

| OMB APPROVAL | |
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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

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* <u>Yoran Amit</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO and Chairman |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/16/2021 | |
| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/16/2021 | | M | | 20,000 | A | \$4.25 | 647,897 | D | |
| Common Stock | 02/16/2021 | | S ⁽¹⁾ | | 35,780 | D | \$44.96 ⁽²⁾ | 612,117 | D | |
| Common Stock | 02/16/2021 | | S ⁽¹⁾ | | 1,720 | D | \$45.54 ⁽³⁾ | 610,397 | D | |
| Common Stock | 02/16/2021 | | S ⁽⁴⁾ | | 21,200 | D | \$44.95 ⁽⁵⁾ | 539,747 | I | By Trust ⁽⁶⁾ |
| Common Stock | 02/16/2021 | | S ⁽⁴⁾ | | 1,300 | D | \$45.47 ⁽⁷⁾ | 538,447 | I | By Trust ⁽⁶⁾ |

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 |
| Employee Stock Option (right to buy) | \$4.25 | 02/16/2021 | | M | | | 20,000 | (8) | 01/18/2027 | Common Stock | 20,000 | \$0 | 2,519,524 | D | |
| Restricted Stock Units | (9) | 02/17/2021 | | A | | 171,037 | | (10) | (10) | Common Stock | 171,037 | \$0 | 171,037 | D | |

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.38 - \$45.37, 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 ranges set forth in footnotes (2), (3), (5) and (7) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.38 - \$45.80, inclusive.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.37 - \$45.36, inclusive.
- The Trustees of the Amit Yoran 2020 Family Trust are Dov Yoran and David Redling.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.37 - \$45.65, inclusive.
- 100% of the shares underlying the option were vested as of January 1, 2021.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock.
- 25% of the shares underlying the RSUs vest on February 17, 2022, 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, 02/18/2021
Attorney-in-Fact

** 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.