# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

### 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

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

## 1. Name and Address of Reporting Person

**Insight Holdings Group, LLC**

(C/O INSIGHT PARTNERS)

1114 AVENUE OF THE AMERICAS, 36TH FLOOR

NEW YORK NY 10036

## 2. Name and Address of Issuer

**Tenable Holdings, Inc.**

(TENB)

## 3. Date of Earliest Transaction

02/17/2021

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/17/2021</td>
<td>J (1)</td>
<td>924,289 D (1)</td>
<td>3,111,873 I</td>
<td>See footnote (2)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2021</td>
<td>J (1)</td>
<td>459,257 D (1)</td>
<td>1,546,213 I</td>
<td>See footnote (3)</td>
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</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2021</td>
<td>J (1)</td>
<td>97,928 D (1)</td>
<td>329,702 I</td>
<td>See footnote (4)</td>
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</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2021</td>
<td>J (1)</td>
<td>18,450 D (1)</td>
<td>62,114 I</td>
<td>See footnote (5)</td>
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</tbody>
</table>

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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## 1. Name and Address of Reporting Person

**Insight Venture Associates IX, Ltd.**

(C/O INSIGHT VENTURE PARTNERS)

1114 AVENUE OF THE AMERICAS, 36TH FLOOR

NEW YORK NY 10036

1. Name and Address of Reporting Person

**Insight Venture Associates IX, Ltd.**

(C/O INSIGHT VENTURE PARTNERS)

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1. Name and Address of Reporting Person

**Insight Venture Associates IX, L.P.**

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1. Name and Address of Reporting Person

**Insight Venture Partners IX, L.P.**

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1. Name and Address of Reporting Person

**Insight Venture Partners (Cayman) IX, L.P.**

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**Insight Venture Partners (Delaware) IX, L.P.**

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1. Name and Address of Reporting Person

**Insight Venture Partners IX (Co-Investors), L.P.**

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**Explanations of Responses:**

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1
4. See Exhibit 99.1
5. See Exhibit 99.1

**Remarks:**

This Form 4 is the first of two Forms 4 filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons. Each Form 4 is filed by Designated Filer, Insight Holdings Group, LLC. Exhibit List: Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filer's Signatures Exhibit 99.3 - Joint Filer Information
Insight Holdings Group, LLC, 02/19/2021
its Authorized Signatory, /s/
Andrew Prodromos
** 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.
(1) On February 17, 2021, Insight Venture Partners IX, L.P., Insight Venture Partners (Cayman) IX, L.P., Insight Venture Partners (Delaware) IX, L.P. and Insight Venture Partners IX (Co-Investors), L.P. (collectively, the “IVP IX Funds”) distributed an aggregate of 1,499,924 shares of common stock of the Issuer pro rata to their partners in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreement of such entities (the “Initial Distribution”). In connection with the Initial Distribution, Insight Venture Associates IX, L.P. (“IVA IX”), the general partner of each of the IVP IX Funds, acquired direct ownership of 202,950 shares of common stock. On February 17, 2021, IVA IX distributed 202,950 shares of common stock pro rata to its partners in accordance with their respective ownership interests as determined in accordance with the limited partnership agreement of IVA IX (the “IVA IX Distribution” and, together with the Initial Distribution, the “Distribution”). The respective partners of the IVP IX Funds and IVA IX did not furnish any consideration in exchange for shares received in connection with the Distribution.

(2) Held directly by Insight Venture Partners IX, L.P.

(3) Held directly by Insight Venture Partners (Cayman) IX, L.P.

(4) Held directly by Insight Venture Partners (Delaware) IX, L.P.

(5) Held directly by Insight Venture Partners IX (Co-Investors), L.P.
JOINT FILE RS' SIGNATURES

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact
Date: 2/19/2021

INSIGHT VENTURE ASSOCIATES IX, LTD.

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact
Date: 2/19/2021

INSIGHT VENTURE ASSOCIATES IX, L.P.

By: Insight Venture Associates IX, Ltd., its general partner
By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact
Date: 2/19/2021

INSIGHT VENTURE PARTNERS IX, L.P.

By: Insight Venture Associates IX, L.P., its general partner
By: Insight Venture Associates IX, Ltd. its general partner
By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact
Date: 2/19/2021

INSIGHT VENTURE PARTNERS (CAYMAN) IX, L.P.

By: Insight Venture Associates IX, L.P., its general partner
By: Insight Venture Associates IX, Ltd. its general partner
By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact
Date: 2/19/2021

INSIGHT VENTURE PARTNERS (DELAWARE) IX, L.P.

By: Insight Venture Associates IX, L.P., its general partner
By: Insight Venture Associates IX, Ltd., its general partner
By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact
Date: 2/19/2021

INSIGHT VENTURE PARTNERS IX (CO-INVESTORS), L.P.

By: Insight Venture Associates IX, L.P., its general partner
By: Insight Venture Associates IX, Ltd., its general partner
By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer
Date: 2/19/2021
3,111,873 shares of common stock are held of record by Insight Venture Partners IX, L.P. ("IVP IX"), 1,546,213 shares of common stock are held of record by Insight Venture Partners (Cayman) IX, L.P. ("IVP Cayman IX"), 329,702 shares of common stock are held of record by Insight Venture Partners (Delaware) IX, L.P. ("IVP Delaware IX"), and 62,114 shares of common stock are held of record by Insight Venture Partners IX (Co-Investors), L.P. ("IVP Co-Investors IX" and, together with IVP IX, IVP Cayman IX and IVP Delaware IX, the “IVP IX Funds”).

The amount listed as owned by each IVP IX Fund may be deemed to be attributable to each of the other IVP IX Funds, Insight Venture Associates IX, L.P. ("IVA IX"), Insight Venture Associates IX, Ltd. ("IVA IX Ltd") and Insight Holdings Group, LLC ("Holdings") because Holdings is the sole shareholder of IVA IX Ltd, which in turn is the general partner of IVA IX, which in turn is the general partner of each of the IVP IX Funds.

1,462,620 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P. ("IVP Coinvestment"), 1,175,861 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P. ("IVP Coinvestment (Cayman)"), 1,081,210 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. ("IVP Coinvestment (Delaware)"), and 1,330,719 shares of common stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. ("IVP Coinvestment (B)" and, together with IVP Coinvestment, IVP Coinvestment (Cayman) and IVP Coinvestment (Delaware), the “IVP Coinvestment Funds”).

The amount listed as owned by each IVP Coinvestment Fund may be deemed to be attributable to each of the other IVP Coinvestment Funds, Insight Venture Associates Growth-Buyout Coinvestment, L.P. ("IVA Coinvestment"), Insight Venture Associates Growth-Buyout Coinvestment, Ltd. ("IVA Coinvestment Ltd") and Holdings because Holdings is the sole shareholder of IVA Coinvestment Ltd, which in turn is the general partner of IVA Coinvestment, which in turn is the general partner of each of the IVP Coinvestment Funds.

Each of Jeffrey Horing, Deven Parekh, Peter Sobiloff, Michael Triplett and Jeffrey Lieberman is a member of the board of managers of Holdings and as such shares voting and dispositive power over the shares held of record by the IVP IX Funds and the IVP Coinvestment Funds. The foregoing is not an admission by IVA IX, IVA IX Ltd, IVA Coinvestment, IVA Coinvestment Ltd or Holdings that it is the beneficial owner of the shares held of record by the IVP IX Funds or the IVP Coinvestment Funds. Each of Messrs. Horing, Parekh, Sobiloff, Triplett and Lieberman disclaims beneficial ownership of the shares held by the IVP IX Funds or the IVP Coinvestment Funds except to the extent of his pecuniary interest therein.

The address of each of the entities and persons identified in this Exhibit 99.3 is c/o Insight Partners, 1114 Avenue of the Americas, 36th Floor, New York, New York 10036.