

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Thurmond Mark C.</u>  (Last) (First) (Middle) C/O TENABLE HOLDINGS, INC. 6100 MERRIWEATHER DRIVE  (Street) COLUMBIA MD 21044  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tenable Holdings, Inc. [ TENB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/22/2024		M		1,161	A	\$0	30,886	D	
Common Stock	08/22/2024		M		3,713	A	\$0	34,599	D	
Common Stock	08/23/2024		S <sup>(1)</sup>		2,357	D	\$41.54	32,242	D	
Common Stock	08/23/2024		M		1,363	A	\$0	33,605	D	
Common Stock	08/23/2024		M		3,857	A	\$0	37,462	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(2)	08/22/2024		M		1,161		(3)	(3)	Common Stock	1,161	\$0	11,624	D	
Restricted Stock Units	(2)	08/22/2024		M		3,713		(4)	(4)	Common Stock	3,713	\$0	37,130	D	
Performance Restricted Stock Units	(2)	08/23/2024		M		1,363		(5)	(5)	Common Stock	1,363	\$0	8,180	D	
Restricted Stock Units	(2)	08/23/2024		M		3,857		(6)	(6)	Common Stock	3,857	\$0	23,142	D	

**Explanation of Responses:**

- The sale reported on this Form 4 represents shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. The sale occurred automatically to satisfy the tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock.
- On February 21, 2024, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 23, 2023 and determined a 93.9% payout for the measurement period based on the Issuer's fiscal year 2023 criteria. 25% of the shares underlying the PRSUs vested on February 22, 2024, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.
- 25% of the shares underlying the RSUs vested on February 22, 2024, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.
- On February 22, 2023, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 23, 2022 and determined a 106% payout for the measurement period based on the Issuer's fiscal year 2022 criteria. 25% of the shares underlying the PRSUs vested on February 23, 2023, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.
- 25% of the shares underlying the RSUs vested on February 23, 2023, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

**Remarks:**

/s/ David Bartholomew,  
Attorney-in-Fact

08/26/2024

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**