

ArcSight Inc
Form 4
February 20, 2008

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLEIN TED

(Last) (First) (Middle)

**C/O ARCSIGHT, INC., 5 RESULTS
WAY**

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ArcSight Inc [ARST]

3. Date of Earliest Transaction
(Month/Day/Year)

02/20/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/20/2008		C		252,097	A	\$ 0 757,407
						I	By Kleiner Perkins Caufield & Byers IX-A, L.P. (1)
Common Stock	02/20/2008		C		7,783	A	\$ 0 780,790
						I	By Kleiner Perkins Caufield & Byers

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Common Stock	02/20/2008	C	221,906	A	\$ 0	1,447,491	I	IX-B, L.P. <u>(1)</u> By Kleiner Perkins Caufield & Byers X-A, L.P. <u>(1)</u>
Common Stock	02/20/2008	C	6,259	A	\$ 0	1,466,295	I	By Kleiner Perkins Caufield & Byers X-B, L.P. <u>(1)</u>
Common Stock	02/20/2008	C	6,398	A	\$ 0	1,485,518	I	By The Schlein Family Trust
Common Stock	02/20/2008	C	1,528,258	A	\$ 0	3,013,776	I	By Kleiner Perkins Caufield & Byers IX-A, L.P. <u>(1)</u>
Common Stock	02/20/2008	C	47,181	A	\$ 0	3,060,957	I	By Kleiner Perkins Caufield & Byers IX-B, L.P. <u>(1)</u>
Common Stock	02/20/2008	C	1,345,237	A	\$ 0	4,406,194	I	By Kleiner Perkins Caufield & Byers X-A, L.P. <u>(1)</u>
Common Stock	02/20/2008	C	37,941	A	\$ 0	4,444,135	I	By Kleiner Perkins Caufield & Byers X-B, L.P.

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Common Stock	02/20/2008	C	38,790	A	\$ 0	4,482,925	I	(1) By The Schlein Family Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	(2)	02/20/2008		C	200,357	(2) (2)	Common Stock 252,097
Series A Preferred Stock	(2)	02/20/2008		C	6,186	(2) (2)	Common Stock 7,783
Series A Preferred Stock	(2)	02/20/2008		C	176,362	(2) (2)	Common Stock 221,906
Series A Preferred Stock	(2)	02/20/2008		C	4,974	(2) (2)	Common Stock 6,259

Series A Preferred Stock	(2)	02/20/2008	C	5,085	(2)	(2)	Common Stock	6,398
Series B Preferred Stock	(3)	02/20/2008	C	1,528,258	(3)	(3)	Common Stock	1,528,258
Series B Preferred Stock	(3)	02/20/2008	C	47,181	(3)	(3)	Common Stock	47,181
Series B Preferred Stock	(3)	02/20/2008	C	1,345,237	(3)	(3)	Common Stock	1,345,237
Series B Preferred Stock	(3)	02/20/2008	C	37,941	(3)	(3)	Common Stock	37,941
Series B Preferred Stock	(3)	02/20/2008	C	38,790	(3)	(3)	Common Stock	38,790

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLEIN TED C/O ARCSIGHT, INC.	X	X		

5 RESULTS WAY
CUPERTINO, CA 95014

Signatures

/s/ Ted Schlein by Tram T. Phi,
Attorney-in-Fact

02/20/2008

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- These shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the account of entities affiliated with Kleiner Perkins Caufield & Byers and others. KPCB Holdings, Inc. has no voting, dispositive or pecuniary interest in any such shares.
- (1) Mr. Schlein is a managing member of the general partner of the entities above listed and disclaims beneficial ownership of any of these shares held by the aforementioned entities, except to the extent of his pecuniary interest therein.
- (2) Each share of Series A Preferred Stock automatically converted to Common Stock on a 1-for-1.25824093282596 basis upon the closing of the Issuer's initial public offering. There was no expiration date.
- (3) Each share of Series B Preferred Stock automatically converted to Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering. There was no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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