Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

1. Name and Address of Reporting Person
   Yoran Amit
   C/O TENABLE HOLDINGS, INC.
   6100 MERRIWEATHER DRIVE
   COLUMBIA MD 21044

2. Issuer Name and Ticker or Trading Symbol
   Tenable Holdings, Inc. [ TENB ]

3. Date of Earliest Transaction (Month/Day/Year)
   02/17/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X Officer (give title below)
   President, CEO and Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported 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>02/17/2022</td>
<td>M</td>
<td>A</td>
<td>$0</td>
<td>184,077</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2022</td>
<td>M</td>
<td>10,000</td>
<td>$4.25</td>
<td>194,077</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2022</td>
<td>s(1)</td>
<td>9,971</td>
<td>$48.86(2)</td>
<td>184,106</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2022</td>
<td>s(1)</td>
<td>29</td>
<td>$40.7</td>
<td>184,077</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/18/2022</td>
<td>s(1)</td>
<td>19,562</td>
<td>$45.76</td>
<td>164,515</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>By Trust(6)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>361,738</td>
<td>I</td>
<td>By Grantor Retained Annuity Trust(5)</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>3A. Deemed Execution Date, if any (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 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (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>Restricted Stock Units</td>
<td>(6)</td>
<td>02/17/2022</td>
<td>M</td>
<td>42,759</td>
<td>(7)</td>
<td>(7)</td>
<td>Common Stock 42,759 $0</td>
<td>128,278</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$4.25</td>
<td>02/17/2022</td>
<td>M</td>
<td>10,000</td>
<td>01/18/2027</td>
<td>Common Stock 10,000 $0</td>
<td>2,289,524</td>
<td>D</td>
<td></td>
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<td></td>
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</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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $48.52 - $49.38, 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 footnote (2) to this Form 4.
3. The sale reported on this Form 4 represents shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. The sale occurred automatically to satisfy the tax withholding obligations to be funded by a “sell to cover” transaction and does not represent a discretionary trade by the Reporting Person.
4. The Trustees of the Amit Yoran 2020 Family Trust are Dov Yoran and David Redling.
5. The Trustee of the Amit Yoran GRAT A is Amit Yoran.
6. Each restricted stock unit (“RSU”) represents a contingent right to receive one share of Issuer common stock.
7. 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.
8. 25% of the shares underlying the option vested on January 1, 2018, with the remainder vesting in 12 equal quarterly installments thereafter, 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 02/22/2022