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

Notice of Exempt Offering of Securities  

1. Issuer's Identity  

CIK (Filer ID Number)  

0001660280  

Previous Names  

X None  

Entity Type  

X Corporation  

Limited Partnership  

Limited Liability Company  

General Partnership  

Business Trust  

Other (Specify)  

Name of Issuer  

Tenable Holdings, Inc.  

Jurisdiction of Incorporation/Organization  

DELAWARE  

Year of Incorporation/Organization  

Over Five Years Ago  

X Within Last Five Years (Specify Year) 2015  

Yet to Be Formed  

2. Principal Place of Business and Contact Information  

Name of Issuer  

Tenable Holdings, Inc.  

Street Address 1  

7021 COLUMBIA GATEWAY DRIVE, SUITE 500  

City  

COLUMBIA  

State/Province/Country  

MARYLAND  

ZIP/PostalCode  

21046  

Phone Number of Issuer  

410-872-0555  

3. Related Persons  

Last Name  

VINTZ  

First Name  

STEPHEN  

Middle Name  

Street Address 1  

C/O TENABLE HOLDINGS, INC.  

Street Address 2  

7021 COLUMBIA GATEWAY DRIVE, SUITE 500  

City  

COLUMBIA  

State/Province/Country  

MARYLAND  

ZIP/PostalCode  

21046  

Relationship:  

X Executive Officer  

Director  

Promoter  

Clarification of Response (if Necessary):  

CHIEF FINANCIAL OFFICER AND TREASURER  

Last Name  

HUFFARD  

First Name  

JOHN  

Middle Name  

C.  

Street Address 1  

C/O TENABLE HOLDINGS, INC.  

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OMB APPROVAL  

OMB Number: 3235-0076  

Estimated average burden hours per response: 4.00
### PRESIDENT, CEO, COO AND SECRETARY

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
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<tbody>
<tr>
<td>DERAISON</td>
<td>RENAUD</td>
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### CHIEF TECHNOLOGY OFFICER

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
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<tbody>
<tr>
<td>KIRBY</td>
<td>GLENN</td>
<td>MICHAEL</td>
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### SENIOR VICE PRESIDENT WORLDWIDE SALES

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
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<tbody>
<tr>
<td>GULA</td>
<td>RONALD</td>
<td>J.</td>
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### EXECUTIVE OFFICER

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<tr>
<td>LI</td>
<td>PING</td>
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<tbody>
<tr>
<td>LOCKE</td>
<td>JOHN</td>
<td></td>
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<tr>
<td>Last Name</td>
<td>First Name</td>
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</tr>
<tr>
<td>WELLS</td>
<td>RICHARD</td>
</tr>
<tr>
<td>GATTO</td>
<td>MATTHEW</td>
</tr>
<tr>
<td>COLE</td>
<td>DAVID</td>
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Clarification of Response (if Necessary):

<table>
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<tr>
<th>Relationship:</th>
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</thead>
<tbody>
<tr>
<td>Executive Officer X Director Promoter</td>
</tr>
<tr>
<td>Executive Officer X Director Promoter</td>
</tr>
<tr>
<td>X Executive Officer Director Promoter</td>
</tr>
</tbody>
</table>

CHIEF PRODUCT OFFICER

4. Industry Group

- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
  - Yes
  - No
- Other Banking & Financial Services
- Business Services
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Manufacturing
- Real Estate
  - Commercial
  - Construction
- REITS & Finance
- Residential
- Retailing
- Restaurants
- Technology
- Computers
- Telecommunications
- X Other Technology
- Travel
- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other
Energy
Coal Mining
Electric Utilities
Energy Conservation
Environmental Services
Oil & Gas
Other Energy

5. Issuer Size

<table>
<thead>
<tr>
<th>Revenue Range</th>
<th>OR</th>
<th>Aggregate Net Asset Value Range</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Revenues</td>
<td></td>
<td>No Aggregate Net Asset Value</td>
</tr>
<tr>
<td>$1 - $1,000,000</td>
<td></td>
<td>$1 - $5,000,000</td>
</tr>
<tr>
<td>$1,000,001 - $5,000,000</td>
<td></td>
<td>$5,000,001 - $25,000,000</td>
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<tr>
<td>$5,000,001 - $25,000,000</td>
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<td>$25,000,001 - $100,000,000</td>
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<td>$50,000,001 - $100,000,000</td>
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<tr>
<td>Over $100,000,000</td>
<td></td>
<td>Over $100,000,000</td>
</tr>
<tr>
<td>X Decline to Disclose</td>
<td></td>
<td>Decline to Disclose</td>
</tr>
<tr>
<td>Not Applicable</td>
<td></td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- X Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
  - Section 3(c)(1)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(7)
  - Section 3(c)(9)
  - Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

7. Type of Filing

- New Notice
- Date of First Sale 2016-05-06
- First Sale Yet to Occur
- X Amendment

8. Duration of Offering

- Does the Issuer intend this offering to last more than one year? X Yes

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

10. Business Combination Transaction

- Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):
11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation

<table>
<thead>
<tr>
<th>Recipient</th>
<th>Recipient CRD Number</th>
<th>(Associated) Broker or Dealer</th>
<th>(Associated) Broker or Dealer CRD Number</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>X None</td>
<td>X None</td>
<td>X None</td>
</tr>
</tbody>
</table>

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State(s) of Solicitation (select all that apply)

Check “All States” or check individual States

<table>
<thead>
<tr>
<th>All States</th>
<th>Foreign/non-US</th>
</tr>
</thead>
</table>

13. Offering and Sales Amounts

<table>
<thead>
<tr>
<th>Total Offering Amount</th>
<th>USD or X Indefinite</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Amount Sold</td>
<td>$6,171,183 USD</td>
</tr>
<tr>
<td>Total Remaining to be Sold</td>
<td>USD or X Indefinite</td>
</tr>
</tbody>
</table>

Clarification of Response (if Necessary):

Offering consists solely of employee stock incentive plan awards (e.g., stock options) granted under the Company's 2016 Stock Incentive Plan. Total amount sold is based on the exercise price per share and total shares underlying the options granted.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

8

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD Estimate

Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Signature</th>
<th>Name of Signer</th>
<th>Title</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tenable Holdings, Inc.</td>
<td>/s/ Stephen Vintz</td>
<td>Stephen Vintz</td>
<td>Chief Financial Officer</td>
<td>2016-09-06</td>
</tr>
</tbody>
</table>

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.