

ArcSight Inc
Form SC14D9C
September 16, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14D-9
(RULE 14d-101)
SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

ArcSight, Inc.

(Name of Subject Company)

ArcSight, Inc.

(Name of Person(s) Filing Statement)

Common Stock, \$0.00001 Par Value Per Share

(Title of Class of Securities)

039666102

(CUSIP Number of Class of Securities)

Thomas J. Reilly

President and Chief Executive Officer

5 Results Way

Cupertino, California 95014

(408) 864-2600

(Name, Address and Telephone Number of Person Authorized to Receive
Notice and Communications on Behalf of the Person(s) Filing Statement)

With a copy to:

David A. Bell, Esq.

Michael A. Brown, Esq.

Aaron Hou, Esq.

Fenwick & West LLP

801 California Street

Mountain View, California 94041

Trâm T. Phi, Esq.

Vice President and General Counsel

ArcSight, Inc.

5 Results Way

Cupertino, California 95014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Schedule 14D-9 contains the following exhibits:

Exhibit A Exhibit A is a copy of an email distributed to ArcSight, Inc. employees on September 15, 2010 from Thomas J. Reilly, President and Chief Executive Officer of ArcSight, Inc., attaching a message from Bill Veghte, Executive Vice President Software & Solutions, Enterprise Business of Hewlett-Packard Company (the *Bill Veghte Message*).

Exhibit B Exhibit B is a copy of the Bill Veghte Message.