

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Li Ping</u> (Last) (First) (Middle) C/O TENABLE HOLDINGS, INC. 7021 COLUMBIA GATEWAY DRIVE, SUITE 500 (Street) COLUMBIA MD 21046 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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

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	02/18/2020		s ⁽¹⁾		35,000	D	\$27.84 ⁽²⁾	384,759 ⁽³⁾	I	By Li Family Trust ⁽⁴⁾
Common Stock								103,618 ⁽⁵⁾	I	By Li Family GST Exempt Trust ⁽⁶⁾
Common Stock								4,326,710	I	By Accel Growth Fund III L.P. ⁽⁷⁾
Common Stock								204,267	I	By Accel Growth Fund III Strategic Partners L.P.
Common Stock								286,648	I	By Accel Growth Fund Investors 2014 L.L.C.
Common Stock								2,182,696	I	By Accel XI L.P. ⁽⁸⁾
Common Stock								163,992	I	By Accel XI Strategic Partners L.P. ⁽⁹⁾
Common Stock								231,806	I	By Accel Investors 2013 L.L.C. ⁽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)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of 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)
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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 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)
Explanation of Responses: 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Li Family Trust, dated July 24, 2009. 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.69 to \$28.06 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 range set forth in footnote (2) to this Form 4. 3. Includes 293,440 shares received by Li Family Trust, dated July 24, 2009 that are deemed to be a change in the form of beneficial ownership and not a reportable transaction. 4. The shares are held of record by the Li Family Trust, dated July 24, 2009 (the "Trust"). The reporting person is trustee of the Trust and has voting and dispositive power over the shares. The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose. 5. Includes 72,040 shares received by Li Family GST Exempt Trust that are deemed to be a change in the form of beneficial ownership and not a reportable transaction. 6. The shares are held of record by the Li Family GST Exempt Trust (the "GST"). Members of the reporting person's immediate family are beneficial holders of the GST, and the reporting person may be deemed to exercise voting and investment power over such shares. The reporting person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose. 7. 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. 8. 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. 9. 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. 10. 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.											

Remarks:

/s/ Brian F. Leaf, Attorney-in-Fact 02/21/2020
 ** 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.