

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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* <u>Accel Growth Fund II L.P.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 07/25/2018	3. Issuer Name and Ticker or Trading Symbol <u>Tenable Holdings, Inc. [ TENB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Last) (First) (Middle) 500 UNIVERSITY AVENUE			
(Street) PALO ALTO CA 94301			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	417,636	D <sup>(1)</sup>	
Common Stock	30,240	I	By Accel Growth Fund II Strategic Partners L.P. <sup>(2)</sup>
Common Stock	79,967	I	By Accel Growth Fund III L.P. <sup>(3)</sup>
Common Stock	3,775	I	By Accel Growth Fund III Strategic Partners L.P. <sup>(4)</sup>
Common Stock	40,644	I	By Accel Growth Fund Investors 2012 L.L.C. <sup>(5)</sup>
Common Stock	5,298	I	By Accel Growth Fund Investors 2014 L.L.C. <sup>(6)</sup>

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series A Preferred Stock	(7)	(7)	Common Stock	13,548,060	(7)	D <sup>(1)</sup>	
Series A Preferred Stock	(7)	(7)	Common Stock	980,940	(7)	I	By Accel Growth Fund II Strategic Partners L.P. <sup>(2)</sup>
Series A Preferred Stock	(7)	(7)	Common Stock	1,318,500	(7)	I	By Accel Growth Fund Investors 2012 L.L.C. <sup>(5)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	7,719,155	(7)	I	By Accel Growth Fund III L.P. <sup>(3)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	364,427	(7)	I	By Accel Growth Fund III Strategic Partners L.P. <sup>(4)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	511,401	(7)	I	By Accel Growth Fund Investors 2014 L.L.C. <sup>(6)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	231,806	(7)	I	By Accel Investors 2013 L.L.C. <sup>(8)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	2,182,696	(7)	I	By Accel XI L.P. <sup>(9)</sup>
Series B Preferred Stock	(7)	(7)	Common Stock	163,992	(7)	I	By Accel XI Strategic Partners L.P. <sup>(10)</sup>

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. 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.
2. 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.
3. 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.
4. 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.
5. 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.
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 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.
7. Each share of Preferred Stock is convertible, at any time, at the holder's election, into Common Stock on a 1-for-1 basis. In addition, effective immediately prior to the closing of the Issuer's initial public offering of its Common Stock, each share of Preferred Stock will automatically convert into one (1) share of Common Stock for no additional consideration. The Preferred Stock has no expiration date.
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:**

Exhibit List - Exhibit 24.1 - Power of Attorney This Form 3 is the second of two Form 3s 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 3 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 3 to a maximum of 10 reporting persons. Each Form 3 is filed by designated filer Accel Growth Fund II L.P.

[Attorney-in-Fact, for Accel  
Growth Fund II L.P.](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel XI L.P. 07/25/2018](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel XI Strategic Partners L.P. 07/25/2018](#)

[/s/ Tracy L. Sedlock, as  
Attorney-in-Fact, for Accel XI Associates L.L.C. 07/25/2018](#)

\*\* 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 5 (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.**

## GRANT OF POWER OF ATTORNEY

A. Power of Attorney. Effective as of January 31, 2017, each entity listed on Schedule A attached hereto, and such additional affiliated entities that shall come into existence from time to time (each, a "Granting Entity"), hereby constitutes and appoints Tracy L. Sedlock and Richard H. Zamboldi as its true and lawful attorneys-in-fact and agent with full power of substitution, in its name, place and stead to make, execute, sign and file such instruments, documents or certificates as may be necessary or proper in the normal course of such Granting Entity's business.

Each Granting Entity hereby further grants to such attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such Granting Entity might or could do if present, hereby ratifying and confirming all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted, including, without limitation, the authority to execute documents on behalf of such Granting Entity in connection with investments made by such Granting Entity or any entity controlled by such Granting Entity. Each Granting Entity acknowledges that no such attorneys-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned entities responsibilities under the tax laws of the United States, any state or other jurisdiction. This Power of Attorney shall remain in full force and effect with respect to each such Granting Entity from the date hereof until revoked by each respective Granting Entity in a signed writing delivered to the foregoing attorneys-in-fact.

B. Consent to Grant of Power of Attorney. As of the date set forth above, each of the undersigned persons, individually and in his capacity as a member, partner or equity holder (each, a "Constituent Member") of a Granting Entity and as a member, partner, trustee or equity holder of any Constituent Member, hereby consents to, and causes each such Granting Entity and Constituent Member, to consent to and cause, the grant of Power of Attorney set forth in Paragraph A above.

## Schedule A

### GRANTING ENTITIES

Accel V Associates L.P.  
Accel Internet/Strategic Technology  
Accel Fund Associates L.P.  
Accel VI Associates L.L.C.  
Accel Internet Fund II Associates L.L.C.  
Accel VII Associates L.L.C.  
Accel Internet Fund III Associates L.L.C.  
Accel VIII Associates L.L.C.  
Accel Keiretsu V Associates L.P.  
Accel Keiretsu VI Associates L.L.C.  
Accel MeriTech Associates L.L.C.  
Accel MeriTech II Associates L.L.C.  
Accel MeriTech III Associates L.L.C.  
Accel Management Co. L.L.C.  
Accel Europe Partners L.L.C.  
Accel Europe Associates L.L.C.  
Accel Europe Associates L.P.  
Accel Holding L.L.C.  
Accel Partners & Co. Inc.  
Accel Management Co. Inc.  
Accel Partners L.P.  
Accel Europe Guernsey Limited  
Accel IX Associates L.L.C.  
Accel X Associates L.L.C.  
Accel Growth Fund Associates L.L.C.  
Accel London II Associates L.L.C.  
Accel London II Associates L.P.  
Accel London II Partners L.L.C.  
Accel London III Associates L.L.C.  
Accel London III Associates L.P.  
Accel London III Partners L.L.C.  
Accel China Growth Fund Associates L.L.C.  
Accel China Growth Fund II Associates L.L.C.  
Accel China Capital Associates L.L.C.  
Accel India Venture Fund II Associates L.L.C.  
Accel India Venture Fund II GP Associates Ltd.  
Accel Management Co. (India) Inc.

Accel London Investors 2012 L.P.  
Accel India III Associates L.P.  
Accel India III Associates L.L.C.  
Accel India III Associates (India) Ltd.  
Accel Growth Fund II Associates L.L.C.  
Accel XI Associates L.L.C.  
Accel China Capital II Associates L.L.C.  
Accel China Growth Fund III Associates L.L.C.  
Accel Growth Fund Investors 2011 L.L.C.  
Accel London Investors 2016 L.P.  
Accel Investors 2016 L.L.C.  
Accel Growth Fund Investors 2016 L.L.C.  
Accel Leaders Fund Investors L.L.C.  
Accel-KKR V Investors L.L.C.  
Accel-KKR Structured Capital II Investors L.L.C.  
Accel India II Investors L.L.C.  
Accel India III Investors L.L.C.  
Accel India IV Investors L.L.C.  
Accel India V Investors L.L.C.  
Accel XII Associates L.L.C.  
Accel XIII Associates L.L.C.  
Accel Growth Fund III Associates L.L.C.  
Accel Growth Fund IV Associates L.L.C.  
Accel Leaders Fund Associates L.L.C.  
Accel London IV Associates L.P.  
Accel London IV Associates L.L.C.  
Accel London IV Partners L.L.C.  
Accel London V Associates L.P.  
Accel London V Associates L.L.C.  
Accel London V Partners L.L.C.  
Silavano Investments S.A.R.L.  
Sky Fund Inc.  
Airwatch Holding (AGF2) Inc.  
IDG China VC IV Investors L.L.C.  
Accel Investors '95(B) L.P.  
Accel Investors '97 L.P.  
Accel Investors '97(B) L.P.  
Accel Investors '98 L.P.  
Accel Investors '98(B) L.P.  
Accel Investors '98-S L.P.  
Accel Investors '99 L.P.  
Accel Investors '99(B) L.P.  
Accel Investors '99(C) L.P.  
Accel Investors 2000 L.L.C.  
Accel Investors 2002 L.L.C.  
Accel Investors 2003 L.L.C.  
Accel Investors 2004 L.L.C.  
Accel Investors 2005 L.L.C.  
Accel Investors 2006 L.L.C.  
Accel Investors 2007 L.L.C.  
Accel Investors 2008 L.L.C.  
Accel Investors 2009 L.L.C.  
Accel Investors 2010 L.L.C.  
Accel Investors 2010 (B) L.L.C.  
Accel Growth Fund Investors 2009 L.L.C.  
Accel Growth Fund Investors 2010 L.L.C.  
Accel Europe Investors 2001 L.P.  
Accel Europe Investors 2003 L.P.  
Accel Europe Investors 2004 L.P.  
Accel Europe Investors 2005 L.P.  
Accel London Investors 2006 L.P.  
Accel London Investors 2007 L.P.  
Accel London Investors 2008 L.P.  
Accel London Investors 2009 L.P.  
Accel MeriTech Investors L.P.  
Accel MeriTech Investors II L.L.C.  
Accel Meritech Investors III L.L.C.  
Accel-AKI Investors L.L.C.  
Accel-KKR II Investors L.L.C.  
Accel-KKR III Investors L.L.C.  
IDG-Accel China Investors L.P.  
IDG-Accel China Investors II L.P.  
CM10 L.L.C.  
CC11 L.L.C.  
Accel London Investors 2011 L.P.  
Accel London Investors 2014 L.P.  
Accel-KKR IV Investors L.L.C.  
Accel Investors 2012 L.L.C.  
Accel Investors 2013 L.L.C.  
Accel Investors 2014 L.L.C.  
Accel Growth Fund Investors 2012 L.L.C.

Accel Growth Fund Investors 2013 L.L.C.  
Accel Growth Fund Investors 2014 L.L.C.  
fbFund L.L.C.  
Silivano Holdings (Rovio) L.L.C.  
CC11(B) L.L.C.  
CF12 L.L.C.  
CV13 L.L.C.  
AS13 L.L.C.  
Unirush Holding (AGF) Inc.  
Legend Holding (AGF) Inc.  
NW (AGF2) L.L.C.  
Accel India Venture Fund II Associates L.P.  
Accel India Venture Fund II Associates  
Accel (India) Ltd.  
Accel India III GP Associates Ltd.  
Accel India IV Associates L.P.  
Accel India IV Associates L.L.C.  
Accel India IV GP Associates Ltd.  
Accel India IV Associates (India) Ltd.  
Accel India V Associates (India) Ltd.  
Accel India V Associates L.L.C.  
Accel India V Associates L.P.  
Accel India V GP Associates Ltd.  
IDG China VC V Investors L.L.C.

IN WITNESS WHEREOF, each of the undersigned have executed this Grant of Power of Attorney or a counterpart hereto as of the date first set forth above.

/s/ Andrew G. Braccia  
Andrew G. Braccia in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Kevin J. Efrusy  
Kevin J. Efrusy in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Sameer K. Gandhi  
Sameer K. Gandhi in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Ping Li  
Ping Li in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

IN WITNESS WHEREOF, each of the undersigned have executed this Grant of Power of Attorney or a counterpart hereto as of the date first set forth above.

/s/ Arthur C. Patterson  
Arthur C. Patterson in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Tracy L. Sedlock  
Tracy L. Sedlock in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ James R. Swartz  
James R. Swartz in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Ryan J. Sweeney  
Ryan J. Sweeney in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Richard P. Wong  
Richard P. Wong in his individual capacity and as member, partner, officer,

trustee or equity holder of every entity that is an equity holder of a Granting Entity

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