

ArcSight Inc
Form 4
February 22, 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 *
KPCB IX ASSOCIATES LLC

(Last) (First) (Middle)

C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

(Street)

MENLO PARK, CA 94205

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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			By: Kleiner Perkins Caufield & Byers IX-A ⁽²⁾
Common Stock	02/20/2008		C		252,097	A	\$ 0 \$ 773,007	I		
Common Stock	02/20/2008		C		1,528,258	A	\$ 0 \$ 2,301,265	I		By: Kleiner Perkins Caufield & Byers

By:
Kleiner
Perkins
Caufield
& Byers
IX-A ⁽²⁾

By:
Kleiner
Perkins
Caufield
& Byers

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Common Stock	02/20/2008	C	7,783	A	\$ 0	\$ 2,309,048 (1)	I	IX-A (2) By: Kleiner Perkins Caufield & Byers IX-B (2)
Common Stock	02/20/2008	C	47,181	A	\$ 0	\$ 2,356,229 (1)	I	By: Kleiner Perkins Caufield & Byers IX-B (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	(3)	02/20/2008		C		200,357		(3)	(3)	Common Stock	252,097
Series B Preferred Stock	(4)	02/20/2008		C		1,528,258		(4)	(4)	Common Stock	1,528,258
Series A Preferred Stock	(3)	02/20/2008		C		6,186		(3)	(3)	Common Stock	7,783

Series B Preferred Stock	(4)	02/20/2008	C	47,181	(4)	(4)	Common Stock	47,181
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KPCB IX ASSOCIATES LLC C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94205			X	

Signatures

/s/ Susan Biglieri, Attorney-in-fact for Theodore E. Schlein, a Managing Director of the Reporting Person

02/22/2008

__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).
- (1) This amount includes shares held indirectly by Kleiner Perkins Caufield & Byers IX-A, L.P., a California limited partnership.
The Reporting Person is the general partner of Kleiner Perkins Caufield & Byers IX-A, L.P., a California limited partnership and Kleiner Perkins Caufield & Byers IX-B, L.P., a California limited partnership. Shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee". KPCB Holdings, Inc. has no voting, dispositive or pecuniary interest in any such shares. The Reporting Person disclaims beneficial ownership of these securities except to the extent of its 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.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.