**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**

**1. Name and Address of Reporting Person**

**Huffard John C Jr**

(4) TENABLE HOLDINGS, INC. [ TENB ]

COLUMBIA MD 21046

**2. Issuer Name and Ticker or Trading Symbol**

**Tenable Holdings, Inc. [ TENB ]**

**3. Date of Earliest Transaction (Month/Day/Year)**

02/20/2019

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

02/22/2019

**5. Relationship of Reporting Person(s) to Issuer**

X Director
10% Owner
Officer (give title below) Other (specify below)

**6. Individual or Joint/Group Filing (Check Applicable Line)**

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/20/2019</td>
<td></td>
<td>A</td>
<td>3,116,729</td>
<td>I</td>
<td>By Trust(4)</td>
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<td>I</td>
<td>By Trust(4)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected by the Reporting Person's spouse and Mary Kathryn Braden Huffard and Jonathan M. Forster, as Trustees of The Three Suns Non-Exempt Irrevocable Trust U/T/A dated March 2, 2012, as applicable, pursuant to Rule 10b5-1 trading plans.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $28.90 to $29.37 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

3. Mary Kathryn Braden Huffard and Jonathan M. Forster, as Trustees of The Three Suns Non-Exempt Irrevocable Trust U/T/A dated March 2, 2012. Mary Kathryn B. Huffard, John C. Huffard III, Samuel C. Huffard and Brown B. Huffard are the beneficiaries of this trust.

4. Mary Kathryn Braden Huffard and Jonathan M. Forster, as Trustees of The Three Suns Exempt Irrevocable Trust U/T/A dated March 2, 2012. Mary Kathryn B. Huffard, John C. Huffard III, Samuel C. Huffard and Brown B. Huffard are the beneficiaries of this trust.

5. Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock.

6. 25% of the shares underlying the RSUs vest on February 20, 2020, 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/ Brian F. Leaf, Attorney-in-Fact 02/22/2019 **Signature of Reporting Person Date**

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).


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.