**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
   (Last) Yoran (First) Amit (Middle)
   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)
   05/23/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)
   05/24/2024

5. Relationship of Reporting Person(s) to Issuer
   X Director 10% Owner
   X Officer (give title below)
   President, CEO and Chairman

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   D

7. Nature of Indirect Beneficial Ownership (Instr. 4)
   By Grantor Retained Annuity Trust

8. Form filed by More than 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>3A. Deemed Execution Date, if any (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 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>05/23/2024</td>
<td></td>
<td>&amp;</td>
<td>5,359</td>
<td>D</td>
<td>$43.18</td>
<td>367,911</td>
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<tr>
<td>Common Stock</td>
<td>05/23/2024</td>
<td></td>
<td></td>
<td>3,314</td>
<td>A</td>
<td>$0</td>
<td>371,225</td>
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<tr>
<td>Common Stock</td>
<td>05/23/2024</td>
<td></td>
<td></td>
<td>9,381</td>
<td>A</td>
<td>$0</td>
<td>380,606</td>
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<tr>
<td>Common Stock</td>
<td>05/24/2024</td>
<td></td>
<td>&amp;</td>
<td>5,684</td>
<td>D</td>
<td>$43.48</td>
<td>374,922</td>
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<tr>
<td>Common Stock</td>
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<td></td>
<td></td>
<td>169,765</td>
<td>I</td>
<td></td>
<td>By Grantor Retained Annuity Trust</td>
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<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>318,043</td>
<td>I</td>
<td></td>
<td>By Grantor Retained Annuity Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>245,947</td>
<td>I</td>
<td></td>
<td>By Trust</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<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. 5)</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 of Securities Beneficially Owned Following Reported Transaction(s) (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>Performance Restricted Stock Units</td>
<td></td>
<td>05/23/2024</td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td></td>
<td>05/23/2024</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 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.

2. The Trustees of the Amit Yoran GRAT A is Amit Yoran.

3. The Trustees of the Amit Yoran 2020 Family Trust are Dov Yoran and David Redling.

4. Each restricted stock unit (“RSU”) represents a contingent right to receive one share of Issuer common stock.

5. 25% of the shares underlying the RSUs vested on February 23, 2023, 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. The Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 23, 2022 and determined a 100% payout for the measurement period based on the Issuer's fiscal year 2022 criteria. 25% of the shares underlying the PRSUs vested on February 23, 2023, 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 February 23, 2023, 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. The Trustee of the Amit Yoran GRAT A is Amit Yoran.

9. 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.

10. 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.
Remarks:

/s/ David Bartholomew, Attorney-in-Fact  05/28/2024

** 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).


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.