

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).

**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 * <u>Accel Growth Fund III L.P.</u>  (Last) (First) (Middle) 500 UNIVERSITY AVENUE  (Street) PALO ALTO CA 94301  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/16/2019		j <sup>(1)</sup>		2,694,300	D	\$0.00	4,326,710	D <sup>(2)</sup>	
Common Stock	12/16/2019		j <sup>(3)</sup>		127,200	D	\$0.00	204,267	I	By Accel Growth Fund III Strategic Partners L.P. <sup>(4)</sup>
Common Stock	12/16/2019		j <sup>(5)</sup>		178,500	D	\$0.00	286,648	I	By Accel Growth Fund Investors 2014 L.L.C. <sup>(6)</sup>

**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					

1. Name and Address of Reporting Person * <u>Accel Growth Fund III L.P.</u>  (Last) (First) (Middle) 500 UNIVERSITY AVENUE  (Street) PALO ALTO CA 94301  (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
<a href="#">Accel Growth Fund Investors 2014 L.L.C.</a>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Accel Growth Fund III Associates L.L.C.</a>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Accel Growth Fund III Strategic Partners L.P.</a>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		

**Explanation of Responses:**

- On December 16, 2019, Accel Growth Fund III L.P. distributed, for no consideration, 2,694,300 shares of common stock of the Issuer (the "Accel III Shares") to its limited partners and to Accel Growth Fund III Associates L.L.C. ("Accel III GP"), the general partner of Accel Growth Fund III L.P., representing each such partner's pro rata interest in such Accel III Shares. On the same date, Accel III GP distributed, for no consideration, the Accel III Shares it received in the distribution by Accel Growth Fund III L.P. to its members, representing each such member's pro rata interest in such Accel III Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- These shares are held by Accel Growth Fund III L.P. Accel III GP is the general partner of each of Accel Growth Fund III L.P. and Accel Growth Fund III Strategic Partners L.P. (together, the "Accel III Entities"). Accel III GP has sole voting and dispositive power with regard to the shares held by the Accel III Entities. Accel III GP disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- On December 16, 2019, Accel Growth Fund III Strategic Partners L.P. distributed, for no consideration, 127,200 shares of common stock of the Issuer (the "Accel Strategic III Shares") to its limited partners and to Accel III GP, the general partner of Accel Growth Fund III Strategic Partners L.P., representing each such partner's pro rata interest in such Accel Strategic III Shares. On the same date, Accel III GP distributed, for no consideration, the Accel Strategic III Shares it received in the distribution by Accel Growth Fund III Strategic Partners L.P. to its members, representing each such member's pro rata interest in such Accel Strategic III Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- These shares are held by Accel Growth Fund III Strategic Partners L.P. Accel III GP disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- On December 16, 2019, Accel Growth Fund Investors 2014 L.L.C. distributed, for no consideration, 178,500 shares of common stock of the Issuer (the "Accel 2014 Shares") to its members, representing each such member's pro rata interest in such Accel 2014 Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- These shares are held by Accel Growth Fund Investors 2014 L.L.C.

**Remarks:**

Accel Growth Fund II Strategic Partners L.P. was inadvertently listed as a Reporting Person on the original Form 4. This amendment is being filed to remove Accel Growth Fund II Strategic Partners L.P. from the filing and to add Accel Growth Fund III Strategic Partners L.P. as a Reporting Person.

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund III L.P.](#) 12/18/2019

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund Investors 2014  
L.L.C.](#) 12/18/2019

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund III Associates  
L.L.C.](#) 12/18/2019

/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel  
Growth Fund III Strategic  
Partners L.P.

12/18/2019

\*\* 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).

\*\* 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.**