing the automatic stay in bankruptcy and asking the court to take the case off its active calendar. On October 15, 2007, SCO filed a schedule in the bankruptcy proceeding, listing Red Hat s claim as disputed and unliquidated. On April 18, 2008, Red Hat filed a proof-of-claim in the bankruptcy proceeding, which is currently pending. On September 23, 2008, the judge in the bankruptcy proceeding extended the deadline for SCO to file a plan of reorganization through December 31, 2008, and extended the exclusive period for soliciting acceptances through March 2, 2009. On December 30, 2008, SCO filed a motion to extend the exclusive period for it to file a plan of

RED HAT, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

reorganization to January 16, 2009 and the exclusive period for it to solicit acceptances to March 18, 2009. A hearing on this motion is scheduled for January 29, 2009.

In the summer of 2004, 14 class action lawsuits were filed against the Company and several of its former officers on behalf of investors who purchased the Company s securities during various periods from June 19, 2001 through July 13, 2004. All 14 suits were filed in the U.S. District Court for the Eastern District of North Carolina. In each of the actions, plaintiffs seek to represent a class of purchasers of the Company s common stock during some or all of the period from June 19, 2001 through July 13, 2004. All of the claims arise in connection with the Company announcement on July 13, 2004 that it would restate certain of its financial statements (the Restatement). One or more of the plaintiffs assert that certain former officers (the Individual Defendants) and the Company violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the Securities Exchange Act), and Rule 10b-5 thereunder by issuing the financial statements that the Company subsequently restated. One or more of the plaintiffs seek unspecified damages, interest, costs, attorneys and experts fees, an accounting of certain profits obtained by the Individual Defendants from trading in the Company s common stock, disgorgement by the Company s chief executive officer and former chief financial officer of certain compensation and profits from trading in the Company s common stock pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 and other relief. As of September 8, 2004, all of these class action lawsuits were consolidated into a single action referenced as Civil Action No. 5:04-CV-473BR and titled In re Red Hat, Inc. Securities Litigation. On May 6, 2005, the plaintiffs filed an amended consolidated class action complaint. On July 29, 2005, the Company, on behalf of itself and the Individual Defendants, filed a motion to dismiss the action for failure to state a claim upon which relief may be granted. Also on that date, PricewaterhouseCoopers LLP (PwC), another defendant, filed a separate motion to dismiss. On May 12, 2006, the Court issued an order granting the motion to dismiss the Securities Exchange Act claims against several of the Individual Defendants, but denying the motion to dismiss the Securities Exchange Act claims against the Company, its former chief executive officer and chief financial officer. The Court dismissed the claims under the Sarbanes-Oxley Act in their entirety, and also granted PwC s motion to dismiss. On November 6, 2006, the plaintiffs filed a motion for class certification. Subsequent to the filing of that motion, several plaintiffs withdrew as potential class representatives, and the Company opposed the certification of the remaining proposed class representatives. On May 11, 2007, the Court entered an order denying class certification and denying all other pending motions as moot. Thereafter, on July 13, 2007 Charles Gilbert filed a renewed motion for appointment as lead plaintiff and approval of selection of lead counsel. On November 13, 2007, the Court entered an Order allowing Gilbert s motion, appointing him lead plaintiff and adding him as a party plaintiff and appointing lead counsel. On January 14, 2008, Gilbert s counsel filed a motion to certify the action as a class action, which has since been briefed by the parties and now awaits disposition by the Court. The Company intends to vigorously defend any remaining claims in this matter. There can be no assurance, however, that the Company will be successful, and an adverse resolution of the lawsuit could have a material adverse effect on the Company s financial position and results of operations in the period in which the lawsuit is resolved. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

On October 4, 2007, Vanessa Simmonds, a purported stockholder of the Company, filed suit in the U.S. District Court for the Western District of Washington (Civil Action No. C07-1587 JLR) against, among others, The Goldman Sachs Group, Inc. and JPMorgan Chase & Co., lead underwriters of the Company s initial public offering in August 1999. The complaint alleges that the combined number of shares of the Company s common stock beneficially owned by the underwriters and certain unnamed officers, directors and principal stockholders exceeded ten percent of the Company s outstanding common stock from the date of the Company s initial public offering on August 11, 1999, through at least August 10, 2000. It further alleges that those entities and individuals were thus subject to the reporting requirements of Section 16(a) and the short-swing trading prohibition of Section 16(b) of the Securities Exchange Act of 1934, as amended, and failed to comply with those

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provisions. The complaint seeks to recover from the lead underwriters any short-swing profits obtained by them in violation of Section 16(b). The Company was named as a nominal defendant in the action. On February 28, 2008, plaintiff filed an amended complaint asserting substantially similar claims as those set forth in the initial complaint. In July 2008, the Company and the underwriter defendants filed motions to dismiss. Plaintiff has filed oppositions to both motions On January 16, 2009, the Court will hear oral argument on the motions to dismiss.

On October 9, 2007, IP Innovation, LLC and Technology Licensing Corporation filed a complaint in the Eastern District of Texas (Civil Action No. 2-07CV-447) against Red Hat, Inc. and Novell, Inc., alleging direct and indirect infringement of U.S. Patent Nos. 5,072,412, 5,394,521 and 5,533,183. The complaint seeks, among other relief, compensatory damages, enhanced damages and injunctive relief. The Company answered the complaint on February 1, 2008, including counterclaims against plaintiffs for declaratory judgment of invalidity, unenforceability and noninfringement of the patents-in-suit, and the plaintiffs filed a reply to those counterclaims on February 11, 2008. Discovery in the case has begun. Based on the Company s efforts to date, it believes it has meritorious defenses to this matter, and intends to vigorously defend itself. There can be no assurance, however, that the Company will be successful in its defense, and an adverse resolution of the lawsuit could have a material adverse effect on its business, financial position and results of operations, including its ability to continue to commercialize the technologies implicated in the litigation. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

The Company also experiences other routine litigation in the normal course of its business. The Company believes that the outcome of this routine litigation will not have a material adverse effect on its financial position and results of operations.

NOTE 9 Share and Debenture Repurchase Program

On September 25, 2007, the Company announced that its Board of Directors had authorized a continuation of the Company s Common Stock and Debenture repurchase program that was announced in October 2006. Under the continued program, the Company was authorized to repurchase up to an aggregate of $250.0 million of Common Stock and $75.0 million of Debentures from time to time on the open market or in privately negotiated transactions, as applicable.

On September 29, 2008, the Company announced that its Board of Directors had amended the repurchase program to increase by $125.0 million the amount of Debentures that may be repurchased and extended the program so that it expired on the earlier of (i) November 30, 2008 or (ii) a determination by the Board of Directors, the Chief Executive Officer or the Chief Financial Officer to discontinue the program. On October 14, 2008, the Company announced that its Board of Directors had amended the repurchase program to increase by an additional $85.0 million the amount of Debentures that may be repurchased under the program. During the three months ended November 30, 2008, the Company repurchased for $280.1 million debentures with an aggregate face amount of $284.5 million.

On November 17, 2008, the Company announced that its Board of Directors had amended the repurchase program to authorize the repurchase of up to an aggregate of $250.0 million of Common Stock, without regard to amounts previously repurchased under prior programs. The amended program does not include any authorization to repurchase Debentures and expires on the earlier of (i) October 31, 2010 or (ii) a determination by the Board of Directors, the Chief Executive Officer or the Chief Financial Officer to discontinue the program. As of November 30, 2008, the amount available under the program for the repurchase of Common Stock was $250.0 million.

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

OVERVIEW

We are a global leader in providing open source software solutions to the enterprise, including our core enterprise operating system platform, Red Hat Enterprise Linux and enterprise middleware platform, JBoss Enterprise Middleware and other Red Hat enterprise 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 freely shared, there are customarily no licensing fees for the distribution of the open source software. Therefore, we do not recognize revenue from the licensing of the code itself. We provide value to our customers through the aggregation, integration, testing, certification, delivery, maintenance and support of our Red Hat enterprise technologies, and by providing a level of scalability, stability and accountability 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 sell our enterprise technologies through subscriptions, and we recognize revenue over the period of the subscription agreements with our customers. In addition, we generally provide certain managed services for each of our enterprise technologies, through Red Hat Network (RHN), JBoss Operations Network (JBoss ON) and JBoss Customer Support Portal (JBoss Support Portal), as a component of our subscriptions. We market our offerings primarily to enterprise customers including large enterprises, government organizations, small and medium size businesses and educational institutions.

We have focused on introducing and gaining acceptance for Red Hat enterprise technologies that comprise our open source architecture. Since introducing our initial enterprise open source operating system platform, Red Hat Enterprise Linux, it has 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 offerings and introducing new systems management services, middleware, integrated virtualization and clustering capability, file management systems, directory and certificate technologies and enhanced security functionality. We intend to bring the value of open source technology to other key areas of the enterprise infrastructure as the development community efforts support and customer needs dictate.

We derive our revenue and generate cash from customers primarily from two sources: (i) subscription revenue and (ii) training and services revenue. The arrangements with our customers that produce this revenue and cash are explained in further detail under Critical Accounting Policies and Estimates below and in NOTE 2 to the Consolidated Financial Statements. 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.

Revenue. For the three months ended November 30, 2008, total revenue increased 22.1% or $30.0 million to $165.3 million from $135.4 million for the three months ended November 30, 2007. Subscription revenue increased 17.0% or $19.7 million, driven primarily by additional subscriptions related to our principal RHEL technologies, which have gained broader market acceptance in mission critical areas of computing, and our international expansion. The increase is, in part, a result of the continued migration of enterprises in industries such as telecommunications, government and financial services to our open source platform from a proprietary Unix platform. Training and services revenue increased by 52.1% or $10.2 million, driven primarily by revenue from professional services delivered by Amentra, a business we acquired in March 2008.

The success of our business model is influenced by the acceptance and widespread deployment of our open source technologies, our ability to provide additional value to our customers in the form of additional technology infrastructure, new product innovation and by providing additional services.

Deferred Revenue. Our deferred revenue, current and long-term, balance at November 30, 2008 was $505.1 million. Because of our subscription model and revenue recognition policies, deferred revenue improves predictability of future revenue. Deferred revenue at November 30, 2008 increased 6.8% as compared to the balance at February 29, 2008 of $472.9 million. The effect of foreign currency exchange rate changes on our deferred revenue balance, primarily related to deferred revenue balances in our EMEA business which are translated from a functional currency of Euros to our consolidated reporting currency of US dollars, reduced our reported deferred revenue balance as of November 30, 2008 by $26.0 million.

Subscriptions. Our enterprise technologies are sold under subscription agreements. These agreements typically have a one or three year subscription period. The subscription entitles the end user to maintenance, which generally consists of a specified level of support, as well as security updates, bug fixes, functionality enhancements and upgrades to the technology, when and if available, during the term of the subscription through our integrated management technologies, RHN, JBoss ON and JBoss Support Portal. Our customers have the ability to purchase higher levels of subscriptions that increase the level of support the customer is entitled to receive. Subscription revenue increased sequentially for each of the first, second and third quarters of fiscal 2009 and has increased each quarter of fiscal 2008, 2007 and 2006 and is being driven primarily by the increased market acceptance and use of open source software by the enterprise and our expansion of sales channels and geographic footprint during these periods.

Revenue by geography. 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 Japan, Singapore, India, Australia, South Korea and China). For the three months ended November 30, 2008, approximately $66.5 million or 40.2% of our revenue was generated outside the United States compared to approximately $53.6 million or 39.6% for the three months ended November 30, 2007. Our international operations are expected to continue increasing 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 November 30, 2008, we had offices in more than 65 locations throughout the world.

Gross profit margin. As a result of changes in product mix, gross profit margin decreased slightly to 83.9% for the three months ended November 30, 2008 from 84.5% for the same period ended November 30, 2007. Training and services revenue increased as a percentage of total revenue to 18.1% for the three months ended November 30, 2008 from 14.5% for the same period ended November 30, 2007 as we continue to invest in our services business. Gross profit margin on services increased to 40.5% for the three months ended November 30, 2008 from 34.7% for the same period ended November 30, 2007. Additionally, gross profit margin on subscriptions continued to increase, growing to 93.5% for the three months ended November 30, 2008 from 93.0% for the three months ended November 30, 2007.

Income from operations. Operating income was 12.7% and 14.4% of total revenue for the three months ended November 30, 2008 and November 30, 2007, respectively. The decrease in operating income as a percentage of revenue is a result of both an increase in operating expenses as a percentage of total revenue and a slight decrease in gross profit margin as a result of changes in product mix, described above. Overall operating expenses as a percentage of revenue increased slightly to 71.3% for the three months ended November 30, 2008 from 70.2% for the three months ended November 30, 2007 due primarily to additional research and development expenses related to Qumranet. Research and development expenses as a percentage of revenue increased to 20.9% for the three months ended November 30, 2008 from 19.2% for the three months ended November 30, 2007.

Cash, cash equivalents, investments in debt and equity securities and cash flow from operations. Cash, cash equivalents and short-term and long-term investments in securities balances at November 30, 2008 totaled

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$1.08 billion. During the three months ended November 30, 2008, we repurchased $284.5 million of our convertible debentures and $30.0 million of our common stock, under a previously announced common stock and convertible debenture repurchase program. Additionally, we acquired Qumranet Inc for $101.3 million, net of cash acquired. Cash generated from operating activities for the three months ended November 30, 2008 totaled $59.1 million which primarily related to the increase in subscription revenue during the same period. Our significant cash balance gives us a measure of flexibility to take advantage of opportunities such as acquisitions, increasing investment in international areas and purchasing our own common stock and debt securities.

In our fiscal year ended February 29, 2008, we focused on, and in fiscal 2009 have continued to focus on, among other things, (i) gaining widespread acceptance and deployment by the enterprise of our Red Hat enterprise technologies, (ii) generating increasing subscription revenue by renewing subscriptions and providing additional value to our customers and by growing the number of enterprise technologies that comprise our open source architecture and (iii) generating increased revenue by providing additional systems management, developer and other services as well as from additional market penetration through a broader and deeper set of channel partner relationships, including OEMs, and our own international expansion, among other means.

Foreign currency exchange rates impact on results of operations. Approximately 40.2% of our revenue for the three months ended November 30, 2008 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 in determining 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, operating expenses and income from operations for our non-U.S. operations. Similarly, our revenue, operating expenses and net income will decrease for our non-U.S. operations if the U.S. dollar strengthens against foreign currencies. Using the average foreign currency exchange rates from fiscal 2008, our revenue and operating expenses from non-U.S. operations for the three months ended November 30, 2008 would have been higher than we reported using the exchange rates for fiscal 2009 by approximately $1.6 million and $1.9 million, respectively, which would have resulted in income from operations being $0.3 million lower.

Business combinations. On March 13, 2008, we announced our acquisition of Amentra, a provider of systems integration services for SOA, business process management, systems development and enterprise data solutions. The acquisition of Amentra provides a solutions-oriented depth to our middleware business. Operating results related to Amentra activities since acquisition are included in our consolidated financial statements for the three months and nine months ended November 30, 2008.

On September 4, 2008, we announced our acquisition of Qumranet, Inc., including its KVM (Kernel Virtualized Machine) and SolidICE virtualization technologies. Under the terms of the transaction, we paid approximately $104.8 million in cash for Qumranet, a privately held company. The acquisition provides server and desktop virtualization technologies and expertise, related virtualization management capabilities, communities of development and use, and additional influence in, and acceptance of, virtualization technology in the Linux kernel, upon which our Red Hat Linux platform is based. For further discussion, see NOTE 3 to the Consolidated Financial Statements.

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our critical accounting policies include the following:

- Revenue recognition;
- Impairment of long-lived assets;
- Share-based compensation; and
- Deferred taxes and uncertain tax positions.

Revenue recognition

We recognize revenue in accordance with Statement of Position No. 97-2, Software Revenue Recognition (SOP 97-2), as amended by Statement of Position No. 98-4, Deferral of the Effective Date of a Provision of SOP 97-2, and Statement of Position No. 98-9, Modification of SOP 97-2, and Staff Accounting Bulletin No. 101, as amended by Staff Accounting Bulletin No. 104. We establish persuasive evidence of an arrangement for each type of revenue transaction based on either a signed contract with the end customer, a click-through contract on our website whereby the customer agrees to our standard subscription terms, signed or click-through distribution contracts with OEMs and other resellers, or, in the case of individual training seats, through receipt of payment which indicates acceptance of our training agreement terms.

Subscription revenue

Subscription revenue is comprised of direct and indirect sales of Red Hat enterprise technologies. Accounts receivable and deferred revenue are recorded at the time a customer enters into a binding subscription agreement for the purchase of a subscription, subscription services are made available to the customer and the customer is billed. The deferred revenue amount is recognized as revenue ratably over the life of the subscription. Red Hat enterprise technologies are generally offered with either one or three-year base subscription periods; the majority of our subscriptions have one-year terms. Under these subscription agreements, renewal rates are generally specified for one or three year renewal terms. The base subscription generally entitles the end user to the technology itself and post contract customer support (PCS), generally consisting of a specified level of customer support and security errata, bug fixes, functionality enhancements to the technology and upgrades to new versions of the technologies, each on a when-and-if available basis, during the term of the subscription. We sell our open source technologies through two principal channels: (1) direct, which includes sales by our sales force as well as web store sales, and (2) indirect, which includes distributors, resellers and OEMs. We recognize revenue from the sale of Red Hat enterprise technologies ratably over the period of the subscription beginning on the commencement date of the subscription agreement.

Subscription arrangements with large enterprise customers often have contracts with multiple elements (e.g., software technology, maintenance, training, consulting and other services). We allocate revenue to each element of the arrangement based on vendor-specific objective evidence of its fair value when we can demonstrate sufficient evidence of the fair value of at least those elements that are undelivered. The fair value of each element in multiple element arrangements is created by either (i) providing the customer with the ability during the term of the arrangement to renew that element at the same rate paid for the element included in the initial term of the agreement or (ii) selling the services on a stand-alone basis.

Training and services revenue

Training and services are comprised of revenue for consulting, engineering and customer training and education services. Consulting services consist of time-based arrangements, and revenue is recognized as these services are performed. Engineering services represent revenue earned under fixed fee arrangements with our OEM partners and other customers to provide for significant modification and customization of our Red Hat

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enterprise technologies. We recognize revenue for these fixed fee engineering services using the percentage of completion basis of accounting, provided we have the ability to make reliable estimates of progress towards completion, the fee for such services is fixed or determinable and collection of the resulting receivable is probable. Under the percentage of completion method, earnings under the contract are recognized based on the progress toward completion as estimated using the ratio of labor hours incurred to total expected project hours. Changes in estimates are recognized in the period in which they are known. Revenue for customer training and education services is recognized on the dates the services are complete.

Impairment of goodwill and other long-lived assets

We test goodwill for impairment annually in accordance with Statement of Financial Standards No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 142 requires goodwill be tested at least annually using a two-step process that begins with identifying potential impairment. Potential impairment is identified if the fair value of the reporting unit to which goodwill applies is less than the recognized or book value of the related reporting entity, including such goodwill. Where the book value of a reporting entity, including related goodwill, is greater than the reporting entity s fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. For the three and nine months ended November 30, 2008 and November 30, 2007, we did not identify any potential impairment related to our goodwill.

We evaluate the recoverability of our property and equipment and other long-lived assets in accordance with Statement of Financial Accounting Standards No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS 144). SFAS 144 requires that one accounting model be used for long-lived assets to be disposed of by sale, whether previously held and used or newly acquired, and broadens the presentation of discontinued operations to include more disposal transactions. An impairment loss is recognized when the net book value of such assets exceeds the estimated future undiscounted cash flows attributable to the assets or the business to which the assets relate. We perform this assessment whenever events or changes in circumstances indicate an impairment may have occurred. Impairment losses are measured as the amount by which the carrying value exceeds the fair value of the assets. No potential impairment losses related to our long-lived assets were identified during the three and nine months ended November 30, 2008 and November 30, 2007. For further discussion see NOTE 2 to the Consolidated Financial Statements.

Share-based compensation

Effective March 1, 2006, we adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment (SFAS 123R), using the modified-prospective transition method. Under the modified-prospective method, compensation costs include (a) compensation cost for all share-based awards granted prior to, but not yet vested as of, March 1, 2006 based on the grant date fair value estimated in accordance with the original provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-based Compensation (SFAS 123) and (b) compensation costs for all share-based awards granted on or subsequent to March 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123R.

In applying SFAS 123R, we are required to make estimates and assumptions with regards to the number of share-based awards that we expect will ultimately vest and the amount of tax benefits we expect will ultimately be realized, among other things. The amount of share-based awards that actually vest and the amount of tax benefits from share-based awards actually realized may differ significantly from our estimates. For further discussion, see NOTE 2 to the Consolidated Financial Statements.

Deferred taxes and uncertain tax positions

We account for income taxes using the liability method in accordance with Statement of Financial Accounting Standard 109, Accounting for Income Taxes as modified by Financial Accounting Standards Board

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(FASB) Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48), which requires the recognition of deferred tax assets or liabilities for the temporary differences between financial reporting and tax bases of our assets and liabilities and for tax carryforwards at enacted statutory tax rates in effect for the years in which the differences are expected to reverse.

In accordance with the provisions of SFAS 123R, the benefit of the deferred tax asset attributable to U.S. net operating loss (NOL) carryforwards from share-based compensation expense deductions, generated prior to adoption of SFAS 123R, are being recognized as and only to the extent that taxes payable are reduced. As these deferred tax assets attributable to NOL s from share-based compensation expense deductions are realized, the benefit of the deferred tax asset is recorded in additional paid in capital.

We continue to assess the realizability of our deferred tax assets, which primarily consist of NOL s from share-based compensation expense deductions in the United States. In assessing the realizability of these deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. As of November 30, 2008, the net deferred tax asset balance was $120.0 million, of which $11.0 million is offset by a valuation allowance. We continue to maintain a valuation allowance against our deferred tax assets with respect to NOL s attributable to certain share-based compensation expense deductions related to excess tax benefits recognized prior to the adoption of SFAS 123R, certain foreign NOL s and an acquired NOL carryforward that is subject to a limitation under Section 382 of the Internal Revenue Code. It is our policy to invest the earnings of foreign subsidiaries indefinitely outside the U.S. From time to time however, we may remit a portion of these earnings to the extent we incur no additional U.S. tax and it is otherwise feasible.

Our effective tax rate could be affected by, among other things, changes in the mix of earnings and losses in countries with differing statutory tax rates and certain share-based compensation expenses arising from SFAS 123R.

In July 2006, the FASB issued FIN 48 which clarifies the accounting for uncertainty in income taxes by prescribing a comprehensive model for recognizing, measuring, presenting and disclosing uncertain income tax positions taken or expected to be taken by us on our tax returns. We adopted FIN 48 effective March 1, 2007. Our unrecognized tax benefits were $37.3 million as of November 30, 2008 and $35.9 million as of February 29, 2008. Our unrecognized tax benefits at November 30, 2008 and February 29, 2008, which, if recognized, would impact our effective tax rate were $15.7 million and $14.3 million, respectively.

Because tax laws are complex and subject to different interpretations, significant judgment is required. As a result, we make certain estimates and assumptions, in (i) calculating our income tax expense, deferred tax assets and deferred tax liabilities, (ii) determining any valuation allowance recorded against deferred tax assets and (iii) evaluating the amount of unrecognized tax benefits, as well as the interest and penalties related to such uncertain tax positions. Our estimates and assumptions may differ significantly from tax benefits ultimately realized.

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RESULTS OF OPERATIONS

Three months ended November 30, 2008 and November 30, 2007

The following table is a summary of our results of operations for the three months ended November 30, 2008 and November 30, 2007 (in thousands):

	Three Months Ended (Unaudited)			
	November 30, 2008	November 30, 2007	$ Change	% Change
Revenue:				
Subscriptions	$ 135,451	$ 115,732	$ 19,719	17.0%
Training and services	29,881	19,649	10,232	52.1
Total subscription and training and services revenue	165,332	135,381	29,951	22.1
Cost of subscription and training and services revenue:				
Cost of subscriptions	8,771	8,099	672	8.3
As a % of subscription revenue	6.5%	7.0%		
Cost of training and services	17,765	12,827	4,938	38.5
As a % of training and services revenue	59.5%	65.3%		
Total cost of subscription and training and services revenue	26,536	20,926	5,610	26.8
As a % of total revenue	16.1%	15.5%		
Total gross profit	138,796	114,455	24,341	21.3
Operating expense:				
Sales and marketing	58,514	47,653	10,861	22.8
Research and development	34,544	25,930	8,614	33.2
General and administrative	24,768	21,419	3,349	15.6
Total operating expense	117,826	95,002	22,824	24.0
Income from operations	20,970	19,453	1,517	7.8
Other income, net	13,795	14,440	(645)	(4.5)
Interest expense	(1,249)	(1,581)	332	21.0
Income before provision for income taxes	33,516	32,312	1,204	3.7
Provision for income taxes	9,211	12,029	(2,818)	(23.4)
Net income	$ 24,305	$ 20,283	$ 4,022	19.8%
As a % of total revenue:				
Subscription revenue	81.9%	85.5%		
Training and services revenue	18.1%	14.5%		
Gross profit subscriptions	93.5%	93.0%		
Gross profit training and services	40.5%	34.7%		
Gross profit	83.9%	84.5%		
Sales and marketing expense	35.4%	35.2%		
Research and development expense	20.9%	19.2%		
General and administrative expense	15.0%	15.8%		

Total operating expenses	71.3%	70.2%
Income from operations	12.7%	14.4%
Income before provision for income taxes	20.3%	23.9%
Net income	14.7%	15.0%
Estimated annual effective income tax rate	27.5%	37.2%

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Revenue

Subscription revenue

Subscription revenue, which is primarily comprised of direct and indirect sales of Red Hat enterprise technologies, increased by 17.0% or $19.7 million to $135.5 million for the three months ended November 30, 2008 from $115.7 million for the same period ended November 30, 2007. The increase in subscription revenue is primarily being driven by additional subscriptions related to our principal RHEL technologies, which have gained broader market acceptance in mission critical areas of computing, and our international expansion. The increase is, in part, a result of the continued migration of larger enterprises in industries such as telecommunications, government and financial services to our open source platform from a proprietary Unix platform. We expect subscription revenue to continue an upward trend with the increased market acceptance for our offerings and with our continued international expansion.

Training and services revenue

Training revenue includes fees paid by our customers for delivery of educational materials and instruction. Services revenue includes fees for services received from customers for consulting 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 52.1% or $10.2 million to $29.9 million for the three months ended November 30, 2008 from $19.6 million for the same period ended November 30, 2007. Training revenue increased 12.8% or $1.4 million as a result of continued demand for Red Hat Certified Engineers, Technicians and Architects. Additionally, we enabled more resellers to provide our training which increased the availability of training classes. Services revenue increased by 101.5% or $8.8 million primarily as a result of an acquired business servicing the middleware market which provided an additional $8.2 million of consulting revenue. As a result of increased demand for training and continued investment in our services capabilities, training and services revenue increased as a percentage of total revenue to 18.1% for the three months ended November 30, 2008 from 14.5% for the three months ended November 30, 2007.

Cost of revenue

Cost of subscription revenue

The cost of subscription revenue primarily consists of expenses we incur to support, distribute, manufacture and package Red Hat enterprise technologies. These costs include labor related cost to provide technical support and maintenance, as well as cost for fulfillment, physical media, literature, packaging and shipping. Cost of subscription revenue increased by 8.3% or $0.7 million to $8.8 million for the three months ended November 30, 2008 from $8.1 million for the same period ended November 30, 2007. The increase is primarily the result of continued additions to our technical support staff to meet the demands of our growing subscriber base for support and maintenance. 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 continue to 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 to various customers. Cost of training and services revenue increased by 38.5% or $4.9 million to $17.8 million for the three months ended November 30, 2008 from $12.8 million for the same period ended November 30, 2007. The cost to deliver training was unchanged at $7.1 million for each of the three month periods ended November 30, 2008 and 2007. Costs to deliver our services revenue increased 80.9% or $4.9 million primarily as a result of costs to deliver consulting services related to a business we acquired servicing the middleware market which added $4.8 million to the year-over-year increase. The remaining increase in costs to deliver services results from increased staffing to meet the growing demand for our existing consulting services. Costs to deliver training and services revenue, as a percentage of training and services revenue decreased to 59.5% for the three months ended November 30, 2008 from 65.3% for the three months ended November 30, 2007 due to improved margins resulting from better labor and facilities utilization.

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 22.8% or $10.9 million to $58.5 million for the three months ended November 30, 2008 from $47.7 million for the three months ended November 30, 2007. This increase was primarily due to a $9.3 million increase in selling costs, of which $7.9 million relates to increased employee compensation, primarily due to expansion of our sales force from the prior year. Further, costs related to process and technology infrastructure enhancements and incremental amortization expense related to identifiable intangibles, including licensing agreements, trademarks and customer reseller relationships increased $1.9 million and include $0.8 million related to fees paid to outside contractors for processes and systems improvements. Sales and marketing expense as a percentage of revenue increased slightly to 35.4% for the three months ended November 30, 2008 from 35.2% for the three months ended November 30, 2007.

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 33.2% or $8.6 million to $34.5 million for the three months ended November 30, 2008 from $25.9 million for the three months ended November 30, 2007. The increase in research and development costs primarily resulted from both the expansion of our engineering group through direct hire and the acquisition of businesses and technologies. Employee compensation increased by $5.0 million. The remaining increase in research and development costs relates to process and technology infrastructure enhancements, which increased $1.1 million, and an increase of $1.8 million in the cost related to facilities due to expansion. Research and development expense was 20.9% and 19.2% of total revenue for the three months ended November 30, 2008 and November 30, 2007, respectively. Investing in research and development has been a priority for Red Hat and we anticipate continued spending as we expand our capabilities in virtualization and other emerging technologies. Incremental costs described above related to Qumranet totaled $2.4 million for the three months ended November 30, 2008.

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 15.6% or $3.3 million to $24.8 million for the three months ended November 30, 2008 from $21.4 million for the three months ended November 30, 2007. Increased headcount across all functions to help the business scale increased employee compensation related costs by $1.8 million. Process and technology infrastructure enhancements, including incremental depreciation and amortization charges increased $0.6 million. The remaining increase is primarily increased facilities costs of $1.2 million. General and administrative expense decreased as a percentage of revenue to 15.0% for the three months ended November 30, 2008 from 15.8% for the three months ended November 30, 2007 as we continued to leverage our corporate functions.

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Other income, net

Other income, net consists of interest income earned on cash deposits in money market accounts and investments in short and long-term fixed income instruments, net gains and losses realized on the sale of investments, gains realized on the repurchase of our convertible debentures and foreign currency transaction and revaluation gains and losses. Other income, net decreased by 4.5% or $0.6 million to $13.8 million for the three months ended November 30, 2008 from $14.4 million for the three months ended November 30, 2007. The decrease is due to reduced interest income on our available-for-sale debt securities which decreased $6.5 million for the three months ended November 30, 2008 as compared to the same period ended November 30, 2007. The decrease in interest income is attributable to lower rates of return applied to a lower portfolio balance. For the remainder of fiscal 2009, we anticipate interest income to be reduced as a result of (i) lower yields on our investments due to an anticipated overall lower interest rate environment and (ii) lower cash balances, which were reduced by outlays for acquisitions and the repurchases of our convertible debentures and common stock. For further discussion, see NOTE 9 to the Consolidated Financial Statements. The decrease in interest income is partially offset by a $4.1 million realized gain on the repurchase of $284.5 million face-value convertible debentures.

Interest expense

Interest expense primarily consists of interest and the related amortization of deferred debt issuance costs associated with the convertible debentures and totaled $1.2 million and $1.6 million for the three months ended November 30, 2008 and November 30, 2007, respectively. The decrease in interest expense results from the repurchase of $284.5 million of the convertible debentures during the three months ended November 30, 2008. Face-value of convertible debentures outstanding at November 30, 2008 and February 29, 2008 totaled $285.5 million and $570.0 million, respectively.

Income taxes

During the three months ended November 30, 2008, we recorded $9.2 million of income tax expense, which is based on an estimated annual effective tax rate of 35%. Our current estimated annual effective tax rate of 35% differs from the estimated annual effective tax rate of 39% that we reported in our prior quarter consolidated financial statements primarily due to nonrecurring income tax deductions. During the three months ended November 30, 2007 we recorded $12.0 million of income tax expense, which was based on a then estimated annual effective tax rate of 39%. Our estimated annual effective tax rate for the three months ended November 30, 2007 differed from the U.S. federal statutory rate of 35% primarily due to state income taxes.

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RESULTS OF OPERATIONS

Nine months ended November 30, 2008 and November 30, 2007

The following table is a summary of our results of operations for the nine months ended November 30, 2008 and November 30, 2007 (in thousands):

	Nine Months Ended (Unaudited)			
	November 30, 2008	November 30, 2007	$ Change	% Change
Revenue:				
Subscriptions	$ 401,854	$ 327,949	$ 73,905	22.5%
Training and services	84,497	53,575	30,922	57.7
Total subscription and training and services revenue	486,351	381,524	104,827	27.5
Cost of subscription and training and services revenue:				
Cost of subscriptions	27,448	24,192	3,256	13.5
As a % of subscription revenue	6.8%	7.4%		
Cost of training and services	53,025	35,062	17,963	51.2
As a % of training and services revenue	62.5%	65.4%		
Total cost of subscription and training and services revenue	80,473	59,254	21,219	35.8
As a % of total revenue	16.5%	15.5%		
Total gross profit	405,878	322,270	83,608	25.9
Operating expense:				
Sales and marketing	177,350	139,955	37,395	26.7
Research and development	95,184	71,101	24,083	33.9
General and administrative	71,060	59,013	12,047	20.4
Total operating expense	343,594	270,069	73,525	27.2
Income from operations	62,284	52,201	10,083	19.3
Other income, net	38,593	42,048	(3,455)	(8.2)
Interest expense	(4,365)	(4,641)	276	5.9
Income before provision for income taxes	96,512	89,608	6,904	7.7
Provision for income taxes	33,779	34,947	(1,168)	(3.3)
Net income	$ 62,733	$ 54,661	$ 8,072	14.8%
As a % of total revenue:				
Subscription revenue	82.6%	86.0%		
Training and services revenue	17.4%	14.0%		
Gross profit subscriptions	93.2%	92.6%		
Gross profit training and services	37.2%	34.6%		
Gross profit	83.5%	84.5%		
Sales and marketing expense	36.5%	36.7%		
Research and development expense	19.6%	18.6%		
General and administrative expense	14.6%	15.5%		

Total operating expenses	70.6%	70.8%
Income from operations	12.8%	13.7%
Income before provision for income taxes	19.8%	23.5%
Net income	12.9%	14.3%
Estimated annual effective income tax rate	35.0%	39.0%

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Revenue

Subscription revenue

Subscription revenue increased by 22.5% or $73.9 million to $401.9 million for the nine months ended November 30, 2008 from $327.9 million for the same period ended November 30, 2007. The increase in subscription revenue is primarily being driven by additional subscriptions related to our principal enterprise technologies, which have gained broader market acceptance in mission critical areas of computing, and our international expansion. The increase is, in part, a result of the continued migration of larger enterprises in industries such as telecommunications, government and financial services to our open source platform from a proprietary Unix platform. We expect subscription revenue to continue an upward trend with the increased market acceptance for our offerings and with our continued international expansion.

Training and services revenue

Total training and services revenue increased by 57.7% or $30.9 million to $84.5 million for the nine months ended November 30, 2008 from $53.6 million for the same period ended November 30, 2007. Training revenue increased 14.8% or $4.6 million as a result of continued demand for Red Hat Certified Engineers, Technicians and Architects. Additionally, we enabled more resellers to provide our training which increased the availability of training classes. Services revenue increased by 116.1% or $26.3 million primarily as a result of an acquired business servicing the middleware market which provided an additional $22.2 million of consulting revenue. As a result of increased demand for training and continued investment in our services capabilities, training and services revenue increased as a percentage of total revenue to 17.4% for the nine months ended November 30, 2008 from 14.0% for the nine months ended November 30, 2007.

Cost of revenue

Cost of subscription revenue

Cost of subscription revenue increased by 13.5% or $3.3 million to $27.4 million for the nine months ended November 30, 2008 from $24.2 million for the same period ended November 30, 2007. The increase is primarily the result of continued additions to our technical support staff to meet the demands of our growing subscriber base for support and maintenance. 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 continue to 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 51.2% or $18.0 million to $53.0 million for the nine months ended November 30, 2008 from $35.1 million for the same period ended November 30, 2007. The cost to deliver training increased 16.6% or $3.1 million and includes increased facilities costs, use of outside contractors to deliver training, and increased employee compensation and travel costs. Costs to deliver our services revenue increased 87.2% or $14.9 million primarily as a result of costs to deliver consulting services related to a business we acquired servicing the middleware market which added $12.7 million to the year over year increase. The remaining increase in costs to deliver services results from increased staffing to meet the growing demand for our existing consulting services. Costs to deliver training and services revenue, as a percentage of training and services revenue decreased to 62.5% for the nine months ended November 30, 2008 from 65.4% for the nine months ended November 30, 2007 due to improved margins and better labor and facilities utilization.

Operating expenses

Sales and marketing

Sales and marketing expense increased by 26.7% or $37.4 million to $177.4 million for the nine months ended November 30, 2008 from $140.0 million for the nine months ended November 30, 2007. This increase was primarily due to a $33.1 million increase in selling costs of which $23.7 million relates to increased employee compensation, travel and recruiting expenses, primarily due to expansion of our sales force from the prior year. Further, costs related to process and technology infrastructure enhancements and incremental amortization expense related to identifiable intangibles, including licensing agreements, trademarks and customer reseller relationships increased $10.9 million and include $4.0 million related to fees paid to outside contractors as part of our processes and systems transformation project. Marketing costs also increased by $4.3 million primarily related to increased marketing employee compensation costs. Sales and marketing expense, as a percentage of revenue decreased slightly to 36.5% for the nine months ended November 30, 2008 from 36.7% for the nine months ended November 30, 2007.

Research and development

Research and development expense increased by 33.9% or $24.1 million to $95.2 million for the nine months ended November 30, 2008 from $71.1 million for the nine months ended November 30, 2007. The increase in research and development costs primarily resulted from both the additional expansion of our engineering group through direct hire and the acquisition of businesses and technologies. Employee compensation increased by $14.9 million. The expansion of our engineering group primarily relates to additional engineering resources to support the expansion of our product offerings and the localization of new and existing products into multiple languages. The remaining increase in research and development costs relates to process and technology infrastructure enhancements which increased $2.7 million and an increase of $6.1 million in the cost related to facilities due to expansion. Research and development expense was 19.6% and 18.6% of total revenue for the nine months ended November 30, 2008 and November 30, 2007, respectively. Investing in research and development has been a priority for Red Hat and we anticipate continued spending as we expand our capabilities in virtualization and other technologies.

General and administrative

General and administrative expense increased by 20.4% or $12.0 million to $71.1 million for the nine months ended November 30, 2008 from $59.0 million for the nine months ended November 30, 2007. Increased headcount across all functions to help the business scale increased employee compensation related costs by $6.4 million. Process and technology infrastructure enhancements including incremental depreciation and amortization charges increased $2.8 million. The remaining increase is primarily increased facilities costs of $3.1 million. General and administrative expense decreased as a percentage of revenue to 14.6% for the nine months ended November 30, 2008 from 15.5% for the nine months ended November 30, 2007 as we continued to leverage our corporate functions.

Other income, net

Other income, net decreased by 8.2% or $3.5 million to $38.6 million for the nine months ended November 30, 2008 from $42.0 million for the nine months ended November 30, 2007. The decrease is due to a $13.7 million decrease in interest income. The decrease in interest income for the nine months ended November 30, 2008 is primarily attributable to lower rates of return on our investment portfolio. Partially offsetting reduced interest income on our investments in debt securities was a realized gain of $5.0 million resulting from the sale of investments in equity securities and a net realized gain on the repurchase of convertible debentures of $4.1 million

Interest expense

Interest expense primarily consists of interest and the related amortization of deferred debt issuance costs associated with the convertible debentures and totaled $4.4 million and $4.6 million the nine months ended November 30, 2008 and November 30, 2007, respectively. As a result of our repurchase of $284.5 million of the outstanding convertible debentures during the third quarter of fiscal 2009, interest expense will continue to decline as compared to fiscal 2008.

Income taxes

During the nine months ended November 30, 2008, we recorded $33.8 million of income tax expense, which is based on an estimated annual effective tax rate of 35%. Our current estimated annual effective tax rate of 35% differs from the estimated annual effective tax rate of 39% that we reported in our prior quarter consolidated financial statements primarily due to nonrecurring income tax deductions. During the nine months ended November 30, 2007 we recorded $34.9 million of income tax expense, which was based on a then estimated annual effective tax rate of 39%. Our estimated annual effective tax rate for the nine months ended November 30, 2007 differed from the U.S. federal statutory rate of 35% primarily due to state income taxes.

LIQUIDITY AND CAPITAL RESOURCES

We have historically derived a significant portion of our liquidity and operating capital from cash flows from operations as well as 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, the issuance of convertible debentures and borrowings under working capital lines of credit. At November 30, 2008, we had total cash and investments of $1.08 billion, which was comprised of $519.8 million in cash and cash equivalents, $229.2 million of short-term, fixed-income investments, $9.6 million of available-for-sale equity securities and $317.8 million of long-term, fixed-income investments. This compares to total cash and investments of $1.33 billion at February 29, 2008.

Management believes that we currently have sufficient liquidity with $519.8 million in cash and cash equivalents on hand, and 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 did liquidate these investments prior to their scheduled maturities and there were 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. At November 30, 2008, we have accumulated unrealized losses of $3.4 million on our investments in debt securities compared to an accumulated unrealized gain of $5.3 million at February 29, 2008. At November 30, 2008, accumulated unrealized gains related to short-term equity securities available-for-sale totaled $7.9 million. At February 29, 2008 we had no investments in equity securities which were classified as available-for-sale. Our investments in equity securities available-for-sale at November 30, 2008 are the result of an initial public offering (IPO) of Rackspace Inc. (Rackspace) which was completed August 8, 2008. Prior to Rackspace completing its IPO, we accounted for our investment in Rackspace on a lower of cost or market basis, which totaled $2.2 million at February 29, 2008 and is included in other assets, net on our Consolidated Balance Sheet at February 29, 2008.

Nine months ended November 30, 2008

Cash flows overview

At November 30, 2008, cash and cash equivalents totaled $519.8 million, a decrease of $157.9 million as compared to February 29, 2008. The decrease in cash and cash equivalents for the nine months ended November 30, 2008 is a result of net cash used for investing and financing activities. During the nine months ended November 30, 2008, under our convertible debentures and common stock repurchase program, we repurchased for $280.1 million our convertible debentures with an aggregate face amount of $284.5 million and 2,591,603 million shares of our common stock at an average price of $14.78 per share totaling $38.3 million. Additionally, during third quarter fiscal 2009 we acquired Qumranet for net cash of $101.3 million. These significant investing and financing uses of cash were partially offset by cash generated from operating activities which totaled $176.8 million for the nine months ended November 30, 2008 and proceeds from sales and maturities of our available-for-sale securities which, net of purchases, totaled $95.6 million for the nine months ended November 30, 2008. Net cash generated by operating activities and used for investing and financing activities are further described below.

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Cash flows from operations

Cash provided by operations of $176.8 million during the nine months ended November 30, 2008 includes net income of $62.7 million, adjustments to exclude the impact of non-cash revenues and expenses, which totaled a $44.4 million net source of cash, and changes in working capital, which totaled a $69.7 million net source of cash. Cash provided by changes in operating assets and liabilities for the first half of fiscal 2009 was primarily the result an increase in our deferred revenue which generated operating cash flow of $58.2 million. The increase in deferred revenue is due to growth in billings as we generally bill our customers in advance of subscription periods. This increase in deferred revenue of $58.2 million is adjusted for the impact of foreign currency translation which has reduced our total consolidated reported deferred revenue by $26.0 million for the nine months ended November 30, 2008.

Cash flows from investing

Cash used in investing activities of $68.2 million for the nine months ended November 30, 2008 includes investments of $148.1 million related to acquisitions of businesses and technologies, including our acquisition of Qumranet during third quarter fiscal 2009 for net cash of $101.3 million. The remaining $43.8 million of investment relates to businesses and technologies we acquired during the first and second quarters of fiscal 2009 to enhance our services capabilities in the middleware and security management markets. Investments in property and equipment, primarily related to information technology infrastructure enhancements totaled $18.2 million for the nine months ended November 30, 2008. Investments in patents and externally developed technology totaled $3.1 million. Partially offsetting these investments were net proceeds from sales and maturities of investments in debt securities of $95.6 million and proceeds from the sale of investments in equity securities of $5.6 million.

Cash flows from financing

Cash used in financing activities of $262.2 million for the nine months ended November 30, 2008 is comprised of $280.1 million used to repurchase our convertible debentures with an aggregate face amount of $284.5 million, which we repurchased as part of our previously announced common stock and convertible debenture repurchase program. Additionally, under the program we repurchased 2,591,603 of our common stock at an average price of $14.78 per share using $38.3 million of cash. Purchases of treasury shares from employees to satisfy employee minimum tax withholding obligations related to restricted share awards vesting during the nine months ended November 30, 2008 totaled $1.1 million. Partially offsetting financing activities using cash were proceeds from excess tax benefits related to share-based employee compensation which totaled $39.2 million for the nine months ended November 30, 2008, proceeds from employees exercise of common stock options of $16.0 million and $2.0 million from a structured stock repurchase transaction.

Investments in debt and equity securities

Our investments in debt and equity securities are classified as available-for-sale and are carried at fair market value. Effective, March 1, 2008, we adopted SFAS 157 for financial assets and liabilities. SFAS 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). See NOTE 2 to the Consolidated Financial Statements for further discussion.

Convertible debentures

At November 30, 2008, $285.5 million in convertible senior debentures remained outstanding. The debentures mature on January 15, 2024 and bear interest at a rate of 0.5% per annum, payable semiannually on January 15 and July 15 of each year. The debentures are senior unsecured obligations and rank equally in right of payment with all of our other existing and future unsecured and unsubordinated debt. The debentures are convertible into shares of our common stock under certain circumstances prior to maturity at a conversion rate of 39.0753 shares per $1,000 principal amount of debentures (which represents a conversion price of approximately $25.59 per share) subject to adjustment under certain conditions. We may redeem the debentures, in whole or in part, in cash at any time on or after January 15, 2009. Holders of the debentures may require us to redeem the debentures, in whole or in part, in cash on January 15 of 2009, 2014 and 2019. As a result, the debentures are classified as a current liability as of November 30, 2008. As of November 30, 2008, no debentures were redeemed. Under the current market conditions, we expect that holders will require us to redeem the debentures on January 15, 2009, which we presently would expect to fund from cash on hand. Accrued interest to the redemption date will be paid by us in any such redemption. Accrued interest at November 30, 2008 and February 29, 2008 was $0.6 million and $0.4 million, respectively. See also NOTE 9 to the Consolidated Financial Statements.

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 year ending February 28, 2009 will depend on numerous factors, including the amount of resources we devote to:

- funding the continued development of our enterprise technology products;
- accelerating the development of our systems management services;
- improving and extending our services and the technologies used to deliver these services to our customers and support our business;
- pursuing strategic acquisitions and alliances; and
- investing in businesses, products and technologies.

We have utilized, and will continue to utilize, cash and investments to fund, among other potential uses, purchases of our common stock, purchases or redemption of our convertible debentures, purchases of fixed assets and mergers and acquisitions.

Given our historically strong operating cash flow and the $1.08 billion of cash and investments held at November 30, 2008, we do not presently anticipate the need to raise cash to fund our operations, either through the sale of additional equity or through the issuance of debt for the foreseeable future. However, we may take advantage of favorable capital market situations that may arise from time to time to raise additional capital.

We believe that cash flow from operations will improve; however, there can be no assurances that we will improve our cash flow 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. 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.

Off-balance sheet arrangements

As of November 30, 2008 and February 29, 2008, 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.

RECENT ACCOUNTING PRONOUNCEMENTS

In February 2007, the FASB issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS159). SFAS 159 permits companies to choose to measure certain financial instruments at fair value that are not currently required to be measured at fair value. SFAS 159 was effective for us on March 1, 2008. We have elected not to measure eligible financial assets and liabilities at fair value. Accordingly, the adoption of SFAS 159 did not have a significant impact on our consolidated financial statements.

In December 2007, the FASB issued Statement No. 141 (revised 2007), Business Combinations (SFAS 141R), which replaces Statement No. 141, Business Combination (SFAS 141). SFAS 141R retains the fundamental requirements in SFAS 141 but broadens its scope to include all transactions and other events in which one entity obtains control over another and improves the recognition and measurement of identifiable assets acquired, liabilities assumed and any noncontrolling interests of the acquiree. SFAS 141R will apply prospectively to business combinations for which the acquisition date is on or after March 1, 2009. We are currently evaluating the impact of SFAS 141R on prospective acquisitions.

In December 2007, the FASB issued Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements-an amendment of ARB No. 51 (SFAS160). SFAS 160 (i) clarifies the definition of noncontrolling interest, (ii) requires the noncontrolling interest to be reported as a component of equity rather than reported as a liability or in the mezzanine section between liabilities and equity and (iii) changes the presentation on the consolidated statement of operations of the income attributable to the noncontrolling interest. SFAS 160 will be effective for us on March 1, 2009. We are currently evaluating the impact of adopting SFAS 160, but currently believe there will be no significant impact on our consolidated financial statements.

In February 2008, the FASB issued FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157, which provides a one-year deferral of the effective date of SFAS 157 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. We are currently evaluating the impact of adopting SFAS 157 with respect to non-financial assets and non-financial liabilities, essentially goodwill and identifiable intangible assets, but do not believe the adoption will have a significant impact on our consolidated financial statements. The provisions of SFAS 157 will be applied to non-financial assets and non-financial liabilities beginning March 1, 2009.

In March 2008, the FASB issued Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities (SFAS 161). SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand such effects on financial position, financial performance and cash flow. SFAS 161 is effective for us on March 1, 2009. We have not completed our evaluation of the impact on our consolidated financial statements of adopting SFAS 161 but currently believe the adoption of SFAS 161 will not be significant.

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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 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 cash equivalents and short-term and long-term investments in a variety of fixed-income 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 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 percentage point change in interest rates would result in a $3.6 million change in interest income on an annual basis.

Our convertible debentures are at a fixed interest rate and therefore interest expense is not impacted by a change in rates. The fair market value of the debentures is subject to interest rate risk and market risk due to the convertible feature of the debentures. Generally the fair market value of fixed interest rate debt increases as interest rates fall and decreases as interest rates rise. The fair market value of debt with conversion features permitting conversion into the issuer s stock, like our debentures, also generally increases as the market price of the underlying stock increases and decreases as the market price falls, assuming constant market interest rates. Interest and market value changes affect the fair market value of our debentures but do not impact our financial position, cash flows or results of operations. The face value and related fair value of the debentures at November 30, 2008 was $285.5 million and $282.3 million, respectively. The face value and related fair value of the debentures at February 29, 2008 was $570.0 million and $568.7 million, respectively. The fair values are based on quoted market prices as of November 30, 2008 and February 29, 2008, respectively.

Investment Risk

The fair market value of our 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 $9.1 million decrease in the fair value of our available-for-sale investment securities as of November 30, 2008.

Credit Risk

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

Derivative Instruments

We transact business in various foreign countries and are, therefore, subject to risk of foreign currency exchange rate fluctuations. We sometimes 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 in accordance with Statement of Financial Accounting Standards No. 133, Accounting for Derivative

Instruments and Hedging Activities, as amended. The Company has elected not to prepare and maintain the documentation required to qualify as an accounting hedge and, therefore, changes in fair value are recorded in the Consolidated Statements of Operations.

The aggregate notional amount of outstanding forward contracts at November 30, 2008 was $7.3 million. The fair value of these outstanding contracts at November 30, 2008 was less than $0.1 million liability and is recorded in accrued expenses on the Consolidated Balance Sheets. The forward contracts generally expire within two months of the period ended November 30, 2008. The forward contracts will settle in Swiss francs, Swedish krona, Czech koruna, Isreali shekels and US dollars.

The aggregate notional amount of outstanding forward contracts at February 29, 2008 was $16.7 million. The fair value these contracts at February 29, 2008 was a $0.4 million asset and is included in prepaid expenses and other current assets on our Consolidated Balance Sheets.

Foreign Currency Risk

Approximately 40.2% of our revenue for the three months ended November 30, 2008 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 in determining 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, operating expenses and income from operations for our non-U.S. operations. Similarly, our revenue, operating expenses and net income will decrease for our non-U.S. operations if the U.S. dollar strengthens against foreign currencies. Using the average foreign currency exchange rates from fiscal 2008, our revenue and operating expenses from non-U.S. operations for the three months ended November 30, 2008 would have been higher than we reported using the exchange rates for fiscal 2009 by approximately $1.6 million and $1.9 million, respectively, which would have resulted in income from operations being $0.3 million lower. Additionally, the assets and liabilities of our non-U.S. operations are translated into U.S. dollars at exchange rates in effect as of the applicable balance sheet dates, while related revenue and expense accounts of these operations are translated at average exchange rates during the month in which related transactions occur. Translation gains and losses are included as an adjustment to stockholders equity and included in other comprehensive income. For further discussion, see NOTE 2 to the 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 Exchange Act of 1934, as amended, (the Exchange Act)) or our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) 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 the 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.

PART II

ITEM 1. LEGAL PROCEEDINGS

Red Hat Professional Consulting, Inc., formerly PTI, a wholly owned subsidiary of the Company acquired in February 2001, together with its former directors and some of its former principal shareholders, is a defendant in a suit brought by a former employee in DeKalb County Superior Court in Georgia (Case No. 00-CV-5509-8). The plaintiff asserts, among other things, slander, breach of a shareholder agreement and of various employment agreements and seeks monetary damages. Red Hat Professional Consulting, Inc. has filed an answer, affirmative defenses and counterclaims, denying all liability. All discovery in the matter is complete. On October 31, 2005, a hearing was held on defendants Third Motion for Partial Summary Judgment, and the Court granted summary judgment on three of the claims. A pre-trial order was entered in the matter, and it was set for trial on December 11, 2006. However, the Court elected to delay trial for purposes of rehearing plaintiff s motion for partial summary judgment, and that hearing was held on December 11, 2006. On February 16, 2007, the Court issued an order in favor of plaintiff and against all defendants on plaintiff s claim that his stock option agreement had been breached. That order does not set forth a remedy. The order was appealed by the Defendants to the Georgia Court of Appeals, which on March 17, 2008, reversed the trial court, vacated the trial court s order, and remanded for further proceedings. The Company filed a timely motion to reconsider with the Georgia Court of Appeals questioning the line of cases upon which the decision was rendered and the standard the court indicated should be applied by the trial court in determining the issues on remand. That motion was denied. The Company filed a petition for writ of certiorari in the Georgia Supreme Court, and that petition was denied on September 8, 2008, and the case was remanded to the trial court for further proceedings. The Company has been indemnified, subject to certain limitations, in this matter by the former PTI shareholders; however, there is a possibility that any damage award in this case could, if upheld, exceed the limits of such indemnification. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

Commencing on or about March 2001, the Company and certain of its officers and directors were named as defendants in a series of purported class action suits arising out of the Company s initial public offering and secondary offering. Approximately 310 other IPO issuers were named as defendants in similar class action complaints (together, the IPO Allocation Actions). On August 8, 2001, Chief Judge Michael Mukasey of the U.S. District Court for the Southern District of New York issued an order that transferred all of the IPO Allocation Actions, including the complaints involving the Company, to one judge for coordinated pre-trial proceedings (Case No. 21 MC 92). The plaintiffs contend that the defendants violated federal securities laws by issuing registration statements and prospectuses that contained materially false and misleading information and failed to disclose material information. Plaintiffs also challenge certain IPO allocation practices by underwriters and the lack of disclosure thereof in initial public offering documents. On April 19, 2002, plaintiffs filed amended complaints in each of the 310 consolidated actions, including the Red Hat action. The relief sought consists of unspecified damages, attorneys and expert fees and other unspecified costs. In October of 2002, the individual director and officer defendants of the Company were dismissed from the case without prejudice. In October of 2004, the District Court certified a class in six of the 310 actions (the focus cases) and noted that the decision is intended to provide strong guidance to all parties regarding class certification in the remaining cases. The Company s action is not one of the focus cases. On December 5, 2006, the U.S. Court of Appeals for the Second Circuit vacated the District Court s class certification with respect to the focus cases and remanded the matter for further consideration. In September 2007, discovery moved forward in the focus cases and plaintiff filed and amended complaints against the focus case issuer and underwriter defendants. Defendants in the focus cases filed motions to dismiss the second amended complaints in November 2007, and filed their oppositions to plaintiffs motion for class certification in December 2007. The motions to dismiss in the focus cases were granted in part and denied in part, and the issue of class certification is currently pending before the Court. The Company intends to defend itself vigorously in this matter. There can be no assurance, however, that the Company will be successful, and an adverse resolution of the lawsuit could have a material adverse effect on the Company s financial position and results of operations in the period in which the lawsuit is resolved. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

Commencing on August 4, 2003, the Company filed suit against The SCO Group, Inc. (SCO) in the U.S. District Court for the District of Delaware seeking a declaratory judgment that the Company is not infringing any of SCO s intellectual property rights (Civil Action No. 03-722-SLR). In addition, the Company has asserted claims against SCO under Delaware and federal law, including deceptive trade practices, unfair competition, tortious interference with prospective business opportunities, trade libel and violations of the Lanham Act. The Company contends that SCO has made false and misleading public statements in alleging that software code, in which SCO claims to own copyrights and trade secrets, was misappropriated and incorporated into the Company s product and that SCO has threatened legal action. On September 15, 2003, SCO filed a motion to dismiss contending, among other things, that no actual controversy exists and that the declaratory judgment that the Company seeks would not be warranted. On April 6, 2004, the Court denied SCO s motion to dismiss but stayed further action in the case pending resolution of litigation underway in the U.S. District Court for the District of Utah between SCO and IBM. On April 20, 2004, Red Hat filed a motion for reconsideration contending that a stay based on the Utah case would be inappropriate. On March 31, 2005, the Court denied the Company s motion to reconsider but extended to the Company the right to renew the motion should matters materially change in the SCO v. IBM litigation. SCO filed for bankruptcy protection in the District of Delaware on September 14, 2007, and on September 17, 2007 SCO filed a Notice in the pending case referencing the automatic stay in bankruptcy and asking the court to take the case off its active calendar. On October 15, 2007, SCO filed a schedule in the bankruptcy proceeding, listing Red Hat s claim as disputed and unliquidated. On April 18, 2008, Red Hat filed a proof-of-claim in the bankruptcy proceeding, which is currently pending. On September 23, 2008, the judge in the bankruptcy proceeding extended the deadline for SCO to file a plan of reorganization through December 31, 2008, and extended the exclusive period for soliciting acceptances through March 2, 2009. On December 30, 2008, SCO filed a motion to extend the exclusive period for it to file a plan of reorganization to January 16, 2009 and the exclusive period for it to solicit acceptances to March 18, 2009. A hearing on this motion is scheduled for January 29, 2009.

In the summer of 2004, 14 class action lawsuits were filed against the Company and several of its former officers on behalf of investors who purchased the Company s securities during various periods from June 19, 2001 through July 13, 2004. All 14 suits were filed in the U.S. District Court for the Eastern District of North Carolina. In each of the actions, plaintiffs seek to represent a class of purchasers of the Company s common stock during some or all of the period from June 19, 2001 through July 13, 2004. All of the claims arise in connection with the Company announcement on July 13, 2004 that it would restate certain of its financial statements (the Restatement). One or more of the plaintiffs assert that certain former officers (the Individual Defendants) and the Company violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the Securities Exchange Act), and Rule 10b-5 thereunder by issuing the financial statements that the Company subsequently restated. One or more of the plaintiffs seek unspecified damages, interest, costs, attorneys and experts fees, an accounting of certain profits obtained by the Individual Defendants from trading in the Company s common stock, disgorgement by the Company s chief executive officer and former chief financial officer of certain compensation and profits from trading in the Company s common stock pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 and other relief. As of September 8, 2004, all of these class action lawsuits were consolidated into a single action referenced as Civil Action No. 5:04-CV-473BR and titled In re Red Hat, Inc. Securities Litigation. On May 6, 2005, the plaintiffs filed an amended consolidated class action complaint. On July 29, 2005, the Company, on behalf of itself and the Individual Defendants, filed a motion to dismiss the action for failure to state a claim upon which relief may be granted. Also on that date, PricewaterhouseCoopers LLP (PwC), another defendant, filed a separate motion to dismiss. On May 12, 2006, the Court issued an order granting the motion to dismiss the Securities Exchange Act claims against several of the Individual Defendants, but denying the motion to dismiss the Securities Exchange Act claims against the Company, its former chief executive officer and chief financial officer. The Court dismissed the claims under the Sarbanes-Oxley Act in their entirety, and also granted PwC s motion to dismiss. On November 6, 2006, the plaintiffs filed a motion for class certification. Subsequent to the filing of that motion, several plaintiffs withdrew as potential class representatives, and the Company opposed the certification of the remaining proposed class representatives. On May 11, 2007, the Court entered an order denying class certification and denying all other pending motions as moot. Thereafter, on July 13, 2007 Charles Gilbert filed a renewed motion for appointment as lead plaintiff and approval of selection of lead counsel. On November 13, 2007, the Court entered an Order allowing Gilbert s motion, appointing him lead plaintiff and adding him as a party plaintiff and appointing lead counsel. On January 14, 2008, Gilbert s counsel filed a motion to certify the action as a class action, which has since been briefed by the parties and now awaits disposition by the Court. The Company intends to vigorously defend any remaining claims in this matter. There can be no assurance, however, that the Company will be successful, and an adverse resolution of the lawsuit could have a material adverse effect on the Company s financial position and results of operations in the period in which the lawsuit is resolved. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

On October 4, 2007, Vanessa Simmonds, a purported stockholder of the Company, filed suit in the U.S. District Court for the Western District of Washington (Civil Action No. C07-1587 JLR) against, among others, The Goldman Sachs Group, Inc. and JPMorgan Chase & Co., lead underwriters of the Company s initial public offering in August 1999. The complaint alleges that the combined number of shares of the Company s common stock beneficially owned by the underwriters and certain unnamed officers, directors and principal stockholders exceeded ten percent of the Company s outstanding common stock from the date of the Company s initial public offering on August 11, 1999, through at least August 10, 2000. It further alleges that those entities and individuals were thus subject to the reporting requirements of Section 16(a) and the short-swing trading prohibition of Section 16(b) of the Securities Exchange Act of 1934, as amended, and failed to comply with those provisions. The complaint seeks to recover from the lead underwriters any short-swing profits obtained by them in violation of Section 16(b). The Company was named as a nominal defendant in the action. On February 28, 2008, plaintiff filed an amended complaint asserting substantially similar claims as those set forth in the initial complaint. In July 2008, the Company and the underwriter defendants filed motions to dismiss. Plaintiff has filed oppositions to both motions On January 16, 2009, the Court will hear oral argument on the motions to dismiss.

On October 9, 2007, IP Innovation, LLC and Technology Licensing Corporation filed a complaint in the Eastern District of Texas (Civil Action No. 2-07CV-447) against Red Hat, Inc. and Novell, Inc., alleging direct and indirect infringement of U.S. Patent Nos. 5,072,412, 5,394,521 and 5,533,183. The complaint seeks, among other relief, compensatory damages, enhanced damages and injunctive relief. The Company answered the complaint on February 1, 2008, including counterclaims against plaintiffs for declaratory judgment of invalidity, unenforceability and noninfringement of the patents-in-suit, and the plaintiffs filed a reply to those counterclaims on February 11, 2008. Discovery in the case has begun. Based on the Company s efforts to date, it believes it has meritorious defenses to this matter, and intends to vigorously defend itself. There can be no assurance, however, that the Company will be successful in its defense, and an adverse resolution of the lawsuit could have a material adverse effect on its business, financial position and results of operations, including its ability to continue to commercialize the technologies implicated in the litigation. The Company is not presently able to reasonably estimate potential losses, if any, related to the lawsuit.

The Company also experiences other routine litigation in the normal course of its business. The Company believes that the outcome of this routine litigation will not have a material adverse effect on its financial position and results of operations.

ITEM 1A. RISK FACTORS

Set forth below are certain risks and cautionary statements, which supplement other disclosures in this report.

Moreover, certain statements contained in this report and the documents incorporated by reference in this report, including in Management s Discussion and Analysis of Financial Condition and Results of Operations, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that is not strictly a historical statement (for example, statements regarding current or *future financial performance, management s plans and objectives for future operations, product plans and performance, management s expectations regarding market risk and market penetration, management s assessment of market factors or strategies, objectives and plans of Red Hat and its partners). Words such as anticipates, believes, expects, estimates, intends, plans, projects, and similar expressions, may also identify such forward-looking statements. Investors are cautioned that these forward-looking statements are not guarantees of Red Hat s future performance and are subject to a number of risks and uncertainties that could cause Red Hat s actual results to differ materially from those found in the forward-looking statements and from historical trends. These risks and uncertainties include the risks and cautionary statements detailed below and elsewhere in this report as well as in Red Hat s other filings with the Securities and Exchange Commission (SEC), copies of which may be accessed through the SEC s web site at http://www.sec.gov. Readers are urged to carefully review these risks and cautionary statements. The forward-looking statements included in this report represent our views as of the date of this report. We specifically disclaim any obligation to update these forward-looking statements in the future. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this report.*

RISKS RELATED TO BUSINESS UNCERTAINTY

Unfavorable economic and market conditions could adversely affect our business, financial condition and results of operations.

Economic weakness and constrained IT spending have from time to time contributed to slowdowns in the technology industry, as well as in the specific segments and markets in which the Company operates, resulting in reduced demand and increased price competition for our products and services. Our operating results in one or more geographic regions may also be affected by uncertain or changing economic conditions within that region, such as the challenges that are currently affecting economic conditions in the United States and elsewhere. These conditions may, among other things, also impair the ability of customers to pay for our products and services or lengthen our sales cycle. In addition, if global markets continue to deteriorate, our investment portfolio may be impacted 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 results of operations. Also, these conditions may make it more difficult to forecast operating results. If global economic and market conditions, or economic conditions in the United States or other key markets, remain uncertain or persist, spread or deteriorate further, we may experience material impacts on our business, financial condition and results of operations.

If we fail to continue to establish and maintain strategic distribution and other collaborative 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 distribution and other collaborative relationships with industry-leading hardware manufacturers, distributors, software vendors and enterprise solutions providers such as SAP AG (SAP), Dell Inc. (Dell), Hewlett-Packard Co. (HP), International Business Machines Corporation (IBM), Sun Microsystems, Inc. (SUN), Fujitsu Limited (Fujitsu), NEC Corporation (NEC) and others. These relationships allow us to offer our products and services to a much larger customer base than we would otherwise be able to through our direct sales and marketing efforts. We may not be able to maintain these relationships or replace them on attractive terms. In addition, our existing strategic relationships do not, and any future strategic relationships may not, afford us any exclusive marketing or distribution rights. As a result, many of the companies, with which we have strategic alliances pursue alternative technologies and develop alternative products and services in addition to or in lieu of our products and services, 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 products effectively or continue to devote the resources necessary to provide us with effective sales, marketing and technical support.

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, dilute stockholder value or divert management attention.

As part of our business strategy, we have in the past entered into business combinations and acquisitions (for example, our acquisition of JBoss in June 2006 and our acquisition of Qumranet in September 2008), and we may continue to do so in the future. We have limited experience in making acquisitions, and acquisitions present significant challenges and risks, including:

- The difficulty of integrating the operations, systems and personnel of the acquired companies;
- The difficulty of gathering full information regarding the target business prior to the acquisition;
- The maintenance of acceptable standards, controls, procedures and policies;
- The potential disruption of our ongoing business and distraction of management;
- The impairment of relationships with employees and customers as a result of any integration of new management and other personnel;
- The inability to maintain a relationship with customers of the acquired business;
- Challenges in maintaining good and effective relations with existing business partners or of those of the acquired business, including as a result of the changes in the competitive landscape effected by the acquisition;
- The difficulty of incorporating acquired technology and rights into our products and services and of maintaining quality standards consistent with our brand;
- The potential failure to achieve the expected benefits of the combination or acquisition;
- Expenses related to the acquisition;
- Potential unknown liabilities associated with the acquired businesses; and
- Unanticipated expenses related to acquired technology and its integration into existing technology.

There can be no assurance that we will manage these challenges and risks successfully. Moreover, if we are not successful in completing acquisitions 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 such acquisitions, we could use substantial portions of our available cash as all or a portion of the purchase price. We could also issue additional securities as consideration for these acquisitions, which could cause our stockholders to suffer significant dilution, or we may incur substantial debt. Any acquisition may not generate additional revenue or profit for us, which may adversely affect our operating results.

If we fail to effectively manage our growth, our operations and financial results could be adversely affected.

We have expanded our operations rapidly in recent years. For example, our total revenue increased from approximately $400.6 million for the fiscal year ended February 28, 2007 to approximately $523.0 million for the fiscal year ended February 29, 2008. Moreover, the total number of our employees increased from over 1,800 as of February 28, 2007 to over 2,200 as of February 29, 2008 and is expected to generally increase in the foreseeable future. In addition, we continue to explore ways to extend our product and service 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 offer products and services and implement our business plan requires adequate information systems and resources and oversight from our senior management. As we grow, we must also continue to hire, train, supervise and manage new employees. As we grow and expand globally, controls and oversight functions will become more complex and distributed and may in part be outsourced. We may not be able to adequately screen and hire or adequately train, supervise and

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manage sufficient personnel or develop management, or effectively manage and develop our controls and oversight functions and information systems to adequately manage our expansion effectively. If we are unable to adequately manage our growth and expansion, our operations and financial results could be materially adversely affected.

We rely, to a significant degree, on an indirect sales channel for distribution of our products and services, and disruption of any part of this channel could adversely affect the sales of our products.

We use a variety of different distribution methods to sell our products and services, including indirect channel partners, such as third party OEMs, resellers and distributors. A number of these partners in turn distribute via their own networks of channel partners (e.g., distributors and resellers), with whom we have no direct relationship. We rely, to a significant degree, on our channel partners to, among other activities, select, screen and maintain relationships with our distribution network and for the distribution of our products and services in a manner that is consistent with Red Hat s quality standards. Our indirect distribution channel could be affected by disruptions in the relationships of and with our channel partners and their networks, including their customers or suppliers. As a result, we may be required to devote greater support and professional services resources to distribute our products and support our customers, which could drive up costs and may not be as effective. We cannot guarantee that our channel partners will market our products effectively. Disruptions in our distribution channel or poor marketing support by channel partners could lead to decreased sales or slower than expected growth or increased distribution and support costs.

We rely on software licensed from other parties, the loss of which could increase our costs and delay software shipments.

We utilize various types of software licensed from unaffiliated third parties. Aspects of our business could be disrupted if any of the software we license from others or functional equivalents of this software were either no longer available to us or no longer offered to us on commercially reasonable terms. In either case, we would be required to either redesign our products to function with software available from other parties, develop these components ourselves or eliminate the functionality, which would result in increased costs, delays in our product shipments and the release of new product offerings and limit the features available in our current or future products.

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

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 force us to use more cash compensation to attract and retain capable personnel. Volatility in the stock market may reduce the value of our share-based awards to the recipient. 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.

We depend on our key personnel that we employ.

Our future success depends on the services and effectiveness of a number of key officers and employees, including our CEO, who assumed his role on January 1, 2008. The loss of the technical knowledge and industry expertise of any of these individuals could 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 the Red Hat brand and adversely affect our business or stock price.

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A number of our key employees have become, or will soon 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. If we do not succeed in retaining and motivating our CEO and key employees and attracting new key personnel, our business, its financial performance and our stock price may decline.

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 teamwork fostered by our culture, and our business may be harmed.

We believe that a critical contributor to our success has been our corporate culture, which we believe fosters innovation, creativity and teamwork. As our organization grows, and we are required to implement more complex organizational management structures, we may find it increasingly difficult to maintain 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 contract model may encounter customer resistance or we may experience a decline in the demand for our products.

The subscription agreement used for many of our products, including Red Hat Enterprise Linux, requires customers to agree to a subscription for our services for each installed system on which they deploy our subscription based products. At the same time, the subscription agreement places no restriction on the customer s right to redistribute the products. 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. To the extent we are unsuccessful in promoting or defending this distribution model, our business and operating results could be materially and adversely affected.

If our current and future customers do not renew their subscription agreements with us, our revenue and operating results may be adversely impacted.

Our customers may not renew their subscriptions for our service 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 services 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 revenue and operating results may be adversely impacted.

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 products, adequately enhance our existing products 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 products. 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 products or we would need to develop and enhance our products 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 product 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 products could become less competitive. Delays in developing, completing or shipping new or enhanced products could result in delayed or reduced revenue for those products and could also adversely affect customer acceptance of those offerings.

If third-party enterprise hardware and software providers do not continue to make offerings compatible with our offerings, our software will cease to be competitive.

Our products will not be competitive unless third-party enterprise hardware and software offerings are compatible with our 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 the Linux platform, 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 hardware platforms by maintaining and expanding our relationships, both business and technical, with relevant independent hardware vendors. If we are not successful in achieving these goals, however, our products will not be competitive and our sales growth will be adversely affected.

We may be unable to predict the future course of open source technology development, which could reduce the market appeal of our products and damage our reputation.

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 products but competing technology becomes more widely used or accepted, the market appeal of our products may be reduced and that could harm our reputation, diminish the Red Hat brand and result in decreased revenue.

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

One of the characteristics of open source software is that anyone can modify the existing software or develop new software that competes with existing open source software. Such competition can develop without the degree of overhead and lead time required by traditional proprietary software companies. It is possible for new competitors with greater resources than ours to develop their own open source solutions, potentially reducing the demand for our solutions. For example, in October 2006 Oracle Corporation (Oracle) announced plans to sell support for its version of the Linux operating system. 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 seriously harm our business.

Our continued success depends on our ability to adapt to a rapidly changing industry as well as maintaining a strong brand. Investment in new business strategies and initiatives could disrupt our ongoing business and may present risks not originally contemplated.

We must continue to invest significant resources in research and development in order to enhance our existing products and services and introduce new high-quality products and services and technology infrastructure. If we are unable to ensure that our users and customers have a high quality experience with our products and services, then they may become dissatisfied and move to competitors products and services. In addition, if we are unable to predict user preferences or industry changes, or if we are unable to modify our products and services on a timely basis, we may lose customers.

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

Our future success will depend on our ability to adapt to rapidly changing technologies, to adapt our services to evolving industry standards and to improve the performance and reliability of our services. Our failure to adapt to such changes would harm our business. In addition, the widespread adoption of other technological changes could require substantial expenditures to modify or adapt our services or infrastructure.

Moreover, we believe that our continued success depends on our investing in new business strategies or initiatives that complement our strategic direction and product 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 materially adversely affect our business, operating results or financial condition.

Security and privacy breaches may expose us to liability and cause us to lose customers.

Our security and testing measures may not prevent security breaches that could harm our business. Advances in computer capabilities, new discoveries in the field of cryptography, inadequate technology or facility security measures or other factors may result in a compromise or breach of our systems and the data we process. Any compromise of our systems or the data we process could harm our reputation or financial condition and, therefore, our business. In addition, a party who is able to circumvent our security measures or exploit inadequacies in our security measures, could, among other effects, misappropriate proprietary information, cause interruptions in our operations or expose customers to computer viruses or other disruptions or vulnerabilities. Actual or perceived vulnerabilities may lead to claims against us by customers, partners or other third parties, which could be material. 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.

We are vulnerable to system failures, which could harm our business.

We rely on our technology infrastructure, among other functions, to sell our products and services, support our partners, fulfill orders and bill, collect and make payments. Our systems are vulnerable to damage or interruption from natural disasters, power loss, telecommunication failures, terrorist attacks, computer intrusions and viruses, computer denial-of-service attacks and other events. A significant number of our systems are not redundant, and our disaster recovery planning is not sufficient for every eventuality. Our systems are also subject to break-ins, sabotage and intentional acts of vandalism by internal employees, contractors and third parties. Despite any precautions we may take, such problems could result in, among other consequences, interruptions in our services, which could harm our reputation and financial condition. We do not carry business interruption insurance sufficient to protect us from all losses that may result from interruptions in our services as a result of system failures or to cover all contingencies.

Any interruption in the availability of our websites and on-line interactions with customers and partners would create a large volume of user questions and complaints that would need to be addressed by our support personnel rather than by self-help. If our support personnel cannot meet this demand, customer and partner satisfaction levels may fall, which in turn could cause additional claims or reduced revenue.

RISKS RELATED TO LEGAL UNCERTAINTY

If our products are found or alleged to infringe third-party intellectual property rights, we could be required to redesign our products, replace components of our products, enter into license agreements with third parties and provide infringement indemnification.

We regularly commit to our subscription customers that if portions of our enterprise products 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 product consistent with their subscription agreement with us; (ii) modify the product 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 often have limitations on these commitments, satisfying the commitments could be costly and time consuming and could materially and adversely affect our financial position and results. In addition, our insurance policies would likely not adequately cover our exposure to this type of claim.

We are vulnerable to claims that our products infringe third-party intellectual property rights because our products are comprised of software components, many of which are developed by numerous independent parties, and an adverse legal decision affecting our intellectual property could materially harm our business.

We are vulnerable to claims that our products infringe third-party intellectual property rights, including patent, copyright and trade secrets because our products are comprised of software components, many of which are developed by numerous independent parties. Moreover, because the scope of software patent protection is often not well defined or readily determinable, patent applications in the United States are not publicly disclosed at the time of filing, and the number of software patents that are issued each year is significant and growing, we may be unable to assess the relevance of patents to our products, or take appropriate responsive action, in a timely or economic manner. We expect that our products could increasingly be subject to intellectual property infringement claims as the size of our business and market share grow, the number of products and competitors in our industry segment grows and the functionality of products in different industry segments overlaps. Defending patent infringement, copyright infringement and/or trade secret claims, even claims without significant merit, can be expensive.

The SCO Group, Inc. (SCO) as well as others have publicly alleged that Linux may infringe certain third-party intellectual property rights. SCO filed suit against IBM, alleging, among other things, that certain Linux kernels wrongfully include SCO s intellectual property. Uncertainty concerning allegations of this type, regardless of their merit, could adversely affect sales of our products. If those asserting such claims were to prevail in this or other actions related to their claims regarding Linux or other products, our business could be materially and adversely affected.

An adverse legal decision regarding the intellectual property in and to our technology and other offerings could harm our business and may do so materially. See Legal Proceedings .

We could be prevented from selling or developing our software if the GNU General Public License and similar licenses under which our products 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 in that or other litigation 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 product 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 products. 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 products may contain defects that may be costly to correct, delay market acceptance of our products and expose us to litigation.

Despite our testing procedures, errors have been and will continue to be found in our products after commencement of commercial shipments. This risk is exacerbated by the fact that much of the code in our products 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 may not be able to successfully do so in a timely manner or at all. Errors and failures in our products could result in a loss of, or delay in, market acceptance of our products, loss of existing or potential customers and delayed or lost revenue and could damage our reputation and our ability to convince commercial users of the benefits of Linux-based operating systems and other open source software products.

In addition, failures in our products could cause system or other failures for our customers who may assert warranty and other claims for substantial damages against us. Although our license 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. In addition, our insurance policies may not adequately limit our exposure to this type of claim. These claims, even if unsuccessful, could be costly and time consuming to defend and could materially harm our business.

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

Our most valuable intellectual property is our collection of trademarks. The protective steps we have taken in the past have been, and may in the future continue to be, inadequate to protect and deter misappropriation of, our trademark rights. Although we do not believe that we have suffered material harm from misappropriation to date, 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 each of those regions. Effective trademark protection may not be available in every country in which we offer or intend to offer our products and services. Failure to adequately protect our trademark rights could damage or even destroy the Red Hat brand 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 products could impact our standing in the open source community, which could limit our product 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, which 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 products and further our research and development efforts, and could adversely affect our business.

We are, and may become, involved in disputes and lawsuits that could have a material adverse affect on our performance or stock price.

Following our announcement in July 2004 of our intention to restate certain historical financial statements, 14 class action lawsuits were commenced against us and certain of our current and former directors and officers,

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by or on behalf of persons claiming to be our stockholders and persons claiming to have purchased or otherwise acquired our securities at specified dates beginning as early as June 19, 2001 and continuing through July 13, 2004. The 14 class action lawsuits have since been consolidated into a single lawsuit. Additional lawsuits or legal proceedings may be commenced against us. Regardless of the outcome, it is likely that we will incur substantial defense costs, and these matters may cause a diversion of our management s time and attention. If we do not prevail in these matters, we could be required to pay substantial damages or settlement costs, which could have a material adverse affect on our financial condition or results of operations. We are unable at this time to assess the validity of the claims or estimate the possible range of damages that might be incurred as a result of the lawsuits. We have not yet established any financial reserves relating to any of these lawsuits. See Legal Proceedings for additional information on certain matters that may affect our performance or stock price.

We may suffer material adverse consequences if we are deemed to be an investment company and may incur significant costs to avoid investment company status.

We may be deemed to be an investment company under the Investment Company Act of 1940 (the 1940 Act), if we own investment securities with a value exceeding 40% of our total assets, unless a particular exclusion or safe harbor provision applies. A large portion of our assets has been invested in investment-grade, interest-bearing securities, many of which constitute investment securities under the 1940 Act. As of February 29, 2008, we believe our investment securities did not exceed 40% of our total assets. Even if our investment securities exceeded 40% of our total assets, we believe that we would be otherwise excluded from the definition of investment company and the registration requirements of the 1940 Act, but, absent an exemptive order from the SEC, this result cannot be assured. Investment companies are subject to registration under the 1940 Act and compliance with a variety of restrictions and requirements imposed under the 1940 Act. If we were to be deemed an investment company, we would become subject to the restrictions and requirements of the 1940 Act and the consequences of having been an investment company without registering thereunder, which could have a material adverse impact on our business.

In addition, we may incur significant costs to avoid or eliminate investment company status if an exclusion from the 1940 Act were to be considered unavailable for our use at a time when the value of our investments that constitute investment securities exceeds 40% of our total assets. If we were required to change the allocation of our assets to reduce our ownership of securities that constitute investment securities, and acquire non-investment security assets, this could result in transaction costs, the realization of losses on investment securities sold, and a reduction in the rate of return on our liquid assets.

Our business is subject to a variety of U.S. and international laws regarding data 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. Any failure by us to comply with our posted privacy policies or other federal, state or international privacy-related or data protection laws and regulations could result in proceedings against us by governmental entities or others which could have a material adverse effect on our business, results of operations and financial condition.

It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines and penalties, a governmental order requiring that we change our data practices could result, which in turn could have a material adverse effect on our business. 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.

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RISKS RELATED TO FINANCIAL UNCERTAINTY

You should not rely on our quarterly results of operations as an indication of our future results.

Due to the unpredictability of the technology 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 operating results fall below 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 products 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 and news reports relating to trends in our markets or general economic conditions.

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.

We may lack the financial and operational resources needed to increase our market share and compete effectively.

In the market for operating systems and applications, we face significant competition from larger companies with greater financial, operational and technical resources and name recognition than we have. Competitors, which offer hardware-independent multi-user operating systems for Intel platforms and/or Linux and UNIX-based operating systems, include Microsoft Corporation (Microsoft), Oracle, Novell Inc. (Novell), IBM, Sun and HP. We may lack the resources needed to compete successfully with our current competitors as well as potential new competitors. Moreover, we compete in certain areas with our strategic partners and potential strategic partners, and this may adversely impact our relationship with an individual partner or a number of partners. Competitive pressures could affect prices or demand for our products and services, resulting in reduced profit margins and loss of market opportunity. We may have to lower the prices of our products and services to stay competitive, which could affect our margins and financial condition. In addition, if our pricing and other factors are not sufficiently competitive, we may lose market share. Industry consolidation may also effect competition by creating larger and potentially stronger competitors in the markets in which we compete, which may have an adverse effect on our business.

In the market for services offerings, we face significant competition from larger companies, including those that currently provide service and training related to the Linux operating system as well as other operating systems, particularly UNIX-based operating systems, due to the fact that Linux-and UNIX-based operating systems share many common features. These larger companies, including IBM, Oracle, Novell and HP, may be able to leverage their existing service organizations and provide higher levels of consulting and training on a more cost-effective basis than we can. We may not be able to compete successfully with our current or potential competitors.

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During fiscal 2007, several of our largest competitors made announcements relevant to markets in which we operate, including an announcement by Oracle to offer Linux support services and an announcement by Novell regarding an agreement with Microsoft to collaborate on technology, a cross covenant not to sue the other party s customers for patent infringement and an agreement by Microsoft to purchase and distribute coupons for SUSE Linux maintenance and support.

We may not be able to meet the financial and operational challenges that we will encounter as our international operations, which represented approximately 39.5% of our total revenue for the fiscal year ended February 29, 2008, continue to expand.

Our international operations accounted for approximately 39.5% of total revenue for the fiscal year ended February 29, 2008. 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 general and administrative functions, staff key management positions, obtain additional information technology infrastructure and successfully localize software products for a significant number of international markets, which may negatively affect our operating results.

Additional challenges associated with the conduct of our business overseas that may negatively affect our operating results include:

- Fluctuations in exchange rates;
- Longer payment cycles and less financial stability of customers;
- Compliance with a wide variety of foreign laws;
- Difficulty selecting and monitoring channel partners outside of the United States;
- 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 maintaining quality standards consistent with the Red Hat brand;
- Export controls and times of crisis could prevent us from shipping our products into and out of certain markets;
- Changes in import/export duties, quotas or other trade barriers could affect the competitive pricing of our products and service and reduce our market share in some countries; and
- Economic or political instability or terrorist acts in some international markets could 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.

Moreover, in many foreign countries, particularly in certain developing economies, it is not uncommon to engage in business practices that are prohibited by regulations applicable to us, such as the Foreign Corrupt Practices Act and similar laws. Although we have policies and procedures designed to promote compliance with these laws, our employees, contractors 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 such violation, even if prohibited by our policies and procedures or the law, could have a material adverse effect on our business. Any failure by us to effectively manage the challenges associated with the international expansion of our operations could adversely affect our business, operating results and financial condition.

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.

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Additionally, the amount of taxes paid is subject to our interpretation of applicable tax laws in the jurisdictions in which we operate. We are regularly subject to audits by tax authorities. While we endeavor to comply with all applicable tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law than we do or that we will comply in all respects with applicable tax laws, which could result in additional taxes. There can be no assurance that the outcomes from these audits will not have an adverse effect on our results of operations in the period for which the review is made.

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 may not be fully reflected in our results of operations 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 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, future cash flows 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 resulting in an adverse impact on our results of operations.

We may be exposed to potential risks if we do not have an effective system of disclosure controls or internal controls or fail on an ongoing basis to properly address Section 404 of the Sarbanes-Oxley Act of 2002.

We must comply, on an on-going basis, with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 (SOX), 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 the Section 404 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 products and services, 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 Section 404 of SOX, 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 position of our business could be harmed; 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.

We are exposed to fluctuations in the market values of our portfolio investments and in interest rates; impairment of our investments could harm earnings.

We maintain an investment portfolio of various holdings, types, and maturities. Our debt securities are generally classified as available-for-sale and, consequently, are recorded on our Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income, net of tax. For information regarding the sensitivity of and risks associated with the market value of portfolio investments and interest rates, see Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk . Our investments in private companies are subject to risk of loss of investment capital. These investments 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. We have begun to use financial instruments, primarily forward purchase contracts to economically hedge U.S. dollar and other 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.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth information regarding the Company s purchases of its Common Stock during its third fiscal quarter ended November 30, 2008:

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased (1)	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (2)(3)
September 1, 2008 September 30, 2008		$		$ 175.6 million
October 1, 2008 October 31, 2008	2,113,750	$ 14.27	2,098,200	145.6 million
November 1, 2008 November 30, 2008	625	$ 10.16		250.0 million
Total	2,114,375	$ 14.27	2,098,200	$ 250.0 million

(1) During the three months ended November 30, 2008, the Company withheld an aggregate of 16,175 shares of common stock from employees to satisfy minimum tax withholding obligations relating to the vesting of restricted stock awards. These shares were not withheld pursuant to the program described in Note 2 below.

(2) On September 25, 2007, the Company announced that its Board of Directors had authorized a continuation of the Company s Common Stock and Debenture repurchase program that was announced in October 2006. Under the continued program, the Company was authorized to repurchase up to an aggregate of $250.0 million of Common Stock and $75.0 million of Debentures from time to time on the open market or in privately negotiated transactions, as applicable.

On September 29, 2008, the Company announced that its Board of Directors had amended the repurchase program to increase by $125.0 million the amount of Debentures that may be repurchased and extended the program so that it expired on the earlier of (i) November 30, 2008 or (ii) a determination by the Board of Directors, the Chief Executive Officer or the Chief Financial Officer to discontinue the program. On October 14, 2008, the Company announced that its Board of Directors had amended the repurchase program to increase by an additional $85.0 million the amount of Debentures that may be repurchased under the program. During the three months ended November 30, 2008, the Company repurchased for $280.1 million debentures with an aggregate face amount of $284.5 million.

(3) On November 17, 2008, the Company announced that its Board of Directors had amended the repurchase program to authorize the repurchase of up to an aggregate of $250.0 million of Common Stock, without regard to amounts previously repurchased under prior programs. The amended program does not include any authorization to repurchase Debentures and expires on the earlier of (i) October 31, 2010 or (ii) a determination by the Board of Directors, the Chief Executive Officer or the Chief Financial Officer to discontinue the program. As of November 30, 2008, the amount available under the program for the repurchase of Common Stock was $250.0 million.

ITEM 6. EXHIBITS

(a) List of Exhibits

Exhibit No.	Description of Exhibit
10.1*	Form of Amendment to Equity Awards with Independent Directors
10.2+*	Senior Management Severance Plan (incorporated by reference to Exhibit 10.1 to the registrant s Current Report on Form 8-K filed with the SEC on December 29, 2008 (File No. 001-33162))
10.3+*	Form of Executive Agreement by and between Red Hat, Inc. and each participant in the Senior Management Severance Plan (incorporated by reference to Exhibit 10.2 to the registrant s Current Report on Form 8-K filed with the SEC on

December 29, 2008 (File No. 001-33162))

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Exhibit No.	Description of Exhibit
10.4*	Letter Agreement dated December 23, 2008 between Red Hat, Inc. and James M. Whitehurst amending the Executive Employment Agreement between the parties dated December 19, 2007
10.5*	Employee Inventions Assignment Agreement and Restrictive Obligations Agreement dated January 1, 2008 between Red Hat, Inc. and James M. Whitehurst
10.6*	Letter Agreement dated December 29, 2008 between Red Hat, Inc. and Matthew J. Szulik amending the Non-executive Chairman Agreement between the parties dated February 28, 2008
10.7*	Letter Agreement dated December 29, 2008 between Red Hat, Inc. and Matthew J. Szulik amending the Executive Transition Agreement between the parties dated February 28, 2008
31.1	Certification of the registrant s Chief Executive Officer pursuant to Rule 13a-14(a)/Rule 15(d)-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 15(d)-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 Principal Executive Officer and the Principal Financial Officer Pursuant to 18 U.S.C. Section 1350

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

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: January 9, 2009	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: January 9, 2009	By:	/s/ CHARLES E. PETERS, JR. **Charles E. Peters, Jr.** **Executive Vice President and Chief Financial Officer** **(Principal Financial Officer)**
	RED HAT, INC.	
Date: January 9, 2009	By:	/s/ MARK E. COOK **Mark E. Cook** **Vice President and Controller** **(Principal Accounting Officer)**