

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 24, 2023**

TENABLE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-38600
(Commission File Number)

47-5580846
(I.R.S. Employer Identification Number)

6100 Merriweather Drive, Columbia, Maryland 21044
(Address of principal executive offices, including zip code)

(410) 872-0555
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	TENB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Non-Employee Director Compensation Policy

On May 24, 2023 (the “**Approval Date**”), the compensation committee of the Board of Directors (the “**Board**”) of Tenable Holdings, Inc. (the “**Company**”) approved the following for the compensation of the Company’s non-employee directors (“**Eligible Directors**”), for their service on the Board for the year ending December 31, 2023:

Cash Compensation

The cash compensation amounts set forth below are payable to each Eligible Director, effective as of January 1, 2023, for their service on the Board for the year ended December 31, 2023. All cash fees are vested upon payment.

2023 Board Service Retainer

- All Eligible Directors: \$35,000

2023 Lead Independent Director Service Retainer: \$18,000

2023 Committee Chair Service Retainer

- Chairman of the Audit Committee: \$20,000
- Chairman of the Compensation Committee: \$13,500
- Chairman of the Nominating and Corporate Governance Committee: \$8,000
- Chairman of the Cybersecurity Risk Management Committee: \$12,000

2023 Committee Member Service Retainer (not applicable to Committee Chairs)

- Member of the Audit Committee: \$10,000
- Member of the Compensation Committee: \$6,000
- Member of the Nominating and Corporate Governance Committee: \$4,000
- Member of the Cybersecurity Risk Management Committee: \$5,000

Equity Compensation

The equity compensation set forth below was granted under the Company’s 2018 Equity Incentive Plan for the Eligible Directors’ service on the Board for the year ending December 31, 2023:

2023 Grant

On the Approval Date, each of the Eligible Directors was granted 5,201 restricted stock units, with the shares underlying the restricted stock units vesting on the earlier of the first anniversary of the date of grant and the Company’s next annual stockholder meeting, subject to each director’s continued service as a director through the applicable vesting date and accelerated vesting in specified circumstances.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 24, 2023, the Company held the Annual Meeting. The stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 12, 2023 (the “**Proxy Statement**”). Of the 114,743,345 shares outstanding as of the record date, 108,634,288 shares, or approximately 94.68%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting.

Proposal No. 1: Election of three nominees to serve as directors until the 2026 annual meeting of stockholders and until their respective successors are elected and qualified. The votes were cast as follows:

	Votes For	Votes Withheld
John C. Huffard, Jr.	63,959,972	34,918,150
A. Brooke Seawell	63,826,461	35,051,661
Raymond Vicks, Jr.	67,163,018	31,715,104

Broker Non-Votes: 9,756,166.

All nominees were elected.

Proposal No. 2: Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2023. The votes were cast as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
108,270,622	258,926	104,740	0

Proposal No. 3: The advisory vote on the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The votes were cast as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
89,494,882	9,317,315	65,925	9,756,166

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TENABLE HOLDINGS, INC.

Date: May 31, 2023

By: /s/ Michelle VonderHaar

Michelle VonderHaar

Chief Legal Officer and Corporate Secretary