

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Insight Holdings Group, LLC</u>  (Last) (First) (Middle) C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR  (Street) NEW YORK NY 10036  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/25/2018	3. Issuer Name and Ticker or Trading Symbol <u>Tenable Holdings, Inc.</u> [ <b>TENB</b> ]	
		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)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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)
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**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	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common stock	4,107,504	(1)	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	(1)	Common stock	3,302,193	(1)	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(1)	(1)	Common stock	3,036,378	(1)	I	See footnote <sup>(4)</sup>
Series B Preferred Stock	(1)	(1)	Common stock	3,737,080	(1)	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
Insight Holdings Group, LLC  
 (Last) (First) (Middle)  
 C/O INSIGHT VENTURE PARTNERS  
 1114 AVENUE OF THE AMERICAS, 36TH FLOOR  
 (Street)  
 NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Insight Venture Associates Growth-Buyout Coinvestment Ltd.  
 (Last) (First) (Middle)  
 C/O INSIGHT VENTURE PARTNERS  
 1114 AVENUE OF THE AMERICAS, 36TH FLOOR  
 (Street)  
 NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Insight Venture Associates Growth-Buyout Coinvestment, L.P.

(Last) (First) (Middle)  
C/O INSIGHT VENTURE PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

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(Street)  
NEW YORK NY 10036

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Insight Venture Partners Growth-Buyout  
Coinvestment Fund, L.P.](#)

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(Last) (First) (Middle)  
C/O INSIGHT VENTURE PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

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(Street)  
NEW YORK NY 10036

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Insight Venture Partners Growth-Buyout  
Coinvestment Fund \(Cayman\), L.P.](#)

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(Last) (First) (Middle)  
C/O INSIGHT VENTURE PARTNERS  
1114 AVENUE OF THE AMERICAS, 36TH FLOOR

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(Street)  
NEW YORK NY 10036

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Insight Venture Partners Growth-Buyout  
Coinvestment Fund \(Delaware\), L.P.](#)

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(Last) (First) (Middle)  
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1114 AVENUE OF THE AMERICAS, 36TH FLOOR

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NEW YORK NY 10036

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Insight Venture Partners Growth-Buyout  
Coinvestment Fund \(B\), L.P.](#)

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**Explanation of Responses:**

1. Each share of the issuer's Series B preferred stock will convert into 1 share of the issuer's common stock (a) at the option of the holder and (b) automatically upon the earlier of (i) the date specified by the vote or written consent of holders of at least sixty percent (60%) of the shares of Series B preferred stock then outstanding, or (ii) the closing of the issuer's initial public offering if the price per share of common stock is not less than \$17.417019. The Series B preferred stock has no expiration date.
2. Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P.
3. Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P.
4. Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P.
5. Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P.

**Remarks:**

This Form 3 is the second of two Forms 3 filed relating to the same event. The 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 person. Each Form 3 is filed by Designated Filer, Insight Holdings Group, LLC.

[Insight Holdings Group, LLC](#), [07/25/2018](#)

[By: /s/ Blair Flicker, Attorney-](#)  
[in-Fact](#)

\*\* 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.**

**JOINT FILERS' SIGNATURES**

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Attorney-in-Fact

Date: July 25, 2018

INSIGHT VENTURE ASSOCIATES GROWTH-BUYOUT COINVESTMENT, LTD.

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Authorized Officer

Date: July 25, 2018

INSIGHT VENTURE ASSOCIATES GROWTH-BUYOUT COINVESTMENT, L.P.  
By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Authorized Officer

Date: July 25, 2018

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND, L.P.  
By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner  
By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Authorized Officer

Date: July 25, 2018

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND (CAYMAN), L.P.  
By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner  
By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Authorized Officer

Date: July 25, 2018

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INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND (DELAWARE), L.P.  
By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner  
By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Authorized Officer

Date: July 25, 2018

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT COINVESTMENT FUND (B), L.P.  
By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its general partner  
By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its general partner

By: /s/ Blair Flicker  
Name: Blair Flicker  
Title: Authorized Officer

Date: July 25, 2018

## JOINT FILER INFORMATION

8,739,118 shares of Series B preferred stock are held of record by Insight Venture Partners IX, L.P. (“IVP IX”), 4,342,255 shares of Series B preferred stock are held of record by Insight Venture Partners (Cayman) IX, L.P. (“IVP Cayman IX”), 925,908 shares of Series B preferred stock are held of record by Insight Venture Partners (Delaware) IX, L.P. (“IVP Delaware IX”), and 174,441 shares of Series B preferred stock are held of record by Insight Venture Partners IX (Co-Investors), L.P. (“IVP Co-Investors IX” and, together with IVP IX, IVP Cayman IX and IVP Delaware IX, the “IVP IX Funds”).

The amount listed as owned by each IVP IX Fund may be deemed to be attributable to each of the other IVP IX Funds, Insight Venture Associates IX, L.P. (“IVA IX”), Insight Venture Associates IX, Ltd. (“IVA IX Ltd”) and Insight Holdings Group, LLC (“Holdings”) because Holdings is the sole shareholder of IVA IX Ltd, which in turn is the general partner of IVA IX, which in turn is the general partner of each of the IVP IX Funds.

4,107,504 shares of Series B preferred stock are held of record Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P. (“IVP Coinvestment”), 3,302,193 shares of Series B preferred stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P. (“IVP Coinvestment (Cayman)”), 3,036,378 shares of Series B preferred stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. (“IVP Coinvestment (Delaware)”), and 3,737,080 shares of Series B preferred stock are held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (“IVP Coinvestment (B)” and, together with IVP Coinvestment, IVP Coinvestment (Cayman) and IVP Coinvestment (Delaware), the “IVP Coinvestment Funds”).

The amount listed as owned by each IVP Coinvestment Fund may be deemed to be attributable to each of the other IVP Coinvestment Funds, Insight Venture Associates Growth-Buyout Coinvestment, L.P. (“IVA Coinvestment”), Insight Venture Associates Growth-Buyout Coinvestment, Ltd. (“IVA Coinvestment Ltd”) and Holdings because Holdings is the sole shareholder of IVA Coinvestment Ltd, which in turn is the general partner of IVA Coinvestment, which in turn is the general partner of each of the IVP Coinvestment Funds.

Each of Jeffrey Horing, Deven Parekh, Peter Sobiloff, Michael Triplett and Jeffrey Lieberman is a member of the board of managers of Holdings and as such shares voting and dispositive power over the shares held of record by the IVP IX Funds and the IVP Coinvestment Funds. The foregoing is not an admission by IVA IX, IVA IX Ltd, IVA Coinvestment, IVA Coinvestment Ltd or Holdings that it is the beneficial owner of the shares held of record by the IVP IX Funds or the IVP Coinvestment Funds. Each of Messrs. Horing, Parekh, Sobiloff, Triplett and Lieberman disclaims beneficial ownership of the shares held by the IVP IX Funds and the IVP Coinvestment Funds, except to the extent of his pecuniary interest therein.

The address of each of the entities and persons identified in this Exhibit 99.2 is c/o Insight Venture Partners, 1114 Avenue of the Americas, 36<sup>th</sup> Floor, New York, New York 10036.