

ArcSight Inc  
Form S-8 POS  
October 25, 2010

As filed with the Securities and Exchange Commission on October 25, 2010

Registration No. 333-149231

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**Under**

**The Securities Act of 1933**

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**ArcSight, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-2241535**  
(I.R.S. Employer  
Identification Number)

**5 Results Way**

**Cupertino, California 95014**

(Address of principal executive offices)

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**2000 STOCK INCENTIVE PLAN**

**2002 STOCK PLAN, AS AMENDED**

**2007 EQUITY INVENTIVE PLAN**

**2007 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the Plans)

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**Paul T. Porrini**

**3000 Hanover Street**

**Palo Alto, California 94304**

**(650) 857-1501**

(Name, address, and telephone number, including area code, of agent for service)

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**Copy to:**

**David K. Ritenour**  
**Vice President and Associate General Counsel**  
**Hewlett-Packard Company**  
**3000 Hanover Street**  
**Palo Alto, California 94304**

**Russell C. Hansen**  
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**1881 Page Mill Road**  
**Palo Alto, California 94304**  
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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the registration statement on Form S-8 (Registration No. 333-149231) previously filed by ArcSight, Inc., a Delaware corporation ( "ArcSight" ), with the Securities and Exchange Commission on February 14, 2008 (the "Registration Statement" ), pertaining to the registration of shares (the "Shares" ) of ArcSight common stock, par value \$0.00001 per share (the "Common Stock" ).

On September 13, 2010, Hewlett-Packard Company, a Delaware corporation ( "HP" ), Priam Acquisition Corporation, a Delaware corporation ( "Purchaser" ), and ArcSight entered into an Agreement and Plan of Merger (the "Merger Agreement" ) that provides for HP to acquire ArcSight by means of a tender offer by Purchaser for all of the outstanding shares of Common Stock followed by the merger of Purchaser with and into ArcSight (the "Merger" ).

The tender offer was consummated on October 21, 2010.

As a result of the tender offer and the subsequent exercise of a top-up option provided for under the Merger Agreement, Purchaser acquired over 90% of the outstanding shares of Common Stock, and, subsequently, effected the Merger as a short-form merger pursuant to Section 253 of the General Corporation Law of the State of Delaware. The Merger became effective on October 22, 2010, thus completing HP's acquisition of ArcSight.

Accordingly, ArcSight has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by ArcSight in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offering, ArcSight hereby removes from registration all Shares registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment No. 1.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on October 25, 2010.

ARCSIGHT, INC.

By:

/s/ Paul T. Porrini  
Paul T. Porrini  
Secretary