

VON SIMSON ERNEST

Form 4

June 28, 2010

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 *
VON SIMSON ERNEST

(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)

06/24/2010

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	06/24/2010		J ⁽¹⁾		2,572 ⁽²⁾	A \$ 0	3,858 ⁽³⁾	I	See Footnote 3
Common Stock	06/25/2010		M		20,000	A \$ 0.16	23,858 ⁽⁴⁾	I	See Footnote 4
Common Stock	06/25/2010		S		15,000	D \$ 23.6964 ⁽⁵⁾	8,858 ⁽⁶⁾	I	See Footnote 6

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.16	06/25/2010		M	20,000	(7) 10/22/2012	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VON SIMSON ERNEST C/O ARCSIGHT, INC. 5 RESULTS WAY CUPERTINO, CA 95014		X		

Signatures

/s/ Tram T. Phi as attorney-in-fact for Ernest von Simson

06/28/2010

**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 1,176,056 shares of common stock of the issuer to its partners on June 24, 2010.

Represents 1,286 shares distributed to Mr. von Simson and 1,286 shares distributed to Mr. von Simson's spouse in a pro rata distribution by KPCB Holdings. Excludes fractional share interests and 3,493,360 shares held by entities affiliated with KPCB, including shares that are held for convenience in the name of KPCB Holdings, as nominee for the account of entities affiliated with KPCB and others. Mr. von Simson is a limited partner in KPCB Holdings; however, Mr. von Simson does not have voting or dispositive power with respect to these shares and disclaims beneficial ownership except to the extent of his pecuniary interest in these shares.

Edgar Filing: VON SIMSON ERNEST - Form 4

Represents 1,286 shares held by Mr. von Simson and 2,572 shares held by Mr. von Simson's spouse. Excludes fractional share interests and 3,493,360 shares held by entities affiliated with KPCB, including shares that are held for convenience in the name of KPCB

- (3) Holdings, as nominee for the account of entities affiliated with KPCB and others. Mr. von Simson is a limited partner in KPCB Holdings; however, Mr. von Simson does not have voting or dispositive power with respect to these shares and disclaims beneficial ownership except to the extent of his pecuniary interest in these shares.

Represents 21,286 shares held by Mr. von Simson and 2,572 shares held by Mr. von Simson's spouse. Excludes fractional share interests and 3,493,360 shares held by entities affiliated with KPCB, including shares that are held for convenience in the name of KPCB

- (4) Holdings, as nominee for the account of entities affiliated with KPCB and others. Mr. von Simson is a limited partner in KPCB Holdings; however, Mr. von Simson does not have voting or dispositive power with respect to these shares and disclaims beneficial ownership except to the extent of his pecuniary interest in these shares.

Represents a weighted average sales price per share. The prices actually received ranged from \$23.63 to \$23.74. The reporting person has

- (5) provided to the issuer, and will provide to the SEC staff or any security holder of the issuer, information regarding the number of shares sold at each price within the range.

Represents 6,286 shares held by Mr. von Simson and 2,572 shares held by Mr. von Simson's spouse. Excludes fractional share interests and 3,493,360 shares held by entities affiliated with KPCB, including shares that are held for convenience in the name of KPCB

- (6) Holdings, as nominee for the account of entities affiliated with KPCB and others. Mr. von Simson is a limited partner in KPCB Holdings; however, Mr. von Simson does not have voting or dispositive power with respect to these shares and disclaims beneficial ownership except to the extent of his pecuniary interest in these shares.

- (7) The option is 100% vested and exercisable.

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.