

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Yoran Amit</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO and Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2020</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	02/13/2020		M ⁽¹⁾		720	A	\$4.25	1,375,578	D	
Common Stock	02/14/2020		M ⁽²⁾		14,280	A	\$4.25	1,389,138	D	
Common Stock	02/28/2020		A ⁽³⁾	V	1,098	A	\$19.36	1,407,298	D	
Common Stock	04/29/2020		M		1,533	A	\$4.25	1,408,831	D	
Common Stock	04/29/2020		S ⁽⁴⁾		1,533	D	\$27.83	1,407,298	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$4.25	02/13/2020		M ⁽¹⁾			720	(5)	01/18/2027	Common Stock 720	\$0	2,838,804	D	
Employee Stock Option (right to buy)	\$4.25	02/14/2020		M ⁽²⁾			14,280	(5)	01/18/2027	Common Stock 14,280	\$0	2,824,524	D	
Employee Stock Option (right to buy)	\$4.25	04/29/2020		M			1,533	(5)	01/18/2027	Common Stock 1,533	\$0	2,822,991	D	

Explanation of Responses:

- This option exercise was inadvertently omitted from the original Form 4 filed on February 18, 2020 reporting the sale of the 720 shares underlying this option exercise.
- This option exercise was inadvertently omitted from the original Form 4 filed on February 18, 2020 reporting the sale of the 14,280 shares underlying this option exercise.
- These shares were acquired under the Issuer's Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- 25% of the shares underlying the option vested on January 1, 2018, with the remainder vesting in 12 equal quarterly installments thereafter, subject to the reporting person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

Remarks:

/s/ David Bartholomew,
Attorney-in-Fact

05/01/2020

** 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.