

ArcSight Inc  
Form SC14D9C  
September 13, 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 press release relating to ArcSight, Inc.'s cancellation of appearances at upcoming investor conferences and analyst and investor days and notice that ArcSight, Inc. will immediately adjourn indefinitely its Annual Meeting of Stockholders announced on September 13, 2010.

Exhibit B Exhibit B is a copy of an email distributed to ArcSight, Inc. employees on September 13, 2010.

Exhibit C Exhibit C is a copy of an email distributed to ArcSight, Inc. channel partners on September 13, 2010.

Exhibit D Exhibit D is a copy of an email distributed to ArcSight, Inc. customers on September 13, 2010.

Exhibit E Exhibit E is a copy of an email distributed to ArcSight, Inc. technical partners on September 13, 2010.

Exhibit F Exhibit F is a copy of a FAQ for managers distributed to ArcSight, Inc. managers on September 13, 2010.

Exhibit G Exhibit G is a copy of talking points for managers distributed to ArcSight, Inc. managers on September 13, 2010.

Exhibit H Exhibit H is a copy of a script for receptionists and support hotline staff distributed to ArcSight, Inc. receptionists and support hotline staff on September 13, 2010.

Exhibit I Exhibit I is a transcription of a voicemail distributed to certain ArcSight, Inc. customers and partners on September 13, 2010.

Exhibit J Exhibit J is a copy of a blog written by Thomas J. Reilly, President and Chief Executive Officer of ArcSight, Inc. and posted on ArcSight, Inc.'s website on September 13, 2010.

Exhibit K Exhibit K is a copy of an email distributed to ArcSight, Inc. employees on September 13, 2010 from Trâm T. Phi, ArcSight, Inc.'s General Counsel.