

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.