**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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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

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**1. Name and Address of Reporting Person**

Riddick Stephen A  

C/O TENABLE HOLDINGS, INC.  

7021 COLUMBIA GATEWAY DRIVE, SUITE 500  

COLUMBIA MD 21046

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**2. Issuer Name and Ticker or Trading Symbol**

Tenable Holdings, Inc. [ TENB ]

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

09/01/2020

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**5. Relationship of Reporting Person(s) to Issuer**

(Select all applicable)

- Director
- 10% Owner
- Other (specify below)

- General Counsel & Secretary

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**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. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/01/2020</td>
<td>M</td>
<td>A</td>
<td>$16,21</td>
<td>12,713</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/01/2020</td>
<td>S(1)</td>
<td>2,420</td>
<td>$37.99</td>
<td>10,293</td>
<td>D</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. Transaction Code (Instr. 8)</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 or Number of Shares Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Report Date (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>09/01/2020</td>
<td>M</td>
<td>2,420</td>
<td>(2)</td>
<td>06/21/2028</td>
<td>Common Stock 2,420 $0 111,322 D</td>
<td></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:**

/s/ David Bartholomew,  

Attorney-in-Fact  

09/03/2020

**Signature of Reporting Person**  

**Date**

**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.

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* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.