

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

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| 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) <input type="checkbox"/> Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/30/2018 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> <input checked="" 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 | 07/30/2018 | | C | | 13,548,060 | A | (1) | 13,965,696 | D ⁽²⁾ | |
| Common Stock | 07/30/2018 | | C | | 980,940 | A | (1) | 1,011,180 | I | By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾ |
| Common Stock | 07/30/2018 | | C | | 7,719,155 | A | (1) | 7,799,122 | I | By Accel Growth Fund III L.P. ⁽⁴⁾ |
| Common Stock | 07/30/2018 | | C | | 364,427 | A | (1) | 368,202 | I | By Accel Growth Fund III Strategic Partners L.P. ⁽⁵⁾ |
| Common Stock | 07/30/2018 | | C | | 1,318,500 | A | (1) | 1,359,144 | I | By Accel Growth Fund Investors 2012 L.L.C. ⁽⁶⁾ |
| Common Stock | 07/30/2018 | | C | | 511,401 | A | (1) | 516,699 | I | By Accel Growth Fund Investors 2014 L.L.C. ⁽⁷⁾ |
| Common Stock | 07/30/2018 | | C | | 231,806 | A | (1) | 231,806 | I | By Accel Investors 2013 L.L.C. ⁽⁸⁾ |
| Common Stock | 07/30/2018 | | C | | 2,182,696 | A | (1) | 2,182,696 | I | By Accel XI L.P. ⁽⁹⁾ |
| Common Stock | 07/30/2018 | | C | | 163,992 | A | (1) | 163,992 | I | By Accel XI Strategic Partners L.P. ⁽¹⁰⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | | | | |
| Series A Preferred Stock | (1) | 07/30/2018 | | C | | | 13,548,060 | (1) | (1) | Common Stock | 13,548,060 | (1) | 0 | D ⁽²⁾ | |
| Series A Preferred Stock | (1) | 07/30/2018 | | C | | | 980,940 | (1) | (1) | Common Stock | 980,940 | (1) | 0 | I | By Accel Growth Fund II Strategic Partners L.P. ⁽³⁾ |
| Series A Preferred Stock | (1) | 07/30/2018 | | C | | | 1,318,500 | (1) | (1) | Common Stock | 1,318,500 | (1) | 0 | I | By Accel Growth Fund Investors 2012 L.L.C. ⁽⁶⁾ |
| Series B Preferred Stock | (1) | 07/30/2018 | | C | | | 7,719,155 | (1) | (1) | Common Stock | 7,719,155 | (1) | 0 | I | By Accel Growth Fund III L.P. ⁽⁴⁾ |
| Series B Preferred Stock | (1) | 07/30/2018 | | C | | | 364,427 | (1) | (1) | Common Stock | 364,427 | (1) | 0 | I | By Accel Growth Fund III Strategic Partners L.P. ⁽⁵⁾ |
| Series B Preferred Stock | (1) | 07/30/2018 | | C | | | 511,401 | (1) | (1) | Common Stock | 511,401 | (1) | 0 | I | By Accel Growth Fund Investors 2014 L.L.C. ⁽⁷⁾ |
| Series B Preferred Stock | (1) | 07/30/2018 | | C | | | 231,806 | (1) | (1) | Common Stock | 231,806 | (1) | 0 | I | By Accel Investors 2013 L.L.C. ⁽⁸⁾ |
| Series B Preferred Stock | (1) | 07/30/2018 | | C | | | 2,182,696 | (1) | (1) | Common Stock | 2,182,696 | (1) | 0 | I | By Accel XI L.P. ⁽⁹⁾ |
| Series B Preferred Stock | (1) | 07/30/2018 | | C | | | 163,992 | (1) | (1) | Common Stock | 163,992 | (1) | 0 | I | By Accel XI Strategic Partners L.P. ⁽¹⁰⁾ |

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 XI L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Accel XI 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 XI Associates L.L.C.

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street) PALO ALTO CA 94301

(City) (State) (Zip)

Explanation of Responses:

- 1. In connection with the Issuer's initial public offering on July 30, 2018, each share of Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
2. Accel Growth Fund II Associates L.L.C. is the general partner of Accel Growth Fund II L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund II Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
3. Accel Growth Fund II Associates L.L.C. is the general partner of Accel Growth Fund II Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund II Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
4. Accel Growth Fund III Associates L.L.C. is the general partner of Accel Growth Fund III L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund III Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
5. Accel Growth Fund III Associates L.L.C. is the general partner of Accel Growth Fund III Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund III Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
6. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2012 L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
7. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2014 L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
8. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock and Richard P. Wong are the Managing Members of Accel Investors 2013 L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
9. Accel XI Associates L.L.C. is the General Partner of Accel XI L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock and Richard P. Wong are the Managing Members of Accel XI Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
10. Accel XI Associates L.L.C. is the General Partner of Accel XI Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock and Richard P. Wong are the Managing Members of Accel XI Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.

Remarks:

This Form 4 is the second of two Form 4s filed relating to the same event. Combined, the two reports report the holdings for the following reporting persons: Accel Growth Fund II L.P., Accel Growth Fund II Strategic Partners L.P., Accel Growth Fund II Associates L.L.C., Accel Growth Fund III L.P., Accel Growth Fund III Strategic Partners L.P., Accel Growth Fund III Associates L.L.C., Accel XI L.P., Accel XI Strategic Partners L.P., Accel XI Associates L.L.C., Accel Growth Fund Investors 2012 L.L.C., Accel Investors 2013 L.L.C. and Accel Growth Fund Investors 2014 L.L.C. This Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons. Each Form 4 is filed by designated filer Accel Growth Fund II L.P.

/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel Growth Fund II L.P. 07/30/2018
/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel XI L.P. 07/30/2018
/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel XI Strategic Partners L.P. 07/30/2018
/s/ Tracy L. Sedlock, as Attorney-in-Fact, for Accel XI Associates L.L.C. 07/30/2018

** 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.