SEC Form 4

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

1. Name and Address of Reporting Person

Riddick Stephen A

Last) (First) (Middle)
C/O TENABLE HOLDINGS, INC.
6100 MERRIWEATHER DRIVE

Street) (City) (State) (Zip)

COLUMBIA MD 21044

2. Issuer Name and Ticker or Trading Symbol

Tenable Holdings, Inc. [ TENB ]

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

05/02/2022

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


5. Relationship of Reporting Person(s) to Issuer

Officer (give title below)
General Counsel & Secretary

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

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

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

<table>
<thead>
<tr>
<th>1. 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. Transaction Code (Instr. 5)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/02/2022</td>
<td></td>
<td>M</td>
<td>A</td>
<td>$16,21</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/02/2022</td>
<td></td>
<td>S1</td>
<td>D</td>
<td>$55.89</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security Beneficially Owned (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security Benevolently Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$16.21</td>
<td>05/02/2022</td>
<td>M</td>
<td>(2)</td>
<td>06/21/2028</td>
<td>Common Stock 7,260</td>
<td>14,522</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
2. 25% of the shares underlying the option vest in equal monthly installments over the twelve-month period beginning on the second anniversary of June 21, 2018, and ending on the third anniversary, with the remainder vesting monthly over the twelve-month period thereafter, subject to the reporting person’s continuous service with the Issuer as of each vesting date, and subject to accelerated vesting in specified circumstances.

Remarks:

A/ David Bartholomew, Attorney-in-Fact 05/04/2022

** 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.