

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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**INSTITUTIONAL VENTURE  
PARTNERS X LP**

(Last) (First) (Middle)

**3000 SAND HILL  
ROAD, BUILDING 2, SUITE 250**

(Street)

**MENLO PARK, CA 94025**

(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)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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		772,999	A	<u>(1)</u>	1,182,565	I	By Institutional Venture Partners X, L.P. <u>(2)</u>
Common Stock	02/20/2008		C		1,231,382	A	<u>(3)</u>	2,413,947	I	By Institutional Venture Partners X, L.P. <u>(2)</u>
Common Stock	02/20/2008		C		170,680	A	<u>(1)</u>	261,113	I	By Institutional

Common Stock	02/20/2008	C	271,892	A	(3)	533,005	I	Venture Partners X GmbH & Co. Beteiligungs KG <sup>(4)</sup> By Institutional Venture Partners X GmbH & Co. Beteiligungs KG <sup>(4)</sup>
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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	(1)	02/20/2008		C	614,349	(1) (1)	Common Stock 772,999
Series A Preferred Stock	(1)	02/20/2008		C	135,650	(1) (1)	Common Stock 170,680
Series B Preferred Stock	(3)	02/20/2008		C	1,231,382	(3) (3)	Common Stock 1,231,382

Series B Preferred Stock	(3)	02/20/2008	C	271,892	(3)	(3)	Common Stock	271,892
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSTITUTIONAL VENTURE PARTNERS X LP 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Partners X GmbH & Co. Beteiligungs KG 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Management X, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Chaffee Todd C 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
DENNIS REID W 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
ELMORE MARY JANE 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
FOGELSONG NORMAN A 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Harrick Stephen J 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		

Phelps Dennis B  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 250  
MENLO PARK, CA 94025

X

## Signatures

/s/ Stephen J. Harrick, Managing Director	02/20/2008
__Signature of Reporting Person	Date
/s/ Stephen J. Harrick, Managing Director	02/20/2008
__Signature of Reporting Person	Date
/s/ Stephen J. Harrick, Managing Director	02/20/2008
__Signature of Reporting Person	Date
/s/ Melanie Chladek, Attorney-in-Fact for Todd C. Chaffee	02/20/2008
__Signature of Reporting Person	Date
/s/ Melanie Chladek, Attorney-in-Fact for Reid W. Dennis	02/20/2008
__Signature of Reporting Person	Date
/s/ Melanie Chladek, Attorney-in-Fact for Mary Jane Elmore	02/20/2008
__Signature of Reporting Person	Date
/s/ Melanie Chladek, Attorney-in-Fact for Norman A. Fogelsong	02/20/2008
__Signature of Reporting Person	Date
/s/ Melanie Chladek, Attorney-in-Fact for Stephen J. Harrick	02/20/2008
__Signature of Reporting Person	Date
/s/ Melanie Chladek, Attorney-in-Fact for Dennis B. Phelps	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).
- (1) Each share of the Issuer's Series A Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1 to 1.25824093282596 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.  
The shares are owned by Institutional Venture Partners X, L.P. ("IVP X"), which is under common control with Institutional Venture Partners X GmbH & Co. Beteiligungs KG ("IVP X KG"). Institutional Venture Management X, LLC ("IVM X") serves as the sole General Partner of IVP X. Todd C. Chaffee ("Chaffee"), Reid W. Dennis ("Dennis"), Mary Jane Elmore ("Elmore"), Norman A. Fogelsong ("Fogelsong"), Stephen J. Harrick ("Harrick") and Dennis B. Phelps ("Phelps") are the Managing Directors of IVM X and share voting and dispositive power over the shares held by IVP X. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the extent of his or her respective pecuniary interest therein.
  - (3) Each share of the Issuer's Series B Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1 to 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
  - (4) These shares are held by IVP X KG, which is under common control with IVP X. IVM X is the Managing Limited Partner of IVP X KG. Chaffee, Dennis, Elmore, Fogelsong, Harrick and Phelps are the Managing Directors of IVM X and share voting and dispositive power over the shares held by IVP X KG. Each of these individuals disclaims beneficial ownership of the shares reported herein, except to the

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extent of his or her respective pecuniary interest therein.

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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