

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Li Ping</u>  (Last) (First) (Middle) C/O TENABLE HOLDINGS, INC. 7021 COLUMBIA GATEWAY DRIVE, SUITE 500  (Street) COLUMBIA MD 21046  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	11/09/2020		s <sup>(1)</sup>		16,549	D	\$36.76 <sup>(2)</sup>	436,422 <sup>(3)</sup>	I	By Li Family Trust <sup>(4)</sup>
Common Stock	11/09/2020		s <sup>(1)</sup>		9,336	D	\$37.71 <sup>(5)</sup>	427,086	I	By Li Family Trust <sup>(4)</sup>
Common Stock	11/09/2020		s <sup>(1)</sup>		32,306	D	\$38.81 <sup>(6)</sup>	394,780	I	By Li Family Trust <sup>(4)</sup>
Common Stock	11/09/2020		s <sup>(1)</sup>		16,809	D	\$39.56 <sup>(7)</sup>	377,971	I	By Li Family Trust <sup>(4)</sup>
Common Stock								119,025 <sup>(8)</sup>	I	By Li Family GST Exempt Trust <sup>(9)</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					

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 \$36.29 - \$37.26, 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), (5), (6) and (7) to this Form 4.
- Includes 68,212 shares received by Li Family Trust, dated July 24, 2009 that are deemed to be a change in the form of beneficial ownership and not a reportable transaction.
- The shares are held of record by the Li Family Trust, dated July 24, 2009 (the "Trust"). The reporting person is trustee of the Trust and has voting and dispositive power over the shares. The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.32 - \$38.31, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.32 - \$39.31, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.32 - \$39.85, inclusive.
- Includes 15,407 shares received by Li Family GST Exempt Trust that are deemed to be a change in the form of beneficial ownership and not a reportable transaction.
- The shares are held of record by the Li Family GST Exempt Trust (the "GST"). Members of the reporting person's immediate family are beneficial holders of the GST, and the reporting person may be deemed to exercise voting and investment power over such shares. The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Remarks:

The shares previously reported by Accel Growth Fund III L.P., Accel Growth Fund III Strategic Partners L.P., Accel Growth Fund Investors 2014 L.L.C., Accel XI L.P., Accel XI Strategic Partners L.P. and Accel Investors 2013 L.L.C. were distributed on a pro rata basis for no additional consideration to their respective limited and general partners. As the distributions of such shares constituted only a change in the form of the Reporting Person's indirect ownership in such shares, the Reporting Person was not required to report these distributions in accordance with the exemptions afforded by Rules 16a-9 and 16a-13 of the Securities Exchange Act of 1934, as amended.

/s/ David Bartholomew,  
Attorney-in-Fact

11/12/2020

\*\* 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.

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