

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Accel Growth Fund II 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) 09/09/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	09/09/2019		J <sup>(1)</sup>		2,094,854	D	\$0.00	3,491,426	D <sup>(2)</sup>	
Common Stock	09/09/2019		J <sup>(3)</sup>		151,677	D	\$0.00	252,795	I	By Accel Growth Fund II Strategic Partners L.P. <sup>(4)</sup>
Common Stock	09/09/2019		J <sup>(5)</sup>		203,872	D	\$0.00	339,784	I	By Accel Growth Fund Investors 2012 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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Accel Growth Fund II L.P.  
 (Last) (First) (Middle)  
 500 UNIVERSITY AVENUE  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Accel Growth Fund II Strategic Partners L.P.  
 (Last) (First) (Middle)  
 500 UNIVERSITY AVENUE  
 (Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Accel Growth Fund Investors 2012 L.L.C.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Accel Growth Fund II Associates L.L.C.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

**Explanation of Responses:**

1. On September 9, 2019, Accel Growth Fund II L.P. distributed, for no consideration, 2,094,854 shares of common stock of the Issuer (the "Accel II Shares") to its limited partners and to Accel Growth Fund II Associates L.L.C. ("Accel II GP"), the general partner of Accel Growth Fund II L.P., representing each such partner's pro rata interest in such Accel II Shares. On the same date, Accel II GP distributed, for no consideration, the Accel II Shares it received in the distribution by Accel Growth Fund II L.P. to its members, representing each such member's pro rata interest in such Accel II 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.

2. These shares are held by Accel Growth Fund II L.P. Accel II GP is the general partner of each of Accel Growth Fund II L.P. and Accel Growth Fund II Strategic Partners L.P. (together, the "Accel II Entities"). Accel II GP has sole voting and dispositive power with regard to the shares held by the Accel II Entities. Accel II 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.

3. On September 9, 2019, Accel Growth Fund II Strategic Partners L.P. distributed, for no consideration, 151,677 shares of common stock of the Issuer (the "Accel Strategic Shares") to its limited partners and to Accel II GP, the general partner of Accel Growth Fund II Strategic Partners L.P., representing each such partner's pro rata interest in such Accel Strategic Shares. On the same date, Accel II GP distributed, for no consideration, the Accel Strategic Shares it received in the distribution by Accel Growth Fund II Strategic Partners L.P. to its members, representing each such member's pro rata interest in such Accel Strategic 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.

4. These shares are held by Accel Growth Fund II Strategic Partners L.P. Accel II 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.

5. On September 9, 2019, Accel Growth Fund Investors 2012 L.L.C. distributed, for no consideration, 203,872 shares of common stock of the Issuer (the "Accel 2012 Shares") to its members, representing each such member's pro rata interest in such Accel 2012 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.

6. These shares are held by Accel Growth Fund Investors 2012 L.L.C.

**Remarks:**

[/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel Growth Fund II L.P.](#) 09/11/2019

[/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel Growth Fund II Strategic Partners L.P.](#) 09/11/2019

[/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel Growth Fund Investors 2012 L.L.C.](#) 09/11/2019

[/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel Growth Fund II Associates L.L.C.](#) 09/11/2019

\*\* 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.