

**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 15, 2019**

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)

7021 Columbia Gateway Drive, Suite 500, Columbia, Maryland, 21046

(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.

On May 16, 2019 (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, other than Ping Li and Richard Wells, who are affiliated with Accel and Insight Venture Partners, respectively, each a major stockholder of the Company ("**Eligible Directors**"), for their service on the Board for the year ending December 31, 2019:

Cash Compensation

The cash compensation amounts set forth below are payable to each Eligible Director, effective as of January 1, 2019, for their service on the Board for the year ended December 31, 2019. All cash fees are vested upon payment.

2019 Board Service Retainer

- All Eligible Directors: \$30,000

2019 Committee Chair Service Retainer

- Chairman of the Audit Committee: \$20,000
- Chairman of the Compensation Committee: \$12,000
- Chairman of the Nominating and Corporate Governance Committee: \$7,500

2019 Committee Member Service Retainer (not applicable to Committee Chairs)

- Member of the Audit Committee: \$10,000
- Member of the Nominating and Corporate Governance Committee: \$4,000

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, 2019:

2019 Grant

On the Approval Date, each of the Eligible Directors was granted 6,740 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 15, 2019, the Company held its 2019 annual meeting of stockholders (the "**Annual Meeting**"). The stockholders considered two 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 3, 2019. Of the 96,202,953 shares outstanding as of the record date, 90,370,073 shares, or 93%, 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 two nominees to serve as directors until the 2022 annual meeting of stockholders and until their respective successors are elected and qualified. The votes were cast as follows:

Name	Votes For	Votes Withheld
Amit Yoran	72,002,315	3,670,453
Ping Li	71,879,619	3,793,149

Broker Non-Votes: 14,697,305.

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, 2019. The votes were cast as follows:

	Votes For	Votes Against	Abstained
Ratification of appointment of Ernst & Young LLP	90,212,277	139,412	18,384

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 21, 2019

By: /s/ Stephen A. Riddick

Stephen A. Riddick

General Counsel and Corporate Secretary