

SCHLEIN TED
Form 4/A
June 26, 2009

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)
06/23/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/25/2009

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 06/23/2009 | | J ⁽¹⁾ | Amount 20,996 ⁽²⁾ | (A) or (D) Price \$ 0 3,628,937 ⁽³⁾ | I | See Footnote 3 |
| Common Stock | 06/24/2009 | | M | 5,000 | A \$ 9 3,633,937 ⁽⁴⁾ | I | See Footnote 4 |
| Common Stock | 06/24/2009 | | M | 6,916 | A \$ 8.3 3,640,853 ⁽⁵⁾ | I | See Footnote 5 |

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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) | | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|--|-----|---|--------------------|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 9 | 06/24/2009 | | M | | 5,000 | | <u>(6)</u> | 02/13/2018 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 8.3 | 06/24/2009 | | M | | 6,916 | | <u>(7)</u> | 09/24/2018 | Common Stock | 6,916 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| SCHLEIN TED C/O ARCSIGHT, INC. 5 RESULTS WAY CUPERTINO, CA 95014 | X |

Signatures

/s/ Tram T. Phi as attorney-in-fact for Ted
Schlein

06/26/2009

__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).

KPCB Holdings, Inc. ("KPCB Holdings"), as nominee for the account of entities affiliated with Kleiner Perkins Caufield & Byers ("KPCB") and others, made a pro rata distribution for no consideration of an aggregate of 1,175,056 shares of common stock of the issuer to its partners on June 23, 2009.

(2) Represents 20,600 shares distributed to the Schlein Family Trust Dtd 4/20/99; 330 shares distributed to the reporting person's sister; and 66 shares to the reporting person's father-in-law, in a pro rata distribution by KPCB Holdings.

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(3) 88,613 shares held by the Schlein Family Trust Dtd 4/20/99; 330 shares held by the reporting person's sister; and 66 shares held by the reporting person's father-in-law. Includes 1,828,532 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-A, L.P.; 56,450 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-B, L.P.; 1,609,550 shares beneficially owned by Kleiner Perkins Caufield & Byers X-A, L.P.; and 45,396 shares beneficially owned by Kleiner Perkins Caufield & Byers X-B, L.P. Excludes 1,397,355 shares held by other entities affiliated with KPCB as to which the reporting person does not have voting or dispositive power. Shares are held for convenience in the name of KPCB Holdings, as nominee for the account of entities affiliated with KPCB and others. The reporting person disclaims beneficial ownership of any of the shares held by the above entities, except to the extent of his pecuniary interest therein.

(4) 5,000 shares held by the reporting person; 88,613 shares held by the Schlein Family Trust Dtd 4/20/99; 330 shares held by the reporting person's sister; and 66 shares held by the reporting person's father-in-law. Includes 1,828,532 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-A, L.P.; 56,450 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-B, L.P.; 1,609,550 shares beneficially owned by Kleiner Perkins Caufield & Byers X-A, L.P.; and 45,396 shares beneficially owned by Kleiner Perkins Caufield & Byers X-B, L.P. Excludes 1,397,355 shares held by other entities affiliated with KPCB as to which the reporting person does not have voting or dispositive power. Shares are held for convenience in the name of KPCB Holdings, as nominee for the account of entities affiliated with KPCB and others. The reporting person disclaims beneficial ownership of any of the shares held by the above entities, except to the extent of his pecuniary interest therein.

(5) 11,916 shares held by the reporting person; 88,613 shares held by the Schlein Family Trust Dtd 4/20/99; 330 shares held by the reporting person's sister; and 66 shares held by the reporting person's father-in-law. Includes 1,828,532 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-A, L.P.; 56,450 shares beneficially owned by Kleiner Perkins Caufield & Byers IX-B, L.P.; 1,609,550 shares beneficially owned by Kleiner Perkins Caufield & Byers X-A, L.P.; and 45,396 shares beneficially owned by Kleiner Perkins Caufield & Byers X-B, L.P. Excludes 1,397,355 shares held by other entities affiliated with KPCB as to which the reporting person does not have voting or dispositive power. Shares are held for convenience in the name of KPCB Holdings, as nominee for the account of entities affiliated with KPCB and others. The reporting person disclaims beneficial ownership of any of the shares held by the above entities, except to the extent of his pecuniary interest therein.

(6) The option vested and became exercisable as to 1/36th of the shares on March 14, 2008 and vests and becomes exercisable as to 1/36th of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.

(7) The option vested and became exercisable as to 1/12th of the shares on October 25, 2008 and vests and becomes exercisable as to 1/12th of the shares at the end of each full month thereafter; provided that such vesting is subject to acceleration upon a corporate transaction.

Remarks:

Amends and restates in its entirety the Form 4 filed June 25, 2009 to amend the amounts provided in columns 4 and 5 of Table

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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