SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Thurmond Mark C.	Tenable Holdings, Inc. [TENB]	☑ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☐ Other (specify below)
C/O TENABLE HOLDINGS, INC.	3. Date of Earliest Transaction (Month/Day/Year)	Co-Chief Executive Officer
6100 MERRIWEATHER DRIVE	11/23/2026	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
COLUMBIA MD 21044		☑ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	11/23/2026		M		1,162	A	$0	188,622	D	
Common Stock	11/23/2026		M		2,267	A	$0	190,889	D	
Common Stock	11/23/2026		M		6,095	A	$0	196,984	D	
Common Stock	11/23/2026		M		3,713	A	$0	200,697	D	
Common Stock	11/23/2026		M		7,764	A	$0	208,461	D	
Common Stock	11/23/2026		M		4,368	A	$0	212,829	D	
Common Stock	11/23/2026		F		12,268(1)	D	$45.81	200,561	D	

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	Amount or Number of Shares				
Performance Restricted Stock Units	(2)	11/23/2026		M			1,162	(3)	(3)	Common Stock	1,162	$0	1,168	D	
Performance Restricted Stock Units	(2)	11/23/2026		M			2,267	(4)	(4)	Common Stock	2,267	$0	11,339	D	
Performance Restricted Stock Units	(2)	11/23/2026		M			6,095	(5)	(5)	Common Stock	6,095	$0	54,862	D	
Restricted Stock Units	(2)	11/23/2026		M			3,713	(6)	(6)	Common Stock	3,713	$0	3,713	D	
Restricted Stock Units	(2)	11/23/2026		M			7,764	(7)	(7)	Common Stock	7,764	$0	69,880	D	
Restricted Stock Units	(2)	11/23/2026		M			4,368	(8)	(8)	Common Stock	4,368	$0	21,840	D	

Explanation of Responses:

1. Represents the number of shares of Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Restricted Stock Units ("RSUs") and does not represent a sale.

2. Each RSU represents a contingent right to receive one share of Issuer common stock.

3. On February 21, 2024, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 22, 2023 and determined a 93.9% payout for the measurement period based on the Issuer's fiscal year 2023 criteria. 25% of the shares underlying the PRSUs vested on February 22, 2024, 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.

4. On February 13, 2025, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 22, 2024 and determined a 96.4% payout for the measurement period based on the Issuer's fiscal year 2024 criteria. 25% of the shares underlying the PRSUs vested on February 22, 2025, 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.

5. On February 25, 2026, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 21, 2025 and determined a 97.2% payout for the measurement period based on the Issuer's fiscal year 2025 criteria. 25% of the shares underlying the PRSUs vested on February 25, 2026, 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.

6. 25% of the shares underlying the RSUs vested on February 22, 2024, 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.

7. 25% of the shares underlying the RSUs vested on August 22, 2025, 25% on February 22, 2026, 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.

8. 25% of the shares underlying the RSUs vested on February 22, 2025, 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, Attorney-in-Fact	11/24/2026
** 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.