

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

**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended September 30, 2022

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-38600

**TENABLE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**47-5580846**

(I.R.S. Employer Identification Number)

**6100 Merriweather Drive, Columbia, Maryland 21044**

(Address of principal executive offices, including zip code)

**(410) 872-0555**

(Registrant's telephone number, including area code)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		
Emerging growth company	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the Registrant's common stock outstanding as of October 26, 2022 was 112,514,101.

**TENABLE HOLDINGS, INC.**  
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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**TENABLE HOLDINGS, INC.  
CONSOLIDATED BALANCE SHEETS**

(in thousands, except per share data)	September 30, 2022 (unaudited)	December 31, 2021
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 288,179	\$ 278,000
Short-term investments	259,832	234,292
Accounts receivable (net of allowance for doubtful accounts of \$268 and \$524 at September 30, 2022 and December 31, 2021, respectively)	147,944	136,601
Deferred commissions	41,283	40,311
Prepaid expenses and other current assets	48,583	60,234
<b>Total current assets</b>	<b>785,821</b>	<b>749,438</b>
Property and equipment, net	45,759	36,833
Deferred commissions (net of current portion)	59,993	59,638
Operating lease right-of-use assets	39,594	38,530
Acquired intangible assets, net	78,456	71,536
Goodwill	316,787	261,614
Other assets	23,327	31,230
<b>Total assets</b>	<b>\$ 1,349,737</b>	<b>\$ 1,248,819</b>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 26,237	\$ 16,254
Accrued compensation	37,154	54,051
Deferred revenue	447,863	407,498
Operating lease liabilities	5,576	2,320
Other current liabilities	4,114	3,759
<b>Total current liabilities</b>	<b>520,944</b>	<b>483,882</b>
Deferred revenue (net of current portion)	145,849	123,387
Term loan, net of issuance costs (net of current portion)	362,679	364,728
Operating lease liabilities (net of current portion)	53,746	55,046
Other liabilities	6,664	6,463
<b>Total liabilities</b>	<b>1,089,882</b>	<b>1,033,506</b>
Stockholders' equity:		
Common stock (par value: \$0.01; 500,000 shares authorized; 112,401 and 108,929 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively)	1,124	1,089
Additional paid-in capital	985,864	869,059
Accumulated other comprehensive loss	(1,869)	(306)
Accumulated deficit	(725,264)	(654,529)
<b>Total stockholders' equity</b>	<b>259,855</b>	<b>215,313</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,349,737</b>	<b>\$ 1,248,819</b>

The accompanying notes are an integral part of these consolidated financial statements.

**TENABLE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

(in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	\$ 174,851	\$ 138,664	\$ 498,560	\$ 392,112
Cost of revenue	38,582	27,062	109,549	75,560
Gross profit	136,269	111,602	389,011	316,552
Operating expenses:				
Sales and marketing	88,123	68,360	258,119	192,673
Research and development	36,131	30,675	106,649	85,714
General and administrative	24,973	23,785	77,969	67,066
Total operating expenses	149,227	122,820	442,737	345,453
Loss from operations	(12,958)	(11,218)	(53,726)	(28,901)
Interest income	1,803	115	2,746	324
Interest expense	(5,082)	(3,594)	(12,246)	(3,873)
Other expense, net	(2,073)	(823)	(4,880)	(1,360)
Loss before income taxes	(18,310)	(15,520)	(68,106)	(33,810)
Provision for income taxes	420	726	2,629	1,822
Net loss	\$ (18,730)	\$ (16,246)	\$ (70,735)	\$ (35,632)
Net loss per share, basic and diluted	\$ (0.17)	\$ (0.15)	\$ (0.64)	\$ (0.34)
Weighted-average shares used to compute net loss per share, basic and diluted	111,937	106,869	110,843	105,765

The accompanying notes are an integral part of these consolidated financial statements.

**TENABLE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(Unaudited)**

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net loss	\$ (18,730)	\$ (16,246)	\$ (70,735)	\$ (35,632)
Other comprehensive (loss) income, net of tax:				
Unrealized (losses) gains on available-for-sale securities	(13)	1	(1,563)	(25)
Other comprehensive (loss) income	(13)	1	(1,563)	(25)
Comprehensive loss	\$ (18,743)	\$ (16,245)	\$ (72,298)	\$ (35,657)

The accompanying notes are an integral part of these consolidated financial statements.

**TENABLE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited)

(in thousands)	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
<b>Balance at June 30, 2022</b>	111,574	\$ 1,116	\$ 944,799	\$ (1,856)	\$ (706,534)	\$ 237,525
Exercise of stock options	158	2	1,977	—	—	1,979
Vesting of restricted stock units	482	4	(4)	—	—	—
Issuance of common stock under employee stock purchase plan	187	2	5,907	—	—	5,909
Stock-based compensation	—	—	33,185	—	—	33,185
Other comprehensive loss	—	—	—	(13)	—	(13)
Net loss	—	—	—	—	(18,730)	(18,730)
<b>Balance at September 30, 2022</b>	<u>112,401</u>	<u>\$ 1,124</u>	<u>\$ 985,864</u>	<u>\$ (1,869)</u>	<u>\$ (725,264)</u>	<u>\$ 259,855</u>
<b>Balance at December 31, 2021</b>	108,929	\$ 1,089	\$ 869,059	\$ (306)	\$ (654,529)	\$ 215,313
Exercise of stock options	1,090	11	10,644	—	—	10,655
Vesting of restricted stock units	1,939	19	(19)	—	—	—
Issuance of common stock under employee stock purchase plan	443	5	14,786	—	—	14,791
Stock-based compensation	—	—	91,394	—	—	91,394
Other comprehensive loss	—	—	—	(1,563)	—	(1,563)
Net loss	—	—	—	—	(70,735)	(70,735)
<b>Balance at September 30, 2022</b>	<u>112,401</u>	<u>\$ 1,124</u>	<u>\$ 985,864</u>	<u>\$ (1,869)</u>	<u>\$ (725,264)</u>	<u>\$ 259,855</u>
<b>Balance at June 30, 2021</b>	106,510	\$ 1,065	\$ 811,644	\$ (16)	\$ (627,238)	\$ 185,455
Exercise of stock options	229	3	2,212	—	—	2,215
Vesting of restricted stock units	349	3	(3)	—	—	—
Issuance of common stock under employee stock purchase plan	272	3	5,687	—	—	5,690
Stock-based compensation	—	—	20,942	—	—	20,942
Other comprehensive income	—	—	—	1	—	1
Net loss	—	—	—	—	(16,246)	(16,246)
<b>Balance at September 30, 2021</b>	<u>107,360</u>	<u>\$ 1,074</u>	<u>\$ 840,482</u>	<u>\$ (15)</u>	<u>\$ (643,484)</u>	<u>\$ 198,057</u>
<b>Balance at December 31, 2020</b>	103,715	\$ 1,037	\$ 757,470	\$ 10	\$ (607,852)	\$ 150,665
Exercise of stock options	1,441	15	10,904	—	—	10,919
Vesting of restricted stock units	1,533	15	(15)	—	—	—
Issuance of common stock under employee stock purchase plan	671	7	13,729	—	—	13,736
Stock-based compensation	—	—	58,394	—	—	58,394
Other comprehensive loss	—	—	—	(25)	—	(25)
Net loss	—	—	—	—	(35,632)	(35,632)
<b>Balance at September 30, 2021</b>	<u>107,360</u>	<u>\$ 1,074</u>	<u>\$ 840,482</u>	<u>\$ (15)</u>	<u>\$ (643,484)</u>	<u>\$ 198,057</u>

The accompanying notes are an integral part of these consolidated financial statements.

**TENABLE HOLDINGS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

(in thousands)	Nine Months Ended September 30,	
	2022	2021
<b>Cash flows from operating activities:</b>		
Net loss	\$ (70,735)	\$ (35,632)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	15,911	11,123
Stock-based compensation	89,954	58,333
Other	2,102	832
Changes in operating assets and liabilities:		
Accounts receivable	(10,727)	3,993
Prepaid expenses and other assets	20,355	(5,284)
Accounts payable, accrued expenses and accrued compensation	(8,829)	4,023
Deferred revenue	61,731	38,747
Other current and noncurrent liabilities	(529)	(1,342)
Net cash provided by operating activities	99,233	74,793
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(13,910)	(3,769)
Purchases of short-term investments	(190,440)	(211,755)
Sales and maturities of short-term investments	163,340	109,000
Business combinations, net of cash acquired	(66,993)	(98,489)
Net cash used in investing activities	(108,003)	(205,013)
<b>Cash flows from financing activities:</b>		
Payments on term loan	(2,813)	—
Proceeds from term loan	—	375,000
Credit facility issuance costs	—	(9,348)
Proceeds from stock issued in connection with the employee stock purchase plan	14,791	13,736
Proceeds from the exercise of stock options	10,655	10,919
Other financing activities	562	(8)
Net cash provided by financing activities	23,195	390,299
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(4,276)	(2,418)
Net increase in cash and cash equivalents and restricted cash	10,149	257,661
Cash and cash equivalents and restricted cash at beginning of period	278,271	178,463
<b>Cash and cash equivalents and restricted cash at end of period</b>	<b>\$ 288,420</b>	<b>\$ 436,124</b>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ 10,619	\$ 1,765
Cash paid for income taxes, net of refunds	7,630	5,186
<b>Supplemental cash flow information related to leases:</b>		
Cash payments for operating leases	\$ 3,641	\$ 3,357

The accompanying notes are an integral part of these consolidated financial statements.

**TENABLE HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Business and Summary of Significant Accounting Policies**

***Business Description***

Tenable Holdings, Inc. (the "Company," "we," "us," or "our") is a provider of Exposure Management solutions, which is a discipline for managing, measuring and comparing cybersecurity risk in the digital era. Our platform offerings provide broad visibility into security issues such as vulnerabilities, misconfigurations, internal and regulatory compliance violations and other indicators of the state of an organization's security across IT infrastructure and applications, cloud environments, Active Directory and industrial internet of things and operational technology environments.

***Basis of Presentation***

The accompanying consolidated financial statements include the accounts of Tenable Holdings, Inc. and our wholly owned subsidiaries and have been prepared in conformity with United States generally accepted accounting principles ("GAAP") for interim financial information. All intercompany accounts and transactions have been eliminated in consolidation.

The consolidated statements are unaudited and should be read in conjunction with the consolidated financial statements and related notes included in our 2021 Annual Report on Form 10-K ("10-K") filed with the Securities and Exchange Commission on February 25, 2022. The consolidated financial statements have been prepared on a basis consistent with the audited annual consolidated financial statements included in the 10-K and, in the opinion of management, include all adjustments of a normal recurring nature necessary to fairly state our financial position, our results of operations, and cash flows.

The results for the three and nine months ended September 30, 2022 are not necessarily indicative of the operating results expected for the year ending December 31, 2022 or any other future period.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates include, but are not limited to, the determination of the estimated economic life of perpetual licenses for revenue recognition, the estimated period of benefit for deferred commissions, the useful lives of long-lived assets, the fair value of acquired intangible assets, the valuation of stock-based compensation, the incremental borrowing rate for operating leases, and the valuation of deferred tax assets. We base these estimates on historical experience and on various other assumptions that we believe to be reasonable. Actual results could differ significantly from these estimates.

***Significant Accounting Policies***

Our significant accounting policies are described in our 10-K. During the nine months ended September 30, 2022, there were no material changes to our significant accounting policies from those described in our 10-K.



## 2. Revenue

### *Disaggregation of Revenue*

The following table presents a summary of revenue:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Subscription revenue	\$ 156,764	\$ 122,156	\$ 446,257	\$ 343,725
Perpetual license and maintenance revenue	12,658	12,749	38,214	37,721
Professional services and other revenue	5,429	3,759	14,089	10,666
Revenue	<u>\$ 174,851</u>	<u>\$ 138,664</u>	<u>\$ 498,560</u>	<u>\$ 392,112</u>

### *Concentrations*

We sell and market our products and services through our field sales force that works closely with our channel partners, which includes a network of distributors and resellers, in developing sales opportunities. We use a two-tiered channel model whereby we sell our products and services to our distributors, which in turn sell to resellers, which then sell to end-users. We derived 92% of revenue through our channel network in the three and nine months ended September 30, 2022 and 2021. One of our distributors accounted for 38% of revenue in the three and nine months ended September 30, 2022 and 39% and 40% of revenue in the three and nine months ended September 30, 2021, respectively. That same distributor accounted for 38% and 32% of accounts receivable at September 30, 2022 and December 31, 2021, respectively.

### *Contract Balances*

We generally bill our customers in advance and accounts receivable are recorded when we have the right to invoice the customer. Contract liabilities consist of deferred revenue and include customer billings and payments received in advance of performance under the contract. In the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021, we recognized revenue of \$156.3 million, \$124.6 million, \$350.6 million and \$283.3 million, respectively, that was included in the deferred revenue balance at the beginning of each of the respective periods.

### *Remaining Performance Obligations*

At September 30, 2022, the future estimated revenue related to unsatisfied performance obligations was \$612.8 million, of which approximately 75% is expected to be recognized as revenue over the succeeding twelve months, and the remainder is expected to be recognized over the four years thereafter.

### *Deferred Commissions*

The following summarizes the activity of deferred incremental costs of obtaining a contract:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Beginning balance	\$ 100,000	\$ 78,497	\$ 99,949	\$ 78,876
Capitalization of contract acquisition costs	12,837	12,109	35,240	29,555
Amortization of deferred contract acquisition costs	(11,561)	(9,368)	(33,913)	(27,193)
Ending balance	<u>\$ 101,276</u>	<u>\$ 81,238</u>	<u>\$ 101,276</u>	<u>\$ 81,238</u>

### 3. Cash Equivalents and Short-Term Investments

The following tables summarize the amortized cost, unrealized gain and loss and estimated fair value of cash equivalents and short-term investments:

(in thousands)	September 30, 2022			
	Amortized Cost	Unrealized Gain	Unrealized Loss	Estimated Fair Value
<b>Cash equivalents</b>				
Money market funds	\$ 204,249	\$ —	\$ —	\$ 204,249
Total cash equivalents	<u>\$ 204,249</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 204,249</u>
<b>Short-term investments</b>				
Commercial paper	\$ 144,557	\$ —	\$ (524)	\$ 144,033
Corporate bonds	26,719	—	(321)	26,398
Asset backed securities	17,197	—	(163)	17,034
Certificates of deposit	10,000	—	—	10,000
Supranational bonds	8,534	—	(104)	8,430
U.S. Treasury and agency obligations	54,694	—	(757)	53,937
Total short-term investments	<u>\$ 261,701</u>	<u>\$ —</u>	<u>\$ (1,869)</u>	<u>\$ 259,832</u>

(in thousands)	December 31, 2021			
	Amortized Cost	Unrealized Gain	Unrealized Loss	Estimated Fair Value
<b>Cash equivalents</b>				
Money market funds	\$ 178,518	\$ —	\$ —	\$ 178,518
Total cash equivalents	<u>\$ 178,518</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 178,518</u>
<b>Short-term investments</b>				
Commercial paper	\$ 134,165	\$ —	\$ (47)	\$ 134,118
Corporate bonds	27,169	—	(41)	27,128
Asset backed securities	27,464	—	(53)	27,411
Certificates of deposit	10,000	—	(8)	9,992
Supranational bonds	8,632	—	(33)	8,599
U.S. Treasury and agency obligations	27,168	—	(124)	27,044
Total short-term investments	<u>\$ 234,598</u>	<u>\$ —</u>	<u>\$ (306)</u>	<u>\$ 234,292</u>

We considered the extent to which any unrealized losses on our short-term investments were driven by credit risk and other factors, including market risk, and if it is more-likely-than-not that we would have to sell the securities before the recovery of the amortized cost basis. At September 30, 2022, our unrealized losses were due to rising market interest rates compared to when the investments were initiated. We do not believe any unrealized losses represent credit losses, and it is unlikely we would sell the investments before we would recover their amortized cost basis.

The contractual maturities of our short-term investments are as follows:

(in thousands)	September 30, 2022	
	Amortized Cost	Estimated Fair Value
Due within one year	\$ 258,745	\$ 256,899
Due between one and two years	2,956	2,933
<b>Total short-term investments</b>	<b>\$ 261,701</b>	<b>\$ 259,832</b>

At September 30, 2022 and December 31, 2021, cash and cash equivalents included \$5.8 million of restricted cash primarily related to collateral for our outstanding letters of credit and excluded \$0.2 million and \$0.3 million, respectively, of restricted cash related to an account established as collateral for a lease arrangement, which is included in other assets on the consolidated balance sheets.

#### 4. Fair Value Measurements

We measure certain financial instruments at fair value using a fair value hierarchy. In the hierarchy, assets are classified based on the lowest level inputs used in valuation into the following categories:

- *Level 1* — Quoted prices in active markets for identical assets and liabilities;
- *Level 2* — Observable inputs including quoted market prices for similar assets and liabilities in active markets, quoted prices for identical assets and liabilities in inactive markets, or inputs that are corroborated by observable market data; and
- *Level 3* — Unobservable inputs.

The following tables summarize assets that are measured at fair value on a recurring basis:

(in thousands)	September 30, 2022			
	Level 1	Level 2	Level 3	Total
<b>Cash equivalents</b>				
Money market funds	\$ 204,249	\$ —	\$ —	\$ 204,249
<b>Total cash equivalents</b>	<b>\$ 204,249</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 204,249</b>
<b>Short-term investments</b>				
Commercial paper	\$ —	\$ 144,033	\$ —	\$ 144,033
Corporate bonds	—	26,398	—	26,398
Asset backed securities	—	17,034	—	17,034
Certificates of deposit	—	10,000	—	10,000
Supranational bonds	—	8,430	—	8,430
U.S. Treasury and agency obligations	—	53,937	—	53,937
<b>Total short-term investments</b>	<b>\$ —</b>	<b>\$ 259,832</b>	<b>\$ —</b>	<b>\$ 259,832</b>

(in thousands)	December 31, 2021			
	Level 1	Level 2	Level 3	Total
<b>Cash equivalents</b>				
Money market funds	\$ 178,518	\$ —	\$ —	\$ 178,518
Total cash equivalents	\$ 178,518	\$ —	\$ —	\$ 178,518
<b>Short-term investments</b>				
Commercial paper	\$ —	\$ 134,118	\$ —	\$ 134,118
Corporate bonds	—	27,128	—	27,128
Asset backed securities	—	27,411	—	27,411
Certificates of deposit	—	9,992	—	9,992
Supranational bonds	—	8,599	—	8,599
U.S. Treasury and agency obligations	—	27,044	—	27,044
Total short-term investments	\$ —	\$ 234,292	\$ —	\$ 234,292

We did not have any liabilities measured and recorded at fair value on a recurring basis at September 30, 2022 and December 31, 2021.

## 5. Property and Equipment, Net

Property and equipment, net consisted of the following:

(in thousands)	September 30, 2022	December 31, 2021
Computer software and equipment	\$ 44,698	\$ 29,203
Furniture and fixtures	5,722	5,944
Leasehold improvements	27,200	26,713
Right-of-use assets under finance leases	1,325	1,343
Total	78,945	63,203
Less: accumulated depreciation and amortization	(33,186)	(26,370)
Property and equipment, net	\$ 45,759	\$ 36,833

Depreciation and amortization related to property and equipment was \$2.7 million, \$2.6 million, \$7.6 million and \$7.3 million in the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021, respectively.

## 6. Acquisitions, Goodwill and Intangible Assets

### *Business Combinations*

In June 2022, we acquired Bit Discovery, a leader in external attack surface management (EASM). Adding Bit Discovery's EASM capabilities to our solutions provides customers with a comprehensive view of their attack surface and helps identify and eliminate areas of risk. We acquired 100% of Bit Discovery's equity for \$44.0 million in cash, net of cash acquired of \$2.2 million, through a share purchase agreement.

In February 2022, we acquired Cymptom, a platform that proactively measures, maps and prioritizes probable attack paths, and enables security teams to preemptively focus response ahead of and during breaches. Through a share purchase agreement, we acquired 100% of Cymptom's equity in exchange for cash consideration, net of cash acquired, for \$23.0 million.

Cash consideration, net of cash acquired, was preliminarily allocated as follows:

(in thousands)	Bit Discovery		Cymptom	
Intangible assets	\$	11,100	\$	4,113
Goodwill		36,213		18,960
Deferred tax (liabilities) assets, net		(2,501)		128
Other liabilities, net		(779)		(241)
Total purchase price	\$	44,033	\$	22,960

We are still finalizing the allocations of the purchase price, which may change as additional information becomes available related to acquired intangible assets, working capital and income taxes for Bit Discovery and working capital for Cymptom.

Acquired intangible assets and their estimated useful lives at the date of acquisition are as follows:

(dollars in thousands)	Bit Discovery		Cymptom	
	Intangible Assets		Intangible Assets	
	Cost	Estimated Useful Life	Cost	Estimated Useful Life
Acquired technology	\$ 11,000	7 years	\$ 4,113	7 years
Trade name	100	1 year	—	
Acquired intangible assets	\$ 11,100		\$ 4,113	

The results of operations of Bit Discovery and Cymptom are included in our consolidated statements of operations from the acquisition date and were not material. Pro forma results of operations are not presented as they are not material to the consolidated statements of operations.

In general and administrative expense, we recognized \$0.3 million, \$2.3 million, \$2.3 million and \$6.0 million of acquisition-related transaction costs in the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021, respectively.

#### **Goodwill and Acquired Intangible Assets**

The changes in the carrying amount of goodwill are as follows:

(in thousands)		\$
Balance at December 31, 2021		261,614
Acquired goodwill		55,173
Balance at September 30, 2022	\$	316,787

The excess purchase consideration over the fair value of acquired assets and liabilities is recorded as goodwill. The acquired goodwill reflects the synergies we expect from marketing and selling new capabilities from Bit Discovery and Cymptom to our customers. The acquired goodwill from both acquisitions is not tax deductible.

Acquired intangible assets subject to amortization are as follows:

(in thousands)	September 30, 2022			December 31, 2021		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Acquired technology	\$ 97,037	\$ (18,694)	\$ 78,343	\$ 81,924	\$ (10,499)	\$ 71,425
Trade name	490	(377)	113	390	(279)	111
	\$ 97,527	\$ (19,071)	\$ 78,456	\$ 82,314	\$ (10,778)	\$ 71,536

Amortization of acquired intangible assets was \$3.1 million, \$1.7 million, \$8.3 million and \$3.7 million in the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021, respectively. At September 30, 2022, our acquired intangible assets are expected to be amortized over an estimated weighted average period of 6.9 years.

At September 30, 2022, estimated future amortization of acquired intangible assets is as follows:

(in thousands)

Year ending December 31, 2022 <sup>(1)</sup>	\$	3,080
2023		12,252
2024		12,175
2025		12,175
2026		11,990
Thereafter		26,784
Total	\$	<u>78,456</u>

(1) Represents the three months ending December 31, 2022.

## 7. Leases

We have operating leases for office facilities and finance leases for office equipment. The components of lease expense were as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Operating lease cost	\$ 1,977	\$ 1,924	\$ 5,564	\$ 5,700

Rent expense for short-term leases and finance lease costs in the three and nine months ended September 30, 2022 and 2021 were not material.

Supplemental information related to leases was as follows:

	September 30, 2022	December 31, 2021
<b>Operating leases</b>		
Weighted average remaining lease term	8.4 years	9.2 years
Weighted average discount rate	5.6%	5.5%

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>ROU assets obtained in exchange for lease obligations</b>				
Operating leases	\$ 3,863	\$ 2,215	\$ 4,256	\$ 2,215

In the three and nine months ended September 30, 2022 and 2021, we did not obtain any right-of-use assets in exchange for finance lease liabilities.

Maturities of operating lease liabilities at September 30, 2022 were as follows:

(in thousands)

Year ending December 31, 2022 <sup>(1)</sup>	\$	1,969
2023		9,027
2024		9,070
2025		8,886
2026		8,213
Thereafter		38,055
Total lease payments		75,220
Less: Imputed interest		(15,898)
Total	\$	59,322

(1) Represents the three months ending December 31, 2022.

## 8. Debt

### *Credit Agreement*

In July 2021, we entered into a credit agreement ("Credit Agreement") which is comprised of:

- a \$375.0 million senior secured term loan facility ("Term Loan"); and
- a \$50.0 million senior secured revolving credit facility ("Revolving Credit Facility").

The table below summarizes the carrying value of the Term Loan:

(in thousands)	<b>September 30, 2022</b>
Term loan	\$ 372,188
Less: Unamortized debt discount and issuance costs	(6,813)
Term loan, net of issuance costs	365,375
Less: Term loan, net, current <sup>(1)</sup>	(2,696)
Term loan, net of issuance costs (net of current portion)	\$ 362,679

(1) Term loan, net current is included in other current liabilities on our consolidated balance sheets.

The Term Loan bears interest at a rate of 2.75% per annum over LIBOR, subject to a 0.50% floor. The Term Loan is being amortized at 1% per annum in equal quarterly installments until the final payment of \$350.6 million on the July 7, 2028 maturity date.

Our Term Loan is recorded at its carrying value. At September 30, 2022, the fair value of our Term Loan was approximately \$354 million. In the fair value hierarchy, our Term Loan is classified as Level 2 as it is traded in less active markets.

The maturities of the Term Loan at September 30, 2022 were as follows:

(in thousands)

Year ending December 31, 2022 <sup>(1)</sup>	\$	938
2023		3,750
2024		3,750
2025		3,750
2026		3,750
Thereafter		356,250
Total	\$	<u>372,188</u>

(1) Represents the three months ending December 31, 2022.

We may be subject to mandatory Term Loan prepayments related to the excess cash flow provisions beginning in 2023. These prepayments would only be required if our first lien net leverage ratio (as defined in our Credit Agreement) exceeds 3.5, and at September 30, 2022, our first lien net leverage ratio was below that threshold.

The Revolving Credit Facility bears interest at a rate, depending on first lien net leverage, ranging from 2.00% to 2.50% over LIBOR and matures on July 7, 2026. Additionally, we pay a commitment fee during the term ranging from 0.25% to 0.375% per annum of the average daily undrawn portion of the revolving commitments based on the first lien net leverage ratio. The Revolving Credit Facility contains a \$15.0 million letter of credit sublimit. Since its inception, there have been no amounts outstanding under the Revolving Credit Facility. At September 30, 2022, we were in compliance with the covenants under the Credit Agreement.

## 9. Commitments and Contingencies

### *Commitments*

In July 2021, we entered into a contract with Amazon Web Services, Inc. (AWS) for cloud services from August 2021 through July 2024. Under the terms of the contract, we committed to spend \$43.7 million, \$46.8 million and \$50.1 million in contract years one, two and three, respectively, for a total of \$140.6 million. If we do not meet the minimum purchase obligation during any of those years, we will be required to pay the difference. We met our commitment for the first year of our contract with AWS, and as of September 30, 2022, we have spent \$19.9 million of our second year commitment.

### *Letters of Credit*

At September 30, 2022, we had \$5.7 million of standby letters of credit related to our grant agreements with the State of Maryland and our operating leases. Collateral for our letters of credit was classified as restricted cash in cash and cash equivalents.

## 10. Stock-Based Compensation

At September 30, 2022, there were 21.5 million shares available for grant under our 2018 Equity Incentive Plan.



Stock-based compensation expense included in the consolidated statements of operations was as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of revenue	\$ 2,341	\$ 1,197	\$ 5,968	\$ 3,336
Sales and marketing	13,589	7,629	36,420	21,502
Research and development	8,754	5,587	23,294	14,919
General and administrative	7,959	6,499	24,272	18,576
Total stock-based compensation expense	\$ 32,643	\$ 20,912	\$ 89,954	\$ 58,333

At September 30, 2022, the unrecognized stock-based compensation expense related to unvested restricted stock units ("RSUs") was \$281.5 million, which is expected to be recognized over an estimated remaining weighted average period of 2.9 years.

At September 30, 2022, the unrecognized stock-based compensation expense related to unvested performance stock units ("PSUs") was \$6.5 million, which is expected to be recognized over an estimated remaining weighted average period of 3.4 years.

At September 30, 2022, the unrecognized stock-based compensation expense related to our 2018 ESPP was \$16.7 million, which is expected to be recognized over an estimated weighted average period of 1.0 years.

### RSUs and PSUs

A summary of our RSU and PSU activity is presented below:

(in thousands, except for per share data)	RSUs		PSUs	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Unvested balance at December 31, 2021	5,781	\$ 37.74	—	\$ —
Granted	4,377	46.21	209	44.97
Vested	(1,939)	36.04	—	—
Forfeited	(704)	39.05	—	—
Unvested balance at September 30, 2022	7,515	42.98	209	44.97

Our PSUs vest over a period of four years and are subject to defined performance and service conditions. The grant date fair value is based on the estimated fair value of our common stock on the date of grant. Our PSUs are expensed over the service period using the accelerated attribution method.

## Stock Options

A summary of our stock option activity is presented below:

(in thousands, except for exercise prices and years)	Number of Shares	Weighted Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2021	6,731	\$ 9.21	5.5	\$ 308,677
Granted	—	—		
Exercised	(1,090)	9.78		45,668
Forfeited/canceled	(72)	16.15		
Outstanding and exercisable at September 30, 2022	<u>5,569</u>	9.01	4.7	143,630

### 2018 Employee Stock Purchase Plan

At September 30, 2022, there were 7.5 million shares reserved for issuance under our 2018 Employee Stock Purchase Plan ("2018 ESPP").

In the nine months ended September 30, 2022, employees purchased 442,629 shares of our common stock at a weighted average price of \$33.42 per share, resulting in \$14.8 million of cash proceeds.

At September 30, 2022, there was \$1.9 million of employee contributions to the 2018 ESPP included in accrued compensation.

The fair value of the 2018 ESPP purchase rights was estimated on the offering or modification dates using a Black-Scholes option-pricing model and the following assumptions:

	Nine Months Ended September 30,	
	2022	2021
Expected term (in years)	0.5 — 2.0	0.5 — 2.0
Expected volatility	42.8% — 61.0%	37.2% — 59.4%
Risk-free interest rate	0.1% — 3.4%	0.1% — 0.2%
Expected dividend yield	—	—

## 11. Income Taxes

In the nine months ended September 30, 2022, the provision for income taxes included \$3.1 million of income taxes in foreign jurisdictions in which we conduct business, \$2.1 million of current expense from the restructuring of our research and development operations in Israel, partially offset by \$1.8 million of deferred tax benefits related to the Alsid acquisition. Additionally, the provision includes \$1.7 million of discrete items primarily related to withholding taxes on sales to customers, which is more than offset by a benefit of \$2.5 million from releasing the valuation allowance related to the Bit Discovery acquisition.

The provision for the nine months ended September 30, 2021 included \$1.8 million of income taxes in foreign jurisdictions in which we conduct business, partially offset by a \$1.7 million deferred tax benefit related to the Alsid acquisition. Additionally, the provision includes \$2.8 million of current expense from the restructuring of our research and development operations in Israel, \$1.7 million of discrete expenses primarily related to withholding taxes on sales to customers, partially offset by \$2.8 million of discrete benefits, primarily related to a Supreme Court decision in India on the taxability of software license payments to nonresidents and the associated withholding taxes.

## 12. Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share:

(in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net loss	\$ (18,730)	\$ (16,246)	\$ (70,735)	\$ (35,632)
Weighted-average shares used to compute net loss per share, basic and diluted	111,937	106,869	110,843	105,765
Net loss per share, basic and diluted	\$ (0.17)	\$ (0.15)	\$ (0.64)	\$ (0.34)

The following potentially dilutive securities have been excluded from the diluted per share calculations because they would have been antidilutive:

(in thousands)	September 30,	
	2022	2021
RSUs	7,515	5,760
Stock options	5,569	7,969
Shares to be issued under the 2018 ESPP	58	54
Total	13,142	13,783

## 13. Geographic Information

We operate as one operating segment. Our Chief Executive Officer, who is our chief operating decision maker, reviews financial information on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Revenue by region, based on the address of the end user as specified in our subscription, license or service agreements, was as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
The Americas	\$ 111,227	\$ 88,783	\$ 315,706	\$ 253,840
Europe, Middle East and Africa	44,117	34,923	128,779	96,136
Asia Pacific	19,507	14,958	54,075	42,136
Revenue	\$ 174,851	\$ 138,664	\$ 498,560	\$ 392,112

Customers located in the United States accounted for 57% of revenue in the three and nine months ended September 30, 2022 and 58% and 59% of revenue in the three and nine months ended September 30, 2021, respectively. No other country accounted for 10% or more of revenue in the periods presented.

Our property and equipment, net by geographic area is summarized as follows:

(in thousands)	September 30,	December 31,
	2022	2021
United States	\$ 41,087	\$ 33,579
International	4,672	3,254
Property and equipment, net	\$ 45,759	\$ 36,833

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with (1) our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, or this Form 10-Q, and (2) our consolidated financial statements, related notes and management's discussion and analysis of financial condition and results of operations in our Annual Report on Form 10-K for the year ended December 31, 2021, or the 10-K, filed with the Securities and Exchange Commission on February 25, 2022. This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are often identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "project," "will," "would" or the negative or plural of these words or similar expressions or variations. Such forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified herein, and those discussed in the section titled "Risk Factors," set forth in Part II, Item 1A of this Form 10-Q and in our other filings with the SEC. You should not rely upon forward-looking statements as predictions of future events. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.*

### Overview

We are a leading provider of Exposure Management solutions. Exposure Management is a discipline for managing, measuring and comparing cybersecurity risk in the digital era.

We have continued to expand and diversify our platform offerings from traditional vulnerability management (VM) solutions, which include Tenable.sc and Nessus, to our cloud exposure solutions, which include Tenable.ep, Tenable.io, Tenable.cs, Tenable Web Scanning, or Tenable.io WAS, Tenable.ad and Tenable.ot. In October 2022, we released Tenable One, an evolution of Tenable.ep, as our Exposure Management Platform that provides unified data, analytics and visibility into exposures, identifies attack paths and enables more efficient risk management.

Our platform offerings provide broad visibility into security issues such as vulnerabilities, misconfigurations, internal and regulatory compliance violations and other indicators of the state of an organization's security across IT infrastructure and applications, cloud environments, DevOps environments, Active Directory and Identity environments, and Industrial IoT and OT environments. We also provide deep analytics to help organizations score, trend and compare their cyber exposure over time, and communicate cyber risk in business terms to make better strategic decisions. Our platform offerings integrate and analyze data from our native collectors alongside IT asset, vulnerability and threat data from third-party systems and applications to prioritize security issues for remediation and focus an organization's resources based on risk and business criticality.

Our platform offerings are primarily sold on a subscription basis with a one-year term. Our subscription terms are generally not longer than three years. These offerings are typically prepaid in advance. To a lesser extent, we recognize revenue ratably from perpetual licenses and from the related ongoing maintenance.

We sell and market our products and services through our field sales force that works closely with our channel partners, which includes a network of distributors and resellers, in developing sales opportunities. We use a two-tiered channel model whereby we sell our enterprise platform offerings to our distributors, which in turn sell to our resellers, which then sell to end users, which we call customers.

Many of our enterprise platform customers initially use either our free or paid version of Nessus, one of the most widely deployed vulnerability assessment solutions in the cybersecurity industry. Nessus, which is sold on a stand-alone basis and is the technology that underpins our enterprise platform offerings, is designed to quickly and accurately identify security vulnerabilities, configuration issues and malware. Our free version of Nessus, Nessus Essentials, allows for vulnerability assessment over a limited number of IP addresses. We believe many of our Nessus customers begin with

Nessus Essentials and subsequently upgrade to Nessus Professional, the paid version of Nessus; however, we expect a significant number of users to continue to use Nessus Essentials.

Revenue in the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021 was \$174.9 million, \$138.7 million, \$498.6 million and \$392.1 million, respectively, representing year-over-year growth of 26% and 27% in the quarterly and year-to-date periods, respectively. Our recurring revenue, which includes revenue from subscription arrangements for software (both revenue recognized ratably over the subscription term and upon delivery) and cloud-based solutions and maintenance associated with perpetual licenses, represented 95% of revenue in the three and nine months ended September 30, 2022 and 95% and 94% of revenue in the three and nine months ended September 30, 2021, respectively. Our net loss in the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021 was \$18.7 million, \$16.2 million, \$70.7 million and \$35.6 million, respectively, as we continue to invest in our business and market opportunity. Our cash flows from operating activities was \$35.9 million, \$19.6 million, \$99.2 million and \$74.8 million in the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021, respectively.

### Recent Events

Substantially all of our sales contracts are denominated in U.S. dollars, and during the year, the U.S. dollar strengthened compared to other currencies. Continued strength or further strengthening of the U.S. dollar compared to other currencies could result in lower international sales as our products would seem more expensive. Additionally, continued strength or further strengthening of the U.S. dollar compared to other currencies could result in lower international operating costs as the U.S. dollar is the functional currency for all of our international subsidiaries.

Other factors, including the COVID-19 pandemic, inflation and the Russian invasion of Ukraine have not had a significant adverse impact on our business as of September 30, 2022. We continue to monitor the impact of these matters on our business, our customers, partners, employees and service providers.

### Financial Highlights

Below are our key financial results:

(in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	\$ 174,851	\$ 138,664	\$ 498,560	\$ 392,112
Loss from operations	(12,958)	(11,218)	(53,726)	(28,901)
Net loss	(18,730)	(16,246)	(70,735)	(35,632)
Net loss per share, basic and diluted	(0.17)	(0.15)	(0.64)	(0.34)
Net cash provided by operating activities	35,853	19,633	99,233	74,793
Purchases of property and equipment	(4,347)	(1,174)	(13,910)	(3,769)

### Key Operating and Financial Metrics

To supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we use and monitor the following operating and financial metrics, which include non-GAAP financial measures, to understand and evaluate our core operating and financial performance.

#### Calculated Current Billings

We use the non-GAAP measure of calculated current billings, which we believe is a key metric to measure our periodic performance. Given that most of our customers pay in advance, we typically recognize a majority of the related revenue ratably over time. We use calculated current billings to measure and monitor our ability to provide our business with the working capital generated by upfront payments from our customers.

Calculated current billings consists of revenue recognized in a period plus the change in current deferred revenue in the corresponding period. We believe that calculated current billings, which excludes deferred revenue for periods beyond twelve months in a customer's contractual term, more closely correlates with annual contract value. Variability in total billings, depending on the timing of large multi-year contracts and the preference for annual billing versus multi-year upfront billing, may distort growth in one period over another.

Calculated current billings may vary from period-to-period for a number of reasons, and therefore has a number of limitations as a quarter-to-quarter or year-over-year comparative measure. Calculated current billings in any one period may be impacted by the timing and amount of new sales transactions, the timing and amount of renewal transactions, including early renewals, as well as the timing and amount of multi-year prepaid contracts, all of which could favorably or unfavorably impact quarter-to-quarter and year-over-year comparisons. For example, an increasing number of large sales transactions, for which the timing has and will continue to vary, may occur in quarters subsequent to or in advance of those that we anticipate. Additionally, our calculation of calculated current billings may be different from other companies that report similar financial measures. Because of these and other limitations, you should consider calculated current billings along with revenue and our other GAAP financial results.

The following table presents a reconciliation of revenue, the most directly comparable financial measure calculated in accordance with GAAP, to calculated current billings:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	\$ 174,851	\$ 138,664	\$ 498,560	\$ 392,112
Add: Deferred revenue (current), end of period	447,863	362,308	447,863	362,308
Less: Deferred revenue (current), beginning of period <sup>(1)</sup>	(415,378)	(334,106)	(408,443)	(331,275)
Calculated current billings	\$ 207,336	\$ 166,866	\$ 537,980	\$ 423,145

(1) Deferred revenue (current), beginning of period for the nine months ended September 30, 2022 and 2021 includes \$0.9 million and \$2.5 million, respectively, related to acquired deferred revenue.

### Free Cash Flow

We use the non-GAAP measure of free cash flow, which we define as GAAP net cash flows from operating activities reduced by purchases of property and equipment, which includes capitalized internal use software. We believe free cash flow is an important liquidity measure of the cash (if any) that is available, after purchases of property and equipment, for investment in our business and to make acquisitions. We believe that free cash flow is useful as a liquidity measure because it measures our ability to generate or use cash.

Our use of free cash flow has limitations as an analytical tool and you should not consider them in isolation or as a substitute for an analysis of our results under GAAP. First, free cash flow is not a substitute for net cash flows from operating activities. Second, other companies may calculate free cash flow or similarly titled non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of free cash flow as a tool for comparison. Additionally, the utility of free cash flow is further limited as it does not reflect our future contractual commitments and does not represent the total increase or decrease in our cash balance for a given period. Because of these and other limitations, you should consider free cash flow along with net cash provided by operating activities and our other GAAP financial measures.

The following table presents a reconciliation of net cash provided by operating activities, the most directly comparable financial measure calculated in accordance with GAAP, to free cash flow:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net cash provided by operating activities	\$ 35,853	\$ 19,633	\$ 99,233	\$ 74,793
Purchases of property and equipment	(4,347)	(1,174)	(13,910)	(3,769)
Free cash flow <sup>(1)</sup>	\$ 31,506	\$ 18,459	\$ 85,323	\$ 71,024

(1) Free cash flow for each of the periods presented was impacted by:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Employee stock purchase plan activity	\$ (4,845)	\$ (2,795)	\$ (4,538)	\$ (4,674)
Acquisition-related expenses	(398)	(314)	(2,395)	(3,591)
Costs related to intra-entity asset transfers	—	—	(838)	—
Tax payment on intra-entity asset transfers	—	—	(2,697)	(2,808)
Capital expenditures related to new headquarters	—	(80)	—	(928)

In addition, free cash flow for the three months ended September 30, 2022 and 2021 and the nine months ended September 30, 2022 and 2021 were benefited by approximately \$0 million, \$1 million, \$8 million and \$11 million, respectively, as a result of the accelerated timing of payments for insurance, professional fees and rent in prior quarters.

### Customer Metrics

We believe that our customer base provides a significant opportunity to expand sales of our enterprise platform offerings. The following tables summarize key components of our customer base:

	Three Months Ended September 30,		
	2022	2021	Change (%)
Number of new enterprise platform customers added in period <sup>(1)</sup>	712	499	43%

(1) We define an enterprise platform customer as a customer that has licensed Tenable.ep, Tenable.io, Tenable.cs, Tenable.ad, Tenable.ot or Tenable.sc for an annual amount of \$5,000 or greater. New enterprise platform customers represent new customer logos during the periods presented and do not include customer conversions from Nessus Professional to enterprise platforms.

	At September 30,		
	2022	2021	Change (%)
Number of customers with \$100,000 and greater in annual contract value at end of period	1,280	995	29%

### Dollar-Based Net Expansion Rate

Our dollar-based net expansion rate reflects both our customer retention and ability to drive additional sales to our existing customers. Our dollar-based net expansion rate has historically fluctuated and is expected to continue to fluctuate on a quarterly basis as a result of a number of factors, including existing customers' satisfaction with our solutions, existing customer retention, the pricing of our solutions, the availability of competing solutions and the pricing thereof, and the timing of customer renewals. In addition, our sales pipeline opportunities vary from quarter to quarter between new customers and expansion from existing customers, and we do not prioritize one over the other to maximize the dollar-based net expansion rate. We generally expect the dollar-based net expansion rate to range from 110% to 120%.

Our dollar-based net expansion rate is evaluated on a last twelve months, or LTM, basis, and is calculated as follows:

- Denominator: To calculate our dollar-based net expansion rate as of the end of a reporting period, we first determine the annual recurring revenue, or ARR, from all active subscriptions (both revenue recognized ratably over the subscription term and upon delivery) and maintenance from perpetual licenses as of the last day of the same reporting period in the prior year. This represents recurring payments that we expect to receive in the next 12-month period from the cohort of customers that existed on the last day of the same reporting period in the prior year.
- Numerator: We measure the ARR for that same cohort of customers representing all subscriptions and maintenance from perpetual licenses based on customer orders as of the end of the reporting period.

We calculate dollar-based net expansion rate by dividing the numerator by the denominator.

The following table presents our dollar-based net expansion rate:

(in thousands)	September 30,	
	2022	2021
Dollar-based net expansion rate	118 %	113 %

We also utilize an alternative dollar-based net expansion rate to assess our ability to expand sales with existing customers and evaluate the performance of our sales team. This alternative dollar-based net expansion rate is based on the methodology described above, but excludes the annual contract value of prior period multi-year sales from ARR in the numerator and the denominator of the calculation. The multi-year sales excluded from ARR has generally been approximately 13% of the total ARR. This methodology measures net expansion by customers with contracts up for renewal during the period. Applying this methodology would have increased the dollar-based net expansion rate by two percentage points at September 30, 2022 and 2021.

#### ***Non-GAAP Income from Operations and Non-GAAP Operating Margin***

We use non-GAAP income from operations along with non-GAAP operating margin as key indicators of our financial performance. We define these non-GAAP financial measures as their respective GAAP measures, excluding the effects of stock-based compensation, acquisition-related expenses, costs related to the intra-entity asset transfers resulting from the internal restructuring of legal entities and amortization of acquired intangible assets. Acquisition-related expenses include transaction expenses and costs related to the intercompany transfer of acquired intellectual property.

We believe that these non-GAAP financial measures provide useful information about our core operating results over multiple periods. There are a number of limitations related to the use of the non-GAAP financial measures as compared to GAAP loss from operations and operating margin, including that non-GAAP income from operations and non-GAAP operating margin exclude stock-based compensation expense, which has been, and will continue to be, a significant recurring expense in our business and an important part of our compensation strategy.



The following table presents a reconciliation of loss from operations, the most directly comparable financial measure calculated in accordance with GAAP, to non-GAAP income from operations, and operating margin, the most directly comparable financial measure calculated in accordance with GAAP, to non-GAAP operating margin:

(dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Loss from operations	\$ (12,958)	\$ (11,218)	\$ (53,726)	\$ (28,901)
Stock-based compensation	32,643	20,912	89,954	58,333
Acquisition-related expenses	322	2,270	2,376	5,970
Costs related to intra-entity asset transfers <sup>(1)</sup>	—	—	838	—
Amortization of acquired intangible assets	3,080	1,721	8,292	3,704
Non-GAAP income from operations	\$ 23,087	\$ 13,685	\$ 47,734	\$ 39,106
Operating margin	(7)%	(8)%	(11)%	(7)%
Non-GAAP operating margin	13 %	10 %	10 %	10 %

(1) The costs related to the intra-entity asset transfers resulted from our internal restructuring of Cymptom.

#### **Non-GAAP Net Income and Non-GAAP Earnings Per Share**

We use non-GAAP net income, which excludes stock-based compensation, acquisition-related expenses and amortization of acquired intangible assets, as well as the related tax impacts, and the tax impact and related costs of intra-entity asset transfers resulting from the internal restructuring of legal entities as well as deferred income tax benefits recognized in connection with acquisitions, to calculate non-GAAP earnings per share. We believe that these non-GAAP measures provide important information because they facilitate comparisons of our core operating results over multiple periods.

The following table presents a reconciliation of net loss and net loss per share, the most comparable financial measures calculated in accordance with GAAP, to non-GAAP net income and non-GAAP earnings per share:

(in thousands, except for per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net loss	\$ (18,730)	\$ (16,246)	\$ (70,735)	\$ (35,632)
Stock-based compensation	32,643	20,912	89,954	58,333
Tax impact of stock-based compensation <sup>(1)</sup>	318	(15)	1,572	(499)
Acquisition-related expenses <sup>(2)</sup>	322	2,270	2,376	5,970
Costs related to intra-entity asset transfers <sup>(3)</sup>	—	—	838	—
Amortization of acquired intangible assets <sup>(4)</sup>	3,080	1,721	8,292	3,704
Tax impact of acquisitions <sup>(5)</sup>	(958)	(546)	(4,307)	(1,683)
Tax impact of intra-entity asset transfers <sup>(6)</sup>	508	—	2,121	2,808
Non-GAAP net income	\$ 17,183	\$ 8,096	\$ 30,111	\$ 33,001
Net loss per share, diluted	\$ (0.17)	\$ (0.15)	\$ (0.64)	\$ (0.34)
Stock-based compensation	0.29	0.20	0.81	0.55
Tax impact of stock-based compensation <sup>(1)</sup>	—	—	0.01	—
Acquisition-related expenses <sup>(2)</sup>	—	0.02	0.02	0.06
Costs related to intra-entity asset transfers <sup>(3)</sup>	—	—	0.01	—
Amortization of acquired intangible assets <sup>(4)</sup>	0.03	0.02	0.08	0.04
Tax impact of acquisitions <sup>(5)</sup>	(0.01)	(0.01)	(0.04)	(0.02)
Tax impact of intra-entity asset transfers <sup>(6)</sup>	0.01	—	0.02	0.02
Adjustment to diluted earnings per share <sup>(7)</sup>	—	(0.01)	(0.01)	(0.02)
Non-GAAP earnings per share, diluted	\$ 0.15	\$ 0.07	\$ 0.26	\$ 0.29
Weighted-average shares used to compute GAAP net loss per share, diluted	111,937	106,869	110,843	105,765
Weighted-average shares used to compute non-GAAP earnings per share, diluted	117,334	114,983	117,524	114,271

(1) The tax impact of stock-based compensation is based on the tax treatment for the applicable tax jurisdictions.

(2) The tax impact of acquisition-related expenses is not material.

(3) The costs related to the intra-entity asset transfers resulted from our internal restructuring of Cymptom.

(4) The tax impact of the amortization of acquired intangible assets is included in the tax impact of acquisitions.

(5) The tax impact of acquisitions for all periods presented includes the deferred tax benefits of the Alsid acquisition. Additionally, the tax impact of acquisitions for the nine months ended September 30, 2022 includes a reversal of the \$2.5 million income tax benefit recognized for GAAP purposes related to the partial release of our valuation allowance associated with the Bit Discovery acquisition.

(6) The tax impact of the intra-entity asset transfers are related to current tax expense based on the applicable Israeli tax rates resulting from our internal restructuring of Cymptom in the three and nine months ended September 30, 2022 and Indegy in the nine months ended September 30, 2021.

(7) An adjustment to reconcile GAAP net loss per share, which excludes potentially dilutive shares, to non-GAAP earnings per share, which includes potentially dilutive shares.

## Components of Our Results of Operations

### **Revenue**

We generate revenue from subscription arrangements for our software and cloud-based solutions, perpetual licenses, maintenance associated with perpetual licenses and professional services.

Our subscription arrangements generally have annual or multi-year contractual terms to use our software or cloud-based solutions, including ongoing software updates during the contractual period. For software subscriptions that are dependent on ongoing software updates and the ability to identify the latest cybersecurity vulnerabilities, revenue is recognized ratably over the subscription term given the critical utility provided by the ongoing updates that are released through the contract period. When the critical utility of our software does not depend on ongoing updates, we recognize revenue attributable to the license at the time of delivery and the revenue attributable to the maintenance and support ratably over the contract period.

Our perpetual licenses are generally sold with one or more years of maintenance, which includes ongoing software updates. Given the critical utility provided by the ongoing software updates and updated ability to identify network vulnerabilities included in maintenance, we combine the perpetual license and the maintenance into a single performance obligation. Perpetual license arrangements generally contain a material right related to the customer's ability to renew maintenance at a price that is less than the initial license fee. We apply a practical alternative to allocating a portion of the transaction price to the material right performance obligation and estimate a hypothetical transaction price which includes fees for expected maintenance renewals based on the estimated economic life of perpetual license contracts. We allocate the transaction price between the cybersecurity subscription provided in the initial contract and the material right related to expected contract renewals based on the hypothetical transaction price. We recognize the amount allocated to the combined license and maintenance performance obligation over the initial contractual period, which is generally one year. We recognize the amount allocated to the material right over the expected maintenance renewal period, which begins at the end of the initial contractual term and is generally four years. We have estimated the five-year economic life of perpetual license contracts based on historical contract attrition, expected renewal periods, the lifecycle of our technology and other factors. This estimate may change over time.

Professional services and other revenue is primarily comprised of advisory services and training related to the deployment and optimization of our products. These services do not result in significant customization of our products. Professional services and other revenue is recognized as the services are performed.

We have historically experienced, and expect in the future to experience, seasonality in entering into agreements with customers. We typically enter into a significantly higher percentage of agreements with new customers, as well as renewal agreements with existing customers, in the third and fourth quarters of the year. The increase in customer agreements in the third quarter is primarily attributable to U.S. government and related agencies, and the increase in the fourth quarter is primarily attributable to large enterprise account buying patterns typical in the software industry. The ratable nature of our subscription revenue makes this seasonality less apparent in our overall financial results.

### **Cost of Revenue, Gross Profit and Gross Margin**

Cost of revenue includes personnel costs related to our technical support group that provides assistance to customers, including salaries, benefits, bonuses, payroll taxes, stock-based compensation and any severance. Cost of revenue also includes cloud infrastructure costs, the costs related to professional services and training, depreciation, amortization of acquired and developed technology, hardware costs and allocated overhead costs, which consist of information technology and facilities.

We intend to continue to invest additional resources in our cloud-based platform and customer support team as we grow our business. The level and timing of investment in these areas could affect our cost of revenue in the future.

Gross profit, or revenue less cost of revenue, and gross margin, or gross profit as a percentage of revenue, have been and will continue to be affected by various factors, including the timing of our acquisition of new customers and our renewals of and follow-on sales to existing customers, the costs associated with operating our cloud-based platform, the

extent to which we expand our customer support team and the extent to which we can increase the efficiency of our technology and infrastructure through technological improvements.

We expect our gross profit to increase in absolute dollars but our gross margin to decrease over time, as we expect revenue from our cloud-based subscriptions to increase as a percentage of revenue. However, our gross margin could fluctuate from period to period depending on the interplay of all of these factors, particularly as it relates to cloud infrastructure costs.

### ***Operating Expenses***

Our operating expenses consist of sales and marketing, research and development and general and administrative expenses. Personnel costs are the most significant component of operating expenses and consist of salaries, benefits, bonuses, payroll taxes, stock-based compensation and any severance. Operating expenses also include depreciation and amortization as well as allocated overhead costs, including IT and facilities costs.

#### *Sales and Marketing*

Sales and marketing expense consists of personnel costs, sales commissions, marketing programs, travel and entertainment, expenses for conferences, meetings and events and allocated overhead costs. We capitalize sales commissions, including related fringe benefit costs, and recognize the expense over an estimated period of benefit, which ranges between three and four years for subscription arrangements and five years for perpetual license arrangements. Sales commissions on contract renewals are capitalized and amortized ratably over the contract term, with the exception of contracts with renewal periods that are one year or less, in which case the incremental costs are expensed as incurred. Sales commissions on professional services arrangements are expensed as incurred as the contractual periods of these arrangements are generally less than one year.

We intend to continue to make investments in our sales and marketing teams to increase revenue, further penetrate the market and expand our global customer base. We expect our sales and marketing expense to increase in absolute dollars annually and to be our largest operating expense category for the foreseeable future. However, as our revenue increases, we expect our sales and marketing expense to decrease as a percentage of our revenue over the long term. Our sales and marketing expense may fluctuate from period to period due to the timing and extent of these expenses, including sales commissions, which may fluctuate depending on the mix of sales and related expense recognition.

#### *Research and Development*

Research and development expense consists of personnel costs, software used to develop our products, travel and entertainment, consulting and professional fees for third-party development resources as well as allocated overhead. Our research and development expense supports our efforts to continue to add capabilities to our existing products and enable the continued detection of new network vulnerabilities.

We expect our research and development expense to continue to increase annually in absolute dollars for the foreseeable future as we continue to invest in research and development efforts to enhance the functionality of our cloud-based platform. However, we expect our research and development expense to decrease as a percentage of our revenue over the long term, although our research and development expense may fluctuate from period to period due to the timing and extent of these expenses.

#### *General and Administrative*

General and administrative expense consists of personnel costs for our executive, finance, legal, human resources and administrative departments. Additional expenses include travel and entertainment, professional fees, insurance, allocated overhead, and acquisition-related costs.

We expect our general and administrative expense to continue to increase annually in absolute dollars for the foreseeable future due to additional costs associated with accounting, compliance, insurance and investor relations as a public company. However, we expect our general and administrative expense to decrease as a percentage of our revenue

over the long term, although our general and administrative expense may fluctuate from period to period due to the timing and extent of these expenses.

### **Interest Income, Interest Expense and Other Expense, Net**

Interest income consists of income earned on cash and cash equivalents and short-term investments. Interest expense consists primarily of interest expense in connection with our senior secured term loan facility, or Term Loan, unused commitment fees on our senior secured revolving credit facility, or Revolving Credit Facility, and letter of credit fees. Other expense, net consists primarily of foreign currency remeasurement and transaction gains and losses.

### **Provision for Income Taxes**

Provision for income taxes consists of income taxes in certain foreign jurisdictions in which we conduct business and the related withholding taxes on sales with customers. We have recorded deferred tax assets for which a full valuation allowance has been provided, including net operating loss carryforwards and tax credits. We expect to maintain this full valuation allowance for the foreseeable future as it is more likely than not that some or all of those deferred tax assets may not be realized based on our history of losses.

## **Results of Operations**

The following tables set forth our consolidated results of operations:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue	\$ 174,851	\$ 138,664	\$ 498,560	\$ 392,112
Cost of revenue <sup>(1)</sup>	38,582	27,062	109,549	75,560
Gross profit	136,269	111,602	389,011	316,552
Operating expenses:				
Sales and marketing <sup>(1)</sup>	88,123	68,360	258,119	192,673
Research and development <sup>(1)</sup>	36,131	30,675	106,649	85,714
General and administrative <sup>(1)</sup>	24,973	23,785	77,969	67,066
Total operating expenses	149,227	122,820	442,737	345,453
Loss from operations	(12,958)	(11,218)	(53,726)	(28,901)
Interest income	1,803	115	2,746	324
Interest expense	(5,082)	(3,594)	(12,246)	(3,873)
Other expense, net	(2,073)	(823)	(4,880)	(1,360)
Loss before income taxes	(18,310)	(15,520)	(68,106)	(33,810)
Provision for income taxes	420	726	2,629	1,822
Net loss	\$ (18,730)	\$ (16,246)	\$ (70,735)	\$ (35,632)

(1) Includes stock-based compensation expense as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Cost of revenue	\$ 2,341	\$ 1,197	\$ 5,968	\$ 3,336
Sales and marketing	13,589	7,629	36,420	21,502
Research and development	8,754	5,587	23,294	14,919
General and administrative	7,959	6,499	24,272	18,576
Total stock-based compensation expense	\$ 32,643	\$ 20,912	\$ 89,954	\$ 58,333

## Comparison of the Three Months Ended September 30, 2022 and 2021

### Revenue

The following table presents the increase in revenue:

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Subscription revenue	\$ 156,764	\$ 122,156	\$ 34,608	28 %
Perpetual license and maintenance revenue	12,658	12,749	(91)	(1)%
Professional services and other revenue	5,429	3,759	1,670	44 %
Revenue	\$ 174,851	\$ 138,664	\$ 36,187	26 %

The increase in revenue of \$36.2 million included \$31.6 million from existing customers as of October 1, 2021 and \$4.6 million from new customers. U.S. revenue increased \$18.9 million, or 24%. International revenue increased \$17.3 million, or 30%.

### Cost of Revenue, Gross Profit and Gross Margin

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Cost of revenue	\$ 38,582	\$ 27,062	\$ 11,520	43 %
Gross profit	136,269	111,602	24,667	22 %
Gross margin	78 %	80 %		

The increase in cost of revenue of \$11.5 million was primarily due to:

- a \$4.6 million increase in third-party cloud infrastructure costs;
- a \$4.4 million increase in personnel costs, including a \$1.1 million increase in stock-based compensation;
- a \$1.4 million increase in amortization of intangible assets due to acquired intangible assets;
- a \$0.5 million increase in the cost of goods; and
- a \$0.4 million increase in professional fees.

The amounts above are net of \$0.2 million in savings due to the impact of foreign exchange rates.

### Operating Expenses

#### Sales and Marketing

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Sales and marketing	\$ 88,123	\$ 68,360	\$ 19,763	29 %

The increase in sales and marketing expense of \$19.8 million was primarily due to:

- a \$13.4 million increase in personnel costs largely associated with an increase in headcount, including a \$6.0 million increase in stock-based compensation;
- a \$3.2 million increase in sales commissions due to increased sales and the amortization of deferred commissions;
- a \$1.9 million increase in expenses for demand generation programs, including advertising, sponsorships and brand awareness efforts; and

- a \$0.9 million increase in selling expenses, including travel and meeting costs and the cost of software subscriptions.

The amounts above are net of \$1.3 million in savings due to the impact of foreign exchange rates.

#### *Research and Development*

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Research and development	\$ 36,131	\$ 30,675	\$ 5,456	18 %

The increase in research and development expense of \$5.5 million was primarily due to:

- a \$4.1 million increase in personnel costs, primarily due to an increase in headcount, including a \$3.2 million increase in stock-based compensation;
- a \$0.7 million increase in third-party cloud infrastructure costs; and
- a \$0.4 million increase in software subscriptions.

The amounts above are net of \$0.8 million in savings due to the impact of foreign exchange rates.

#### *General and Administrative*

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
General and administrative	\$ 24,973	\$ 23,785	\$ 1,188	5 %

The increase in general and administrative expense of \$1.2 million was primarily due to:

- a \$2.3 million increase in personnel costs largely associated with an increase in headcount, including a \$1.5 million increase in stock-based compensation;
- a \$0.3 million increase in professional fees; and
- a \$0.3 million increase in travel and meeting costs; partially offset by
- a \$1.9 million decrease in acquisition-related expenses.

The amounts above are net of \$0.2 million in savings due to the impact of foreign exchange rates.

#### ***Interest Income, Interest Expense and Other Expense, Net***

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Interest income	\$ 1,803	\$ 115	\$ 1,688	1,468 %
Interest expense	(5,082)	(3,594)	(1,488)	41 %
Other expense, net	(2,073)	(823)	(1,250)	152 %

The \$1.7 million increase in interest income was due to a higher interest rate on an increased amount of cash and cash equivalents and short-term investments. The \$1.5 million increase in interest expense was primarily related to an increase in the variable rate of our Term Loan. The \$1.3 million increase in other expense, net was due to an increase in foreign exchange losses.

### Provision for Income Taxes

(dollars in thousands)	Three Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Provision for income taxes	\$ 420	\$ 726	\$ (306)	(42)%

In the three months ended September 30, 2022, the provision for income taxes included:

- \$0.5 million of current expense from the restructuring of our research and development operations in Israel;
- \$0.2 million of income taxes in foreign jurisdictions in which we conduct business; and
- \$0.7 million of discrete items primarily related to withholding taxes on sales to customers; partially offset by
- \$1.0 million of deferred tax benefits related to the Alsid acquisition.

In the three months ended September 30, 2021, the provision for income taxes included:

- \$0.8 million of income taxes in foreign jurisdictions in which we conduct business; and
- \$0.7 million of discrete expenses primarily related to withholding taxes on sales to customers; partially offset by
- \$0.6 million of deferred tax benefits related to the Alsid acquisition; and
- \$0.2 million of discrete benefits.

### Comparison of the Nine Months Ended September 30, 2022 and 2021

#### Revenue

The following table presents the increase in revenue:

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Subscription revenue	\$ 446,257	\$ 343,725	\$ 102,532	30 %
Perpetual license and maintenance revenue	38,214	37,721	493	1 %
Professional services and other revenue	14,089	10,666	3,423	32 %
Revenue	\$ 498,560	\$ 392,112	\$ 106,448	27 %

The increase in revenue of \$106.4 million included \$94.7 million from existing customers as of October 1, 2021 and \$11.7 million from new customers. U.S. revenue increased \$52.1 million, or 23%. International revenue increased \$54.3 million, or 33%.

#### Cost of Revenue, Gross Profit and Gross Margin

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Cost of revenue	\$ 109,549	\$ 75,560	\$ 33,989	45 %
Gross profit	389,011	316,552	72,459	23 %
Gross margin	78 %	81 %		

The increase in cost of revenue of \$34.0 million was primarily due to:

- a \$16.3 million increase in third-party cloud infrastructure costs;
- a \$9.1 million increase in personnel costs primarily due to increased headcount and support for cloud-based products, including a \$2.4 million increase in stock-based compensation;
- a \$4.6 million increase in amortization of intangible assets due to acquired intangible assets;



- a \$1.9 million increase in professional fees;
- a \$0.9 million increase in the cost of goods;
- a \$0.5 million increase in software subscriptions; and
- a \$0.4 million increase in allocated overhead.

The amounts above are net of \$0.5 million in savings due to the impact of foreign exchange rates.

**Operating Expenses**

*Sales and Marketing*

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Sales and marketing	\$ 258,119	\$ 192,673	\$ 65,446	34 %

The increase in sales and marketing expense of \$65.4 million was primarily due to:

- a \$41.8 million increase in personnel costs, largely associated with an increase in headcount and a \$14.9 million increase in stock-based compensation;
- an \$11.8 million increase in sales commissions, including sales commission draws, due to increased sales and the amortization of deferred commissions;
- a \$6.0 million increase in expenses for demand generation programs, including advertising, sponsorships and brand awareness efforts;
- a \$4.6 million increase in selling expenses, including travel and meeting costs and the cost of software subscriptions; and
- a \$1.3 million increase in allocated overhead.

The amounts above are net of \$2.7 million in savings due to the impact of foreign exchange rates.

*Research and Development*

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Research and development	\$ 106,649	\$ 85,714	\$ 20,935	24 %

The increase in research and development expense of \$20.9 million was primarily due to:

- a \$16.2 million increase in personnel costs, largely associated with an increase in headcount and a \$8.4 million increase in stock-based compensation;
- a \$1.7 million increase in third-party cloud infrastructure costs;
- a \$1.6 million increase in software subscription costs; and
- a \$0.9 million increase in allocated overhead.

The amounts above are net of \$1.6 million in savings due to the impact of foreign exchange rates.

*General and Administrative*

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
General and administrative	\$ 77,969	\$ 67,066	\$ 10,903	16 %

The increase in general and administrative expense of \$10.9 million was primarily due to:

- a \$9.6 million increase in personnel costs, largely associated with an increase in headcount and a \$5.7 million increase in stock-based compensation;
- a \$1.5 million increase in professional fees;
- a \$0.8 million increase in intra-entity asset transfer costs related to Cymptom;
- a \$0.7 million increase software subscription costs; and
- a \$0.6 million increase in value added and other taxes; partially offset by
- a \$3.7 million decrease in acquisition-related expenses.

The amounts above are net of \$0.5 million in savings due to the impact of foreign exchange rates.

***Interest Income, Interest Expense and Other Expense, Net***

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Interest income	\$ 2,746	\$ 324	\$ 2,422	748 %
Interest expense	(12,246)	(3,873)	(8,373)	216 %
Other expense, net	4,880	1,360	3,520	259 %

The \$2.4 million increase in interest income was due to a higher interest rate on an increased amount of cash and cash equivalents and short-term investments. Interest expense increased \$8.4 million primarily due to expense related to our Term Loan entered into in July 2021. Other expense, net increased \$3.5 million due to an increase in foreign exchange losses.

***Provision for Income Taxes***

(dollars in thousands)	Nine Months Ended September 30,		Change	
	2022	2021	(\$)	(%)
Provision for income taxes	\$ 2,629	\$ 1,822	\$ 807	44 %

In the nine months ended September 30, 2022, the provision for income taxes included:

- \$3.1 million of income taxes in foreign jurisdictions in which we conduct business;
- \$2.1 million of current expense from the restructuring of our research and development operations in Israel; and
- \$1.7 million of discrete items primarily related to withholding taxes on sales to customers; partially offset by
- a \$2.5 million benefit from releasing a valuation allowance related to the Bit Discovery acquisition; and
- \$1.8 million of deferred tax benefits related to the Alsid acquisition.

In the nine months ended September 30, 2021, the provision for income taxes included:

- \$2.8 million of current expense from the restructuring of our research and development operations in Israel;
- \$1.8 million income taxes in foreign jurisdictions in which we conduct business; and
- \$1.7 million of discrete expenses primarily related to withholding taxes on sales to customers; partially offset by

- \$2.8 million of discrete benefits, primarily related to a Supreme Court decision in India on the taxability of software license payments to nonresidents and the associated withholding taxes; and
- a \$1.7 million deferred tax benefit related to the Alsid acquisition.

## **Liquidity and Capital Resources**

At September 30, 2022, we had \$288.2 million of cash and cash equivalents, which consisted of bank deposits and money market funds, and \$259.8 million short-term investments, which consisted of commercial paper, asset backed securities, certificates of deposit, U.S. Treasury and agency obligations and corporate and supranational bonds.

Since our inception, we have primarily financed our operations through cash provided by operations, including payments received from customers using our software products and services. Prior to our IPO, we did not raise any primary institutional capital, and the proceeds of our Series A and Series B redeemable convertible preferred stock financings were used to repurchase shares of capital stock from former stockholders. We have generated significant operating losses as reflected by our accumulated deficit of \$725.3 million at September 30, 2022.

We typically invoice our customers annually in advance and, to a lesser extent, multi-years in advance. Therefore, a substantial source of our cash is from such prepayments, which are included in deferred revenue on our consolidated balance sheets. Deferred revenue consists primarily of the unearned portion of billed fees for our subscriptions and perpetual licenses, which is subsequently recognized as revenue in accordance with our revenue recognition policy. At September 30, 2022, we had deferred revenue of \$593.7 million, of which \$447.9 million was recorded as a current liability and is expected to be recognized as revenue in the next 12 months, provided all other revenue recognition criteria are met.

Our principal uses of cash in recent periods have been funding our operations, expansion of our sales and marketing and research and development activities, investments in infrastructure, including the build-out of our new headquarters, and acquiring complementary businesses and technology. In 2022, we paid \$23.0 million and \$44.0 million in cash to acquire Cymptom and Bit Discovery, respectively. We expect to enter into arrangements to acquire or invest in other complementary businesses, services and technologies, including intellectual property rights.

We expect to continue incurring operating losses in the near term. Even though we generated positive cash flows from operations and free cash flow in the nine months ended September 30, 2022, we may not be able to sustain these cash flows. We believe that our existing cash and cash equivalents and short-term investments will be sufficient to fund our operating and capital needs for at least the next 12 months and for the foreseeable future. Our future capital requirements will depend on many factors, including our revenue growth rate, subscription renewal activity, the timing and extent of spending to support further infrastructure and research and development efforts, the timing and extent of additional capital expenditures to invest in new and existing office spaces, the expansion of sales and marketing and international operating activities, any acquisitions of complementary businesses and technologies, the timing of our introduction of new product capabilities and enhancements of our platform and the continuing market acceptance of our platform. It may be necessary to seek additional equity or debt financing to fund our operating and capital needs. In the event that financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, or if we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, operating results and financial condition would be adversely affected.

### ***Term Loan and Revolving Credit Facility***

In July 2021, we entered into a credit agreement, or the Credit Agreement, which is comprised of a \$375.0 million Term Loan and a \$50.0 million Revolving Credit Facility, with a \$15.0 million letter of credit sublimit. The Term Loan bears interest at a rate of 2.75% per annum over LIBOR, subject to a 0.50% floor. The Term Loan interest rate from January 31, 2022 through July 2022 was 3.27%. Effective July 29, 2022 through October 30, 2022, the Term Loan has a variable interest rate of 5.56%. Effective October 31, 2022 through January 30, 2023, the Term loan has a variable interest rate of 7.16%. The Term Loan is being amortized at 1% per annum in equal quarterly installments until the final payment of \$350.6 million on the July 7, 2028 maturity date. We may be subject to mandatory Term Loan prepayments related to the excess cash provisions in the Credit Agreement beginning in 2023. The prepayments related to excess cash flow provisions apply if our first lien net leverage ratio (as defined in the Credit Agreement) exceeds 3.5, and at September 30,

2022, our first lien net leverage ratio was below that threshold. The Revolving Credit Facility bears interest at a rate, depending on first lien net leverage, ranging from 2.00% to 2.50% over LIBOR and matures on July 7, 2026. We pay a commitment fee during the term ranging from 0.25% to 0.375% per annum of the average daily undrawn portion of the revolving commitments based on the first lien net leverage ratio. The Credit Agreement contains customary representations and warranties and affirmative and negative covenants. Additionally, if at least 35% of the Revolving Credit Facility is drawn on the last day of the quarter, the total net leverage ratio cannot be greater than 5.50 to 1.00.

At September 30, 2022, we were in compliance with the covenants and there were no amounts outstanding under the Revolving Credit Facility.

### **Cash Flows**

The following table summarizes our cash flows for the periods presented:

(in thousands)	Nine Months Ended September 30,	
	2022	2021
Net cash provided by operating activities	\$ 99,233	\$ 74,793
Net cash used in investing activities	(108,003)	(205,013)
Net cash provided by financing activities	23,195	390,299
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(4,276)	(2,418)
Net increase in cash and cash equivalents and restricted cash	\$ 10,149	\$ 257,661

#### *Operating Activities*

Our largest source of cash provided by operating activities is cash collections from sales of our products and services, as we typically invoice our customers in advance. Our primary uses of cash are employee compensation costs, third-party cloud infrastructure and other software subscription costs, demand generation expenditures and general corporate costs.

#### *Investing Activities*

Net cash used in investing activities decreased by \$97.0 million, primarily due to a \$75.7 million decrease in net purchases of short-term investments and a \$31.5 million decrease in cash paid for acquisitions. This decrease was partially offset by a \$10.1 million increase in purchases of property and equipment, primarily related to capitalized software.

#### *Financing Activities*

Net cash provided by financing activities decreased by \$367.1 million, primarily due to \$375.0 million of proceeds from our Credit Facility in 2021 and \$2.8 million of principal payments made on our term loan. This decrease was partially offset by \$9.3 million of issuance costs related to our Credit Facility in 2021.

### **Contractual Obligations**

We have certain contractual obligations for future payments. Refer to Note 7 to our consolidated financial statements for our required operating lease payments and Note 9 for our required payments to Amazon Web Services, Inc. for cloud services.

At September 30, 2022, there were no other material changes in our contractual obligations and commitments from those disclosed in our 10-K.

### **Critical Accounting Policies and Estimates**

Our financial statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and

expenses, as well as related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

There have been no material changes to our critical accounting policies and estimates as described in our 10-K.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risks in the ordinary course of our business, including interest rate, foreign currency exchange and inflation risks.

#### ***Interest Rate Risk***

At September 30, 2022, we had \$288.2 million of cash and cash equivalents, which consisted of cash deposits and money market funds. We also had \$259.8 million of short-term investments, which consisted of commercial paper, asset backed securities, certificates of deposit, U.S. treasury and agency securities and corporate and supranational bonds. Our investments are carried at their fair market values with cumulative unrealized gains or losses recorded as a component of accumulated other comprehensive (loss) income within stockholders' equity. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. We do not enter into investments for trading or speculative purposes. Interest-earning instruments carry a degree of interest rate risk; however, a hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our financial statements.

In July 2021, we entered into the Credit Agreement comprised of a \$375.0 million Term Loan and a \$50.0 million Revolving Credit Facility. Prior to January 31, 2022, the interest rate on the Term Loan was 3.25% (2.75% plus 0.50% LIBOR floor). Effective January 31, 2022 through July 28, 2022, the Term Loan had a variable interest rate of 3.27%. Effective July 29, 2022 through October 30, 2022, the Term Loan has a variable interest rate of 5.56%. Effective October 31, 2022 through January 30, 2023, the Term loan has a variable interest rate of 7.16%.

Because the United Kingdom Financial Conduct Authority, which regulates LIBOR, announced the desire to phase out the use of LIBOR by the middle of 2023, future borrowings under our Term Loan and Revolving Credit Facility could be subject to reference rates other than LIBOR.

#### ***Foreign Currency Exchange Risk***

Substantially all of our sales contracts are denominated in U.S. dollars, with a limited number of contracts denominated in foreign currencies, including foreign denominated leases. A portion of our operating expenses are incurred outside the United States, denominated in foreign currencies and subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound, Australian dollar, Israeli New Shekel and Indian Rupee. During the three and nine-months ended September 30, 2022, the U.S. dollar strengthened compared to other currencies, which negatively impacted our international sales growth and lowered certain international operating expenses. Continued strength or further strengthening of the U.S. dollar compared to other currencies could result in lower international sales as our products would seem more expensive and could result in lower international operating costs as the U.S. dollar is the functional currency for all of our international subsidiaries. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize remeasurement and transaction gains (losses) in our consolidated statements of operations.

As the impact of foreign currency exchange rates has not been material to our historical operating results, we have not entered into derivative or hedging transactions, but we may do so in the future if our exposure to foreign currencies becomes more significant.

#### ***Inflation Risk***

We do not believe that inflation has had a material effect on our business, results of operations, or financial condition through September 30, 2022. However, if our costs, specifically employee-related and third-party cloud infrastructure

costs, were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs, and our inability or failure to do so could harm our business, results of operations, or financial condition.

#### **Item 4. Controls and Procedures**

##### ***Evaluation of Disclosure Controls and Procedures***

We maintain “disclosure controls and procedures,” as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act ), as of the end of the period covered by this Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of September 30, 2022, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in this Form 10-Q was (a) reported within the time periods specified by SEC rules and regulations, and (b) communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding any required disclosure.

##### ***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting identified in management’s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

##### ***Inherent Limitations on Effectiveness of Internal Controls***

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, results of operations, financial condition or cash flows. We have received, and may in the future continue to receive, claims from third parties asserting, among other things, infringement of their intellectual property rights. Future litigation may be necessary to defend ourselves, our partners and our customers by determining the scope, enforceability and validity of third-party proprietary rights, or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

### Item 1A. Risk Factors

*Our operations and financial results are subject to significant risks and uncertainties including those described below. You should carefully consider the risks and uncertainties described below, in addition to other information contained in this Quarterly Report on Form 10-Q, including our consolidated financial statements and related notes. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks or others not specified below materialize, our business, financial condition and results of operations could be materially and adversely affected.*

#### Selected Risks Affecting Our Business

Our business is subject to a number of risks of which you should be aware before making a decision to invest in our common stock. These risks are more fully described in this “Risk Factors” section, including the following:

- We have a history of losses and may not achieve or maintain profitability in the future.
- We face intense competition. If we do not continue to innovate and offer solutions that address the dynamic cybersecurity landscape, we may not remain competitive.
- We may not be able to sustain our revenue growth rate in the future.
- We may not be able to scale our business quickly enough to meet our customers’ growing needs.
- Our brand, reputation and ability to attract, retain and serve our customers are dependent in part upon the reliability and accuracy of our data, solutions, infrastructure and those of third parties upon which we rely. If our information technology systems or data, or those of third parties upon which we rely, are or were compromised, or if our solutions fail to detect vulnerabilities or incorrectly detect vulnerabilities, or if they contain undetected errors or defects, we could experience adverse consequences, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences.
- Our future quarterly results of operations are likely to fluctuate significantly due to a wide range of factors, which makes our future results difficult to predict.
- Our business and results of operations depend substantially on our customers renewing their subscriptions with us and expanding the number of IT assets or IP addresses under their subscriptions. Any decline in our customer renewals, terminations or failure to convince our customers to expand their use of subscription offerings would harm our business, results of operations, and financial condition.
- We rely on third parties to maintain and operate certain elements of our network infrastructure.
- We are subject to stringent and changing laws, regulations, rules, contractual obligations, policies, and other obligations related to data privacy and security. Our failure or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences.

- We rely on our third-party channel partner network of distributors and resellers to generate a substantial amount of our revenue.
- Our business, operations and financial performance may be negatively affected by adverse changes in the evolving COVID-19 pandemic.
- We rely on the performance of highly skilled personnel, including senior management and our engineering, professional services, sales and technology professionals, and our ability to increase our customer base will depend to a significant extent on our ability to expand our sales and marketing operations.

## Risks Related to Our Business and Industry

### ***We have a history of losses and may not achieve or maintain profitability in the future.***

We have historically incurred net losses, including net losses of \$70.7 million and \$35.6 million in the nine months ended September 30, 2022 and 2021, respectively. As of September 30, 2022, we had an accumulated deficit of \$725.3 million. Because the market for our offerings is highly competitive and rapidly evolving and these solutions have not yet reached widespread adoption, it is difficult for us to predict our future results of operations. Further, although we have not seen a significant adverse impact to our financial position, results of operations, cash flows and liquidity as a result of the COVID-19 pandemic as of September 30, 2022, the evolving pandemic increases the difficulty in predicting future results of operations.

While we have experienced significant revenue growth in recent periods, we are not certain whether or when we will obtain a high enough volume of sales of our offerings to sustain or increase our growth or achieve or maintain profitability in the future. We also expect our costs to increase in future periods, which could negatively affect our future operating results if our revenue does not increase at a greater rate. In particular, we expect to continue to expend substantial financial and other resources on:

- public cloud infrastructure and computing costs;
- research and development related to our offerings, including investments in our research and development team;
- sales and marketing, including a significant expansion of our sales organization, both domestically and internationally;
- continued international expansion of our business; and
- general and administrative expense, including legal and accounting expenses related to being a public company.

These investments may not result in increased revenue or growth in our business. If we are unable to increase our revenue at a rate sufficient to offset the expected increase in our costs, our business, financial position and results of operations will be harmed and we may not be able to achieve or maintain profitability over the long term. Additionally, we may encounter unforeseen operating expenses, difficulties, complications, delays and other unknown factors that may result in losses in future periods. If our revenue growth does not meet our expectations in future periods, our financial performance may be harmed, and we may not achieve or maintain profitability in the future.

### ***We face intense competition. If we do not continue to innovate and offer solutions that address the dynamic cybersecurity landscape, we may not remain competitive.***

The market for cybersecurity solutions is fragmented, intensely competitive and constantly evolving. We compete with a range of established and emerging cybersecurity software and services vendors, as well as homegrown solutions. With the introduction of new technologies and market entrants, we expect the competitive environment to remain intense going forward. Our competitors include: vulnerability management and assessment vendors, including Qualys and Rapid7; diversified security software and services vendors; endpoint security vendors with nascent vulnerability assessment capabilities, including CrowdStrike; public cloud vendors and companies, such as Palo Alto Networks, that offer solutions for cloud security (private, public and hybrid cloud); and providers of point solutions that compete with some of the features present in our solutions. We also compete against internally-developed efforts that often use open source solutions.

Some of our actual and potential competitors have significant advantages over us, such as longer operating histories, significantly greater financial, technical, marketing or other resources, stronger brand and business user recognition, larger intellectual property portfolios, government certifications and broader global distribution and presence. In addition,



our industry is evolving rapidly and is becoming increasingly competitive. Companies that are larger and more established than us are focusing on cybersecurity and could directly compete with us. For example, Microsoft has a vulnerability management offering and has continued to acquire security solutions for their cybersecurity platform. Smaller companies could also launch new products and services that we do not offer and that could gain market acceptance quickly.

In addition, some of our larger competitors have substantially broader product offerings and can bundle competing products and services with other software offerings which customers may choose even if individual products have more limited functionality than our solutions. These competitors may also offer their products at a lower price, which could increase pricing pressure on our offerings and cause the average sales price for our offerings to decline. These larger competitors are also often better positioned to withstand any significant reduction in capital spending, and will therefore not be as susceptible to economic downturns. One component of our enterprise platform involves assessing Cyber Exposure in a public cloud environment. We are dependent upon the providers to allow our solutions to access their cloud offerings. If one or more cloud providers elected to offer exclusively their own cloud security product or otherwise eliminate the ability of our solutions to access their cloud on behalf of our customers, our business and financial results could be harmed.

Additionally, the cybersecurity market is characterized by very rapid technological advances, changes in customer requirements, frequent new product introductions and enhancements and evolving industry standards. Our success depends on continued innovation to provide features that make our solutions responsive to the cybersecurity landscape, including the shift to employees working from home or in hybrid environments and the increasing adoption by organizations of cloud or hybrid cloud architectures. Developing new solutions and product enhancements is uncertain, expensive and time-consuming, and there is no assurance that such activities will result in significant cost savings, revenue or other expected benefits. If we spend significant time and effort on research and development and are unable to generate an adequate return on our investment, our business and results of operations may be materially and adversely affected. Further, we may not be able to successfully anticipate or adapt to changing technology or customer requirements or the dynamic threat landscape on a timely basis, or at all, which would impair our ability to execute on our business strategy. Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements or new or evolving attacks by, or indicators of compromise that identify, cyber bad actors.

Furthermore, our current and potential competitors may establish cooperative relationships among themselves or with third parties that may further enhance their resources and products and services offerings in the markets we address. In addition, current or potential competitors may be acquired by third parties with greater available resources, which may enable them to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their products and services, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their product and service offerings more quickly than we do. For all of these reasons, we may not be able to compete successfully against our current or future competitors.

***We may not be able to sustain our revenue growth rate in the future.***

From the nine months ended September 30, 2021 to the nine months ended September 30, 2022, our revenue grew from \$392.1 million to \$498.6 million, representing year over year growth of 27%. This growth was primarily from an increase in subscription revenue. Although we have experienced rapid growth historically and currently have high customer renewal rates, we may not continue to grow as rapidly in the future due to a decline in our renewal rates, failure to attract new customers or other factors. Any success that we may experience in the future will depend in large part on our ability to, among other things:

- maintain and expand our customer base;
- increase revenue from existing customers through increased or broader use of our offerings within their organizations;
- improve the performance and capabilities of our offerings through research and development or the integration of acquired products and capabilities;
- continue to develop and expand our enterprise platform;
- maintain the rate at which customers purchase and renew subscriptions to our enterprise platform offerings;
- continue to successfully expand our business domestically and internationally; and
- successfully compete with other companies.

If we are unable to maintain consistent revenue or revenue growth, including as a result of macroeconomic conditions, our stock price could be volatile, and it may be difficult to achieve and maintain profitability. You should not rely on our revenue for any prior quarterly or annual periods as any indication of our future revenue or revenue growth.

We may be unable to rapidly and efficiently adjust our cost structure in response to significant revenue declines, which could adversely affect our operating results.

***We recognize substantially all of our revenue ratably over the term of our subscriptions and, to a lesser extent, perpetual licenses ratably over an expected period of benefit and, as a result, downturns in sales may not be immediately reflected in our operating results.***

We recognize substantially all of our revenue ratably over the terms of our subscriptions with customers, which generally occurs over a one-year period and, for our perpetual licenses, over a five-year expected period of benefit. As a result, a substantial portion of the revenue that we report in each period will be derived from the recognition of deferred revenue relating to agreements entered into during previous periods. Consequently, a decline in new sales or renewals in any one period, including as a result of macroeconomic conditions, may not be immediately reflected in our revenue results for that period. This decline, however, would negatively affect our revenue in future periods. Accordingly, the effect of significant downturns in sales and market acceptance of our solutions and potential changes in our rate of renewals may not be fully reflected in our results of operations until future periods. This also makes it difficult for us to rapidly increase our revenue growth through additional sales in any period, as revenue from new customers generally will be recognized over the term of the applicable agreement.

***We may not be able to scale our business quickly enough to meet our customers' growing needs.***

As usage of our enterprise platform grows, and as customers expand in size or expand the number of IT assets or IP addresses under their subscriptions, we may need to devote additional resources to improving our technology architecture, integrating with third-party systems and maintaining infrastructure performance. In addition, we will need to appropriately scale our sales and marketing headcount, as well as grow our third-party channel partner network, to serve our growing customer base. If we are unable to scale our business appropriately, it could reduce the attractiveness of our solutions to customers, resulting in decreased sales to new customers, lower renewal rates by existing customers or the issuance of service credits or requested refunds, each of which could hurt our revenue growth and our reputation. Even if we are able to upgrade our systems and expand our personnel, any such expansion will be expensive and complex, requiring management time and attention. We could also face inefficiencies or operational failures as a result of our efforts to scale our infrastructure. Moreover, there are inherent risks associated with upgrading, improving and expanding our information technology systems. We cannot be sure that the expansion and improvements to our infrastructure and systems will be fully or effectively implemented on a timely basis, if at all. These efforts may reduce revenue and our margins and adversely impact our financial results.

***If our enterprise platform offerings do not interoperate with our customers' network and security infrastructure, including remote devices, or with third-party products, websites or services, our results of operations may be harmed.***

Our enterprise platform offerings, Tenable.ep, Tenable.io, Tenable.cs, Tenable.ad, Tenable.ot and Tenable.sc, must interoperate with our customers' existing network and security infrastructure, including remote devices. These complex systems are developed, delivered and maintained by the customer, their employees and a myriad of vendors and service providers. As a result, the components of our customers' infrastructure, including remote devices, have different specifications, rapidly evolve, utilize multiple protocol standards, include multiple versions and generations of products and may be highly customized. We must be able to interoperate and provide our security offerings to customers with highly complex and customized networks, including remote devices, which requires careful planning and execution between our customers, our customer support teams and our channel partners. Further, when new or updated elements of our customers' infrastructure, new usage trends, such as remote and hybrid work, or new industry standards or protocols are introduced, we may have to update or enhance our cloud platform and our other solutions to allow us to continue to provide service to customers. Our competitors or other vendors may refuse to work with us to allow their products to interoperate with our solutions, which could make it difficult for our cloud platform to function properly in customer networks that include these third-party products.

We may not deliver or maintain interoperability quickly or cost-effectively, or at all. These efforts require capital investment and engineering resources. If we fail to maintain compatibility of our cloud platform and our other solutions with our customers' network and security infrastructures, including for remote devices, our customers may not be able to fully utilize our solutions, and we may, among other consequences, lose or fail to increase our market share and experience reduced demand for our services, which would materially harm our business, operating results and financial condition.

***Our brand, reputation and ability to attract, retain and serve our customers are dependent in part upon the reliability and accuracy of our data, solutions, infrastructure and those of third parties upon which we rely. If our information technology systems or data, or those of third parties upon which we rely, are or were compromised, or if our solutions fail to detect vulnerabilities or incorrectly detect vulnerabilities, or if they contain undetected errors or defects, we could experience adverse consequences.***

In the ordinary course of our business, we may collect, store, use, transmit, disclose or otherwise process proprietary, confidential, and sensitive information, including personal information, intellectual property, and trade secrets.

We sell cybersecurity products and, as a result, may be at increased risk of being a target of cyberattacks designed to penetrate our platform or internal systems, to compromise our data, alter or modify our source code, or to otherwise impede the performance of our products. Threats to information systems and data come from a variety of sources. In addition to computer "hackers," threat actors, personnel (such as through theft or misuse), "hacktivists," organized criminal threat actors, sophisticated nation-states and nation-state-supported actors now engage and are expected to continue to engage in cyber-attacks. Nation-state actors and nation-state-supported actors may engage in such attacks for geopolitical reasons and in conjunction with military conflicts and defense activities, including the ongoing invasion of Ukraine by Russia. During times of war and other major conflicts, we, third parties upon which we may rely, and our customers may be vulnerable to a heightened risk of these threats, including retaliatory cyber-attacks that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our goods and services. We, our customers, and the third parties upon which we rely may be subject to a variety of evolving threats, which are prevalent, continue to rise, and increasingly difficult to detect. These threats include but are not limited to: social-engineering attacks (including through phishing attacks); credential harvesting; malicious code (such as viruses and worms); malware (including as a result of persistent threat intrusions); denial-of-service attacks (such as credential stuffing); personnel misconduct or error; ransomware attacks; supply-chain attacks; software bugs; server malfunctions; software or hardware failures; loss of data or other information technology assets; adware; telecommunications failures, and other similar threats. Ransomware attacks, including those from organized criminal threat actors, nation-states and nation-state supported actors, are becoming increasingly prevalent and severe and can lead to significant interruptions, delays, or outages in our operations, loss of data, loss of income, significant extra expenses to restore data or systems, reputational loss and the diversion of funds. To alleviate the financial, operational and reputational impact of a ransomware attack, it may be necessary to make extortion payments, but we may be unable to do so if, for example, applicable laws prohibit such payments. The increased prevalence of remote work and use of remote devices has increased risks to our information technology systems and data, as more of our employees utilize network connections, computers and devices outside of our premises or network, including working at home, while in transit and in public locations. Furthermore, future or past business transactions, such as acquisitions or integrations, could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies.

We are incorporated into the supply chain of a large number of companies worldwide and, as a result, if our solutions are compromised, a significant number or, in some instances, all of our customers and their data could be simultaneously affected. The potential liability and associated consequences we could suffer as a result of such a large-scale event could be catastrophic and result in irreparable harm.

We rely on third party service providers and technologies to operate critical business systems, including processing confidential and sensitive information, including, without limitation, cloud-based infrastructure, data center facilities, encryption and authentication technology, employee email and other functions. We may also rely on third-party service providers to provide other products, services, or otherwise operate our business. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place. If our third-party service providers experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if our third party service providers fail to satisfy their privacy or

security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such reward. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third-party partners' supply chains have not been compromised.

Any of these or similar threats could cause a security incident or other interruption that can result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our proprietary, confidential, and sensitive information or our information technology systems, or those of the third parties upon whom we rely. Because the techniques used to obtain unauthorized access, insert malicious code or otherwise sabotage systems change frequently and may not immediately produce signs of intrusion, we may be unable to implement adequate preventative measures or timely discover these intrusions. We may expend significant resources or modify our business activities to try to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures, industry-standard or reasonable security measures to protect our information technology systems and sensitive information.

If we, or a third party upon which we rely, experience a security incident or interruption, or are perceived to have experienced a security incident or interruption, we may experience adverse consequences. These consequences may include: government enforcement actions (for example, investigations, fines, penalties, audits, and inspections); additional reporting obligations and/or oversight; restrictions on processing information (including personal information); litigation (including class claims); indemnification obligations; negative publicity; reputational harm; monetary fund diversions; interruptions of our operations (including availability of data); financial loss; and other similar harm.

While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We have experienced, and may in the future experience, disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, deliberate or unintentional human or software errors, capacity constraints and fraud or cybersecurity attacks. Any disruptions or other performance problems with our solutions could harm our reputation and business and may damage our customers' businesses, including by interrupting their networking traffic or operational technology environments. Interruptions in our service delivery might reduce our revenue, cause us to issue credits to customers, subject us to potential liability and cause customers to not renew their purchases of our solutions.

In addition, if our solutions fail to detect vulnerabilities in our customers' cybersecurity infrastructure, including for remote devices, or if our solutions fail to identify new and increasingly complex methods of cyberattacks, our business and reputation may suffer. There is no guarantee that our solutions will detect all vulnerabilities, especially in light of the rapidly changing security landscape to which we must respond, including as a result of the increased remote or hybrid work environments. Additionally, our solutions may falsely detect vulnerabilities or threats that do not actually exist. For example, our solutions rely on information provided by an active community of users who contribute new exploits, attacks and vulnerabilities. If the information from these third parties is inaccurate, the potential for false indications of security vulnerabilities increases. These false positives, while typical in the industry, may impair the perceived reliability of our offerings and adversely impact market acceptance of our products and could result in negative publicity, loss of customers and sales and increased costs to remedy any problem. Additionally, our business depends upon the appropriate and successful implementation of our product by our customers. If our customers fail to use our solutions according to our specifications, our customers may suffer a security incident on their own systems or other adverse consequences.

We have experienced errors or defects in the past in connection with the release of new solutions and product upgrades, and we expect that these errors or defects will be found from time to time in the future in new or enhanced solutions after commercial release. In addition, we use third parties to assist in the development of our products and these third parties could be a source of errors or defects. Defects may cause our solutions to be vulnerable to attacks, cause them to fail to detect vulnerabilities, or temporarily interrupt customers' networking traffic or operational technology environments, any of which may damage our customers' business and could hurt our reputation. If our solutions fail to detect vulnerabilities for any reason, we may incur significant costs, the attention of our key personnel could be diverted, our customers may delay or withhold payment to us or elect not to renew or other significant customer relations problems may arise. We may also be subject to liability claims for damages related to errors or defects in our solutions. A material liability claim or other occurrence that harms our reputation or decreases market acceptance of our solutions may harm our business and operating results.

Data protection requirements may also require us to notify relevant stakeholders of security incidents, including affected individuals, partners, collaborators, customers, regulators, law enforcement agencies and others. Such disclosures are costly, and the disclosures or failure to comply with such requirements could lead to adverse impacts, including reputational harm or fines and penalties. There can be no assurance that any limitations or exclusions of liabilities in our contracts would be enforceable or adequate or would otherwise protect us from liabilities or damages if we fail to comply with data protection requirements related to information security or security incidents. We cannot be sure that our insurance coverage will be adequate or otherwise protect us from or adequately mitigate liabilities or damages with respect to claims, costs, expenses, litigation, fines, penalties, business loss, data loss, regulatory actions or other impacts arising out of security incidents.

***Our future quarterly results of operations are likely to fluctuate significantly due to a wide range of factors, which makes our future results difficult to predict.***

Our revenue and results of operations have historically varied from period to period, and we expect that they will continue to do so as a result of a number of factors, many of which are outside of our control, including:

- the level of demand for our enterprise platform;
- the introduction of new products and product enhancements by existing competitors or new entrants into our market, and changes in pricing for solutions offered by us or our competitors;
- the rate of renewal of subscriptions, and extent of expansion of assets under such subscriptions, with existing customers;
- the mix of customers licensing our products on a subscription basis as compared to a perpetual license;
- large customers failing to renew their subscriptions;
- the size, timing and terms of our subscription agreements with new customers;
- our ability to interoperate our solutions with our customers' network and security infrastructure, including remote devices;
- the timing and growth of our business, in particular through our hiring of new employees and international expansion;
- network outages, security breaches, technical difficulties or interruptions with our solutions (including security breaches by our service providers or vendors);
- changes in the growth rate of the markets in which we compete;
- the length of the license term, amount prepaid and other material terms of subscriptions to our solutions sold during a period;
- customers delaying purchasing decisions in anticipation of new developments or enhancements by us or our competitors or otherwise;
- changes in customers' budgets;
- seasonal variations related to sales and marketing and other activities, such as expenses related to our customers;
- our ability to increase, retain and incentivize the channel partners that market and sell our solutions;
- our ability to integrate our solutions with our ecosystem partners' technology;
- our ability to integrate any future acquisitions of businesses;
- our brand and reputation;
- the timing of our adoption of new or revised accounting pronouncements applicable to public companies and the impact on our results of operations;
- our ability to control costs, including our operating expenses, such as third-party cloud infrastructure costs and facilities costs;
- our ability to hire, train and maintain our direct sales force;
- unforeseen litigation and intellectual property infringement;
- fluctuations in our effective tax rate;
- general economic and political conditions, both domestically and internationally, as well as economic conditions specifically affecting industries in which our customers operate; and
- other events or factors, including those resulting from pandemics such as COVID-19, war, incidents of terrorism or responses to these events.

Any one of these or other factors discussed elsewhere in this Quarterly Report on Form 10-Q, or the cumulative effect of some of these factors, may result in fluctuations in our revenue and operating results, meaning that quarter-to-quarter

comparisons of our revenue, results of operations and cash flows may not necessarily be indicative of our future performance and may cause us to miss our guidance and analyst expectations and may cause our stock price to decline.

In addition, we have historically experienced seasonality in entering into agreements with customers. We typically enter into a significantly higher percentage of agreements with new customers, as well as renewal agreements with existing customers, in the third and fourth quarters. The increase in customer agreements in the third quarter is primarily attributable to U.S. government and related agencies, and the increase in the fourth quarter is primarily attributable to large enterprise account buying patterns typical in the software industry. We expect that seasonality will continue to affect our operating results in the future and may reduce our ability to predict cash flow and optimize the timing of our operating expenses.

***Our business and results of operations depend substantially on our customers renewing their subscriptions with us and expanding the number of IT assets or IP addresses under their subscriptions. Any decline in our customer renewals, terminations or failure to convince our customers to expand their use of subscription offerings would harm our business, results of operations, and financial condition.***

Our subscription offerings are term-based and a majority of our subscription contracts are for one year in duration. In order for us to maintain or improve our results of operations, it is important that a high percentage of our customers renew their subscriptions with us when the existing subscription term expires, and renew on the same or more favorable terms. Our customers have no obligation to renew their subscriptions, and we may not be able to accurately predict customer renewal rates. In addition, the growth of our business depends in part on our customers expanding their use of subscription offerings and related services. Historically, some of our customers have elected not to renew their subscriptions with us for a variety of reasons, including as a result of changes in their strategic IT priorities, budgets, costs and, in some instances, due to competing solutions. Our retention rate may also decline or fluctuate if our existing customers choose to reduce or delay technology spending in response to economic conditions, including those resulting from exchange rate fluctuations relative to the U.S. dollar that make our products more expensive to existing customers, and decades-high inflation, that could lead to decreased spending, as well as a result of a number of other factors, including our customers' satisfaction or dissatisfaction with our software, the increase in the contract value of subscription and support contracts from new customers, the effectiveness of our customer support services, our pricing, the prices of competing products or services, mergers and acquisitions affecting our customer base, global economic conditions, and the other risk factors described in this Quarterly Report on Form 10-Q. Additionally, many of our customers, including certain top customers, have the right to terminate their agreements with us for convenience and for other reasons. We cannot assure you that customers will maintain their agreements with us, renew subscriptions or increase their usage of our software. If our customers do not maintain or renew their subscriptions or renew on less favorable terms, or if we are unable to expand our customers' use of our software, our business, results of operations, and financial condition may be harmed.

***We must maintain and enhance our brand.***

We believe that developing and maintaining widespread awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our enterprise platform and attracting new customers. Brand promotion activities may not generate customer awareness or increase revenue and, even if they do, any increase in revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses, we may fail to attract or retain customers necessary to realize a sufficient return on our brand-building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of our solutions.

***We rely on third parties to maintain and operate certain elements of our network infrastructure.***

We utilize data centers located in North America, Europe and Asia to operate and maintain certain elements of our own network infrastructure. Some elements of this complex system are operated by third parties that we do not control and that could require significant time to replace. We expect this dependence on third parties to continue. For example, Tenable.io is hosted on Amazon Web Services, or AWS, which provides us with computing and storage capacity. Interruptions in our systems or the third-party systems on which we rely, particularly AWS, whether due to system failures, computer viruses or cyber threats, physical or electronic break-ins or other factors, could affect the security or availability of our solutions, network infrastructure and website.



Our existing data center facilities and third-party hosting providers have no obligations to renew their agreements with us on commercially reasonable terms or at all, and certain of the agreements governing these relationships may be terminated by either party with notice or access to hosting services may be restricted by the provider at any time, with no or limited notice. For example, our agreement with AWS allows AWS to terminate the agreement with two years' written notice and allows AWS, under certain circumstances, to temporarily restrict access to hosting services provided by AWS without prior notice. Although we expect that we could receive similar services from other third parties, if any of our arrangements with third parties, including AWS, are terminated, we could experience interruptions on our platform and in our ability to make our platform available to customers, as well as downtime, delays and additional expenses in arranging alternative cloud infrastructure services.

It is possible that our customers and potential customers would hold us accountable for any breach of security affecting third parties' infrastructure. We may incur significant liability from those customers and from third parties with respect to any such breach. Because our agreement with AWS limits their liability for damages, we may not be able to recover a material portion of our liabilities to our customers and third parties from AWS in the event of any breach affecting AWS systems.

***Organizations may be reluctant to purchase our enterprise platform offerings that are cloud-based due to the actual or perceived vulnerability of cloud solutions.***

Some organizations, including those in the defense industry and highly regulated industries such as healthcare and financial services, have historically been reluctant to use cloud-based solutions for cybersecurity because they have concerns regarding the risks associated with the reliability or security of the technology delivery model associated with these solutions. If we or other software companies with cloud-based offerings experience security incidents, breaches of customer data, disruptions in service delivery or other problems, the market for cloud-based solutions as a whole may be negatively impacted, which in turn would negatively impact our revenue and our growth prospects.

***Our sales cycle is long and unpredictable.***

The timing of sales of our offerings is difficult to forecast because of the length and unpredictability of our sales cycle, particularly with large enterprises and with respect to certain of our solutions. We sell our solutions primarily to IT departments that are managing a growing set of user and compliance demands, which has increased the complexity of customer requirements to be met and confirmed during the sales cycle and prolonged our sales cycle. Our average sales cycle with an enterprise customer is approximately four months, although unfavorable macroeconomic conditions and the extent to which we continue to enter into larger deals, could result in longer average sales cycles. Further, the length of time that potential customers devote to their testing and evaluation, contract negotiation and budgeting processes varies significantly, depending on the size of the organization and nature of the product or service under consideration. Macroeconomic uncertainty, including foreign exchange rates and inflation, have and could continue to impact the budgets and purchasing decisions and processes of certain of our customers and prospective customers, some of whom have added additional controls on expenditures and require additional internal approvals of expenditures, even if relatively small in dollar amount, all of which could lengthen our average sales cycle. In addition, we might devote substantial time and effort to a particular unsuccessful sales effort, and as a result, we could lose other sales opportunities or incur expenses that are not offset by an increase in revenue, which could harm our business.

***We are subject to stringent and changing laws, regulations, rules, contractual obligations, policies, and other obligations related to data privacy and security. Our failure, or perceived failure to comply with such obligations, could lead to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences.***

In the ordinary course of our business, we collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (collectively, "processing") personal information and other sensitive information, including proprietary and confidential business information, trade secrets, intellectual property, and sensitive third-party information. Our data processing activities subject us to numerous data privacy and security obligations, such as various laws, rules, regulations, guidance, industry standards, external and internal privacy and

security policies, contracts, and other obligations that govern the processing of personal information by us and on our behalf.

In the United States, federal, state, and local governments have enacted numerous data privacy security laws, including data breach notification laws, personal information privacy laws, consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws (e.g., wiretapping laws). For example, the California Consumer Privacy Act, or the CCPA, imposes obligations on covered businesses to provide specific disclosures in privacy notices and honor requests of California residents to exercise certain rights related to their personal information. The CCPA allows for statutory fines for noncompliance (up to \$7,500 per violation). Further, the California Privacy Rights Act, or CPRA, operative on January 1, 2023, will expand the CCPA to apply to personal information of business representatives and employees and will establish a new regulatory agency to implement and enforce the law, which could increase the risk of an enforcement action. Other states, such as Virginia and Colorado, have enacted data privacy laws, and similar laws are being considered in several other states, as well as at the federal and local levels. These developments may further complicate compliance efforts and may increase legal risk and compliance costs for us, the third parties upon whom we rely, and our customers.

Outside the United States, an increasing number of laws, regulations, and industry standards govern data privacy and security. For example, the European Union's General Data Protection Regulation, or EU GDPR, and the United Kingdom's GDPR, or UK GDPR, impose strict requirements for processing the personal information of individuals. Violations of these obligations carry significant potential consequences. For example, under the EU GDPR, government regulators may impose temporary or definitive bans on processing, as well as fines of up to €20 million or 4% of the annual global revenue, whichever is greater. We have an internal data privacy function that oversees and supervises our compliance with European and UK data protection regulations but, despite our efforts, we may fail, or be perceived to have failed, to comply. Canada's Personal Information Protection and Electronic Documents Act, or PIPEDA, and various related provincial laws, Canada's Anti-Spam Legislation, or CASL, and Brazil's General Data Protection Law (Law No. 13,709/2018), or Lei Geral de Proteção de Dados Pessoais, or LGPD, may apply to our operations. The LGPD broadly regulates processing personal data of individuals in Brazil and imposes compliance obligations and penalties comparable to those of the EU GDPR. Additionally, we also target customers in Asia and may be subject to new and emerging data privacy regimes in Asia, including China's Personal Information Protection Law, Japan's Act on the Protection of Personal Information, and Singapore's Personal Data Protection Act.

In addition, we may be unable to transfer personal data from Europe and other jurisdictions to the United States or other countries due to data localization requirements or limitations on cross-border data flows. Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the European Economic Area, or EEA, and the United Kingdom, or UK, have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws it believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and UK to the United States in compliance with law, such as the EEA and UK's standard contractual clauses, these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States. If there is no lawful manner for us to transfer personal data from the EEA, the UK, or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. Some European regulators have prevented companies from transferring personal data out of Europe for allegedly violating the GDPR's cross-border data transfer limitations.

In addition to data privacy and security laws, we may be contractually subject to industry standards adopted by industry groups and may become subject to such obligations in the future. Furthermore, we may also be bound by other contractual obligations relating to data privacy and security, and our efforts to comply with such obligations may not be successful. For example, certain privacy laws, such as the GDPR and the CCPA, require our customers to impose specific



contractual restrictions on their service providers. Additionally, some of our customer contracts may require us to host personal data locally.

We may publish privacy policies, marketing materials and other statements, such as compliance with certain certifications or self-regulatory principles, regarding data privacy and security. If these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators, or other adverse consequences.

Our obligations related to data privacy and security are quickly changing in an increasingly stringent fashion, creating some uncertainty as to the effective future legal framework. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or in conflict among jurisdictions. Preparing for and complying with these obligations requires us to devote significant resources. These obligations may necessitate changes to our services, information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. Existing and proposed laws and regulations can be costly to comply with, can delay or impede the development or adoption of our products and services and require significant management time and attention. Although we endeavor to comply with all data privacy and security obligations, we may at times fail (or be perceived to have failed) to do so. Moreover, despite our efforts, our personnel or third parties upon which we rely may fail to comply with such obligations, which could negatively impact our business operations and compliance posture. If we or the third parties upon which we rely fail, or are perceived to have failed, to address or comply with applicable data privacy and security obligations, we could face significant consequences. These consequences include, but are not limited to: government enforcement actions (such as investigations, fines, penalties, audits, inspections, and similar); litigation (including class-action related claims); additional reporting requirements and/or oversight; bans on processing personal data; and orders to destroy or not use personal data. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: interruptions or stoppages in our business operations, inability to process personal information or operate in certain jurisdictions; limited ability to develop or commercialize our products; expenditure of time and resources to defend any claim or inquiry; reputational harm; loss of customers; reduction in the use of our products; or revision or restricting of our operations.

***We rely on our third-party channel partner network of distributors and resellers to generate a substantial amount of our revenue.***

Our success is dependent in part upon establishing and maintaining relationships with a variety of channel partners that we utilize to extend our geographic reach and market penetration. We use a two-tiered, indirect fulfillment model whereby we sell our products and services to our distributors, which in turn sell to our resellers, which then sell to our end users, which we call customers. We anticipate that we will continue to rely on this two-tiered sales model in order to help facilitate sales of our offerings as part of larger purchases in the United States and to grow our business internationally. In the nine months ended September 30, 2022 and 2021, we derived 92% of our revenue from subscriptions and perpetual licenses sold through channel partners, and the percentage of revenue derived from channel partners may continue to increase in future periods. Ingram Micro, Inc., a distributor, accounted for 38% and 40% of our revenue in the nine months ended September 30, 2022 and 2021, respectively, and 38% of our accounts receivable as of September 30, 2022. Our agreements with our channel partners, including our agreement with Ingram Micro, are non-exclusive and do not prohibit them from working with our competitors or offering competing solutions, and some of our channel partners may have more established relationships with our competitors. Similarly, our channel partners have no obligations to renew their agreements with us on commercially reasonable terms or at all, and certain of the agreements governing these relationships may be terminated by either party at any time, with no or limited notice. For example, our agreement with Ingram Micro allows Ingram Micro to terminate the agreement in their discretion upon 30 days' written notice to us. If our channel partners choose to place greater emphasis on products of their own or those offered by our competitors or a result of an acquisition, competitive factors or other reasons do not continue to market and sell our solutions in an effective manner or at all, our ability to grow our business and sell our solutions, particularly in key international markets, may be adversely affected. In addition, our failure to recruit additional channel partners, or any reduction or delay in their sales of our solutions and professional services, including as a result of economic uncertainty, or conflicts between channel sales and our direct sales and marketing activities may harm our results of operations. Finally, even if we are successful, our relationships with channel partners may not result in greater customer usage of our solutions and professional services or increased revenue.

***Our business, operations and financial performance may be negatively affected by adverse changes in the evolving COVID-19 pandemic.***

As of September 30, 2022, we have not seen a significant adverse impact to our financial position, results of operations, cash flows and liquidity as a result of the COVID-19 pandemic, and the extent to which the COVID-19 pandemic may adversely affect us in the future is uncertain and would depend on the spread or severity of COVID-19 infections and the resulting societal impact, and response thereto, could have material adverse impacts on our business, operations and financial performance.

In response to the easing of the travel and other public health restrictions, including state and local orders across the United States and in countries in which we operate, we have implemented hybrid work policies for our global workforce and continue to update our employee health and safety policies, including relating to business travel and in-person office work to reflect the current COVID-19 environment. As conditions permit, we will continue to allow in-person activities, including business travel and in-person work at our global office locations, including at our headquarters. In-person work at our offices or business travel could expose our employees to health risks, and us to associated liability, and could create additional risks and operational challenges that require us to make additional investments in the design, implementation and enforcement of new workplace and travel health and safety protocols. We expect to continue our hybrid work policies indefinitely and that many employees will choose to continue to work remotely or a hybrid of in-person and remote work, which presents risks, uncertainties and costs that could affect our performance, including operational and workplace culture challenges, uncertainty regarding office space needs and heightened vulnerability to cyberattacks.

Adverse developments in the COVID-19 pandemic, including with respect to economic, social or labor instability or prolonged contractions in the industries in which our customers or partners operate, could also impact our partners, customers and service providers, which could lead such parties to attempt to renegotiate contracts and obtain concessions, which could materially and negatively impact our operating results, financial condition and prospects. Because our platform offerings are primarily sold on a subscription basis, any such adverse effects may not be fully reflected in our operating results until future periods, and such effects may be offset by temporary decreases in our expenses related to restrictions on the conduct of our business. An increase or extended period of global supply chain and economic disruption as a result of the COVID-19 pandemic could have a material negative impact on our business, results of operations, access to sources of liquidity and financial condition, though the full extent and duration of these impacts is uncertain. Accordingly, we do not yet know the full extent of potential impacts on our business and operations, or those of our partners and customers, or the global economy as a whole.

In addition, to the extent the ongoing COVID-19 pandemic adversely affects our business and results of operations, it may also have the effect of heightening many of the other risks and uncertainties described in this “Risk Factors” section.

***A portion of our revenue is generated from subscriptions and perpetual licenses sold to domestic governmental entities, foreign governmental entities and other heavily regulated organizations, which are subject to a number of challenges and risks.***

A portion of our revenue is generated from subscriptions and perpetual licenses sold to governmental entities in the United States. Additionally, many of our current and prospective customers, such as those in the financial services, energy, insurance and healthcare industries, are highly regulated and may be required to comply with more stringent regulations in connection with subscribing to and implementing our enterprise platform. Selling licenses to these entities can be highly competitive, expensive and time-consuming, often requiring significant upfront time and expense without any assurance that we will successfully complete a sale. Governmental demand and payment for our enterprise platform may also be impacted by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our enterprise platform. In addition, governmental entities have the authority to terminate contracts at any time for the convenience of the government, which creates risk regarding revenue anticipated under our existing government contracts.

Further, governmental and highly regulated entities often require contract terms that differ from our standard customer arrangements, including terms that can lead to those customers obtaining broader rights in our solutions than would be expected under a standard commercial contract and terms that can allow for early termination. The U.S. government will be able to terminate any of its contracts with us either for its convenience or if we default by failing to perform in

accordance with the contract schedule and terms. Termination for convenience provisions would generally enable us to recover only our costs incurred or committed, settlement expenses, and profit on the work completed prior to termination. Termination for default provisions do not permit these recoveries and would make us liable for excess costs incurred by the U.S. government in procuring undelivered items from another source. Contracts with governmental and highly regulated entities may also include preferential pricing terms. In the United States, federal government agencies may promulgate regulations, and the President may issue executive orders, requiring federal contractors to adhere to different or additional requirements after a contract is signed. If we do not meet applicable requirements of law or contract, we could be subject to significant liability from our customers or regulators. Even if we do meet these requirements, the additional costs associated with providing our enterprise platform to government and highly regulated customers could harm our operating results. Moreover, changes in the underlying statutory and regulatory conditions that affect these types of customers could harm our ability to efficiently provide them access to our enterprise platform and to grow or maintain our customer base. In addition, engaging in sales activities to foreign governments introduces additional compliance risks, including risks specific to anti-bribery regulations, including the U.S. Foreign Corrupt Practices Act of 1977, as amended, or the FCPA, the U.K. Bribery Act 2010 and other similar statutory requirements prohibiting bribery and corruption in the jurisdictions in which we operate. Further, in some jurisdictions we may be required to obtain government certifications, which may be costly to maintain and, if we lost such certifications in the future or if such certification requirements changed, would restrict our ability to sell to government entities until we have attained such certifications.

Some of our revenue is derived from contracts with U.S. government entities, as well as subcontracts with higher-tier contractors. As a result, we are subject to federal contracting regulations, including the Federal Acquisition Regulation, or the FAR. Under the FAR, certain types of contracts require pricing that is based on estimated direct and indirect costs, which are subject to change.

In connection with our U.S. government contracts, we may be subject to government audits and review of our policies, procedures, and internal controls for compliance with contract terms, procurement regulations, and applicable laws. In certain circumstances, if we do not comply with the terms of a contract or with regulations or statutes, we could be subject to contract termination or downward contract price adjustments or refund obligations, could be assessed civil or criminal penalties, or could be debarred or suspended from obtaining future government contracts for a specified period of time. Any such termination, adjustment, sanction, debarment or suspension could have an adverse effect on our business.

In the course of providing our solutions and professional services to governmental entities, our employees and those of our channel partners may be exposed to sensitive government information. Any failure by us or our channel partners to safeguard and maintain the confidentiality of such information could subject us to liability and reputational harm, which could materially and adversely affect our results of operations and financial performance.

***Our pricing model subjects us to various challenges that could make it difficult for us to derive expected value from our customers and we may need to reduce our prices or change our pricing model to remain competitive.***

Subscriptions and perpetual licenses to our enterprise platform are generally priced based on the number of IP addresses or total IT assets that can be monitored. We expect that we may need to change our pricing from time to time. As competitors introduce new products that compete with ours or reduce their prices, we may be unable to attract new customers or retain existing customers based on our historical pricing. We also must determine the appropriate price to enable us to compete effectively internationally. Moreover, mid- to large-size enterprises may demand substantial price discounts as part of the negotiation of sales contracts and, as the amount of IT assets or IP addresses within our customers' organization grows, we may face additional pressure from our customers regarding our pricing. As a result, we may be required or choose to reduce our prices or change our pricing model, which could adversely affect our business, revenue, operating margins and financial condition.

Further, our subscription agreements and perpetual licenses generally provide that we can audit our customers' use of our offerings to ensure compliance with the terms of such agreement or license and monitor an increase in IT assets and IP addresses being monitored. However, a customer may resist or refuse to allow us to audit their usage, in which case we may have to pursue legal recourse to enforce our rights under the agreement or license, which would require us to spend money, distract management and potentially adversely affect our relationship with our customers and users.

***If our enterprise platform offerings do not achieve sufficient market acceptance, our results of operations and competitive position will suffer.***

We spend substantial amounts of time and money to research and develop and enhance our enterprise platform offerings to meet our customers' rapidly evolving demands. In addition, we invest in efforts to continue to add capabilities to our existing products and enable the continued detection of new network vulnerabilities. We typically incur expenses and expend resources upfront to market, promote and sell our new and enhanced offerings. Therefore, when we develop and introduce new or enhanced offerings, they must achieve high levels of market acceptance in order to justify the amount of our investment in developing and bringing them to market, and if these new or enhanced offerings do not garner widespread market adoption and implementation, our operating results and competitive position could suffer.

Further, we may make enhancements to our offerings that our customers do not like, find useful or agree with. We may also discontinue certain features, begin to charge for certain features that are currently free or increase fees for any of our features or usage of our offerings.

Our new offerings or enhancements and changes to our existing offerings could fail to attain sufficient market acceptance for many reasons, including:

- failure to predict market demand accurately, including changes in demand as a result of macroeconomic trends, in terms of functionality and to supply offerings that meets this demand in a timely fashion;
- defects, errors or failures;
- negative publicity about their performance or effectiveness;
- delays in releasing our new offerings or enhancements to our existing offerings to the market;
- introduction or anticipated introduction of competing products by our competitors;
- poor business conditions for our customers, including as a result of difficult macroeconomic conditions, causing them to delay or forgo IT purchases; and
- reluctance of customers to purchase cloud-based offerings.

If our new or enhanced offerings do not achieve adequate acceptance in the market, our competitive position will be impaired, and our revenue will be diminished. The adverse effect on our operating results may be particularly acute because of the significant research, development, marketing, sales and other expenses we will have incurred in connection with the new or enhanced offerings.

***Our strategy of offering and deploying our solutions in the cloud, on-premises environments or using a hybrid approach causes us to incur increased expenses and may pose challenges to our business.***

We offer and sell our enterprise platform for use in the cloud, on-premises environments or using a hybrid approach using the customer's own infrastructure. Our cloud offering enables our customers to eliminate the burden of provisioning and maintaining infrastructure and to scale their usage of our solutions quickly, while our on-premises offering allows for the customer's complete control over data security and software infrastructure. Historically, our solutions were developed in the context of the on-premises offering, and we have less operating experience offering and selling subscriptions to our solutions via our cloud offering. Although a substantial majority of our revenue has historically been generated from customers using our solutions on an on-premises basis, our customers are increasingly adopting our cloud offering. We expect that our customers will continue to move to our cloud offering and that it will become more central to our distribution model. We expect our gross profit to increase in absolute dollars and our gross margin to decrease to the extent that revenue from our cloud-based subscriptions increases as a percentage of revenue, although our gross margin could fluctuate from period to period. To support both on-premises environments and cloud instances of our product, our support team must be trained on and learn multiple environments in which our solution is deployed, which is more expensive than supporting only a cloud offering. Moreover, we must engineer our software for an on-premises environment, cloud offering and hybrid installation, which we expect will cause us additional research and development expense that may impact our operating results. As more of our customers transition to the cloud, we may be subject to additional competitive pressures, which may harm our business. We are directing a significant portion of our financial and operating resources to implement a robust and secure cloud offering for our customers, but even if we continue to make these investments, we may be unsuccessful in growing or implementing our cloud offering in a way that competes successfully against our current and future competitors and our business, results of operations and financial condition could be harmed.

***Our customers' increased usage of our cloud-based offerings requires us to continually improve our computer network and infrastructure to avoid service interruptions or slower system performance.***

As usage of our cloud-based offerings grows and as customers use them for more complicated applications, increased assets and with increased data requirements, we will need to devote additional resources to improving our platform architecture and our infrastructure in order to maintain the performance of our cloud offering. Any failure or delays in our computer systems could cause service interruptions or slower system performance. If sustained or repeated, these performance issues could reduce the attractiveness of our enterprise platform to customers. These performance issues could result in lost customer opportunities and lower renewal rates, any of which could hurt our revenue growth, customer loyalty and reputation.

***A component of our growth strategy is dependent on our continued international expansion, which adds complexity to our operations.***

We market and sell our solutions and professional services throughout the world and have personnel in many parts of the world. International operations generated 43% and 41% of our revenue in the nine months ended September 30, 2022 and 2021, respectively. Our growth strategy is dependent, in part, on our continued international expansion. We expect to conduct a significant amount of our business with organizations that are located outside the United States, particularly in Europe and Asia. We cannot assure that our expansion efforts into international markets will be successful in creating further demand for our solutions and professional services outside of the United States or in effectively selling our solutions and professional services in the international markets that we enter. Our current international operations and future initiatives will involve a variety of risks, including:

- increased management, infrastructure and legal costs associated with having international operations;
- reliance on channel partners;
- trade and foreign exchange restrictions, including potential changes in trade relations arising from policy initiatives;
- volatility of foreign exchange rates;
- economic or political instability in foreign markets, including instability related to the United Kingdom's recent exit from the European Union and the corresponding impact on its ongoing legal, political, and economic relationship with the European Union and heightened levels of inflation;
- greater difficulty in enforcing contracts, accounts receivable collection and longer collection periods;
- changes in regulatory requirements, including, but not limited to data privacy, data protection and data security regulations;
- difficulties and costs of staffing, managing and potentially reorganizing foreign operations, including increased employee recruitment, training and retention costs related to global employment turnover trends and inflationary pressures in the labor market;
- the uncertainty and limitation of protection for intellectual property rights in some countries;
- costs of compliance with foreign laws and regulations and the risks and costs of non-compliance with such laws and regulations;
- differing labor regulations in foreign jurisdictions where labor laws are generally more advantageous to employees, including deemed hourly wage and overtime regulations in these locations;
- costs of compliance with U.S. laws and regulations for foreign operations, including the FCPA, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory or contractual limitations on our ability to sell or provide our solutions in certain foreign markets, and the risks and costs of non-compliance;
- requirements to comply with foreign privacy, data protection and information security laws and regulations and the risks and costs of noncompliance;
- heightened risks of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, and irregularities in, financial statements;
- the potential for political unrest, pandemics, acts of terrorism, hostilities or war;
- management communication and integration problems resulting from cultural differences and geographic dispersion;
- costs associated with language localization of our solutions; and
- costs of compliance with multiple and possibly overlapping tax structures and regimes.

Our business, including the sales of our solutions and professional services by us and our channel partners, may be subject to foreign governmental regulations, which vary substantially from country to country and change from time to time. Our failure, or the failure by our channel partners, to comply with these regulations could adversely affect our business. Further, in many foreign countries it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. regulations applicable to us. Although we have implemented policies and procedures designed to comply with these laws and policies, there can be no assurance that our employees, contractors, channel partners and agents have complied, or will comply, with these laws and policies. Violations of laws or key control policies by our employees, contractors, channel partners or agents could result in delays in revenue recognition, financial reporting misstatements, fines, penalties or the prohibition of the importation or exportation of our solutions and could have a material adverse effect on our business and results of operations. If we are unable to successfully manage the challenges of international expansion and operations, our business and operating results could be adversely affected.

***We rely on the performance of highly skilled personnel, including senior management and our engineering, professional services, sales and technology professionals, and our ability to increase our customer base will depend to a significant extent on our ability to expand our sales and marketing operations.***

We believe our success has depended, and continues to depend, on the efforts and talents of our senior management team and our highly skilled team members, including our sales personnel, professional services personnel and software engineers. We do not maintain key person insurance on any of our executive officers or key employees. Our senior management and key employees are employed on an at-will basis, which means that they could terminate their employment with us at any time. The loss of any of our senior management or key employees could adversely affect our ability to execute our business plan, and we may not be able to find adequate replacements. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees.

Our ability to successfully pursue our growth strategy also depends on our ability to attract, motivate and retain our personnel. Competition for well-qualified employees in all aspects of our business is intense. The recent move by companies to offer a remote or hybrid work environment may increase competition for such employees outside of our traditional office locations. In addition, employee turnover rates in the broader global economy and inflationary pressures in the labor market have increased and may continue to be elevated, which has led, and could continue to lead to increased recruiting, training and retention costs. If we do not succeed in attracting well-qualified employees, retaining and motivating existing employees or maintaining our corporate culture in a hybrid or remote work environment, our business would be adversely affected.

In addition, our ability to increase our customer base and achieve broader market acceptance of our Cyber Exposure solutions will depend to a significant extent on our ability to expand our sales force and our third-party channel partner network of distributors and resellers, both domestically and internationally. We may not be successful in attracting and retaining talented sales personnel or strategic partners, and any new sales personnel or strategic partners may not be able to achieve productivity in a reasonable period of time or at all. We also plan to dedicate significant resources to sales and marketing programs, including through electronic marketing campaigns and, when deemed safe to do so, trade event sponsorship and participation. All of these efforts will require us to invest significant financial and other resources and our business will be harmed if our efforts do not generate a correspondingly significant increase in revenue.

***We must offer high-quality support.***

Our customers rely on our personnel for support of our enterprise platform. High-quality support is important for the renewal of our agreements with existing customers and to our existing customers expanding the number of IP addresses or IT assets under their subscriptions. The importance of high-quality support will increase as we expand our business and pursue new customers. If we do not help our customers quickly resolve issues and provide effective ongoing support, our ability to sell new software to existing and new customers would suffer and our reputation with existing or potential customers would be harmed.

***Our growth depends in part on the success of our strategic relationships with third parties.***

In order to grow our business, we anticipate that we will continue to depend on relationships with strategic partners to provide broader customer coverage and solution delivery capabilities. We depend on partnerships with market leading



technology companies to maintain and expand our Exposure Management ecosystem by integrating third party data into our platform. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. Our agreements with our strategic partners generally are non-exclusive and do not prohibit them from working with our competitors or offering competing solutions. Our competitors may be effective in providing incentives to third parties to favor their products or services or to prevent or reduce subscriptions to our services. If our partners choose to place greater emphasis on products of their own or those offered by our competitors or do not effectively market and sell our product, our ability to grow our business and sell software and professional services may be adversely affected. In addition, acquisitions of our partners by our competitors could result in a decrease in the number of our current and potential customers, as our partners may no longer facilitate the adoption of our solutions by potential customers. We also license third-party threat data that is used in our solutions in order to deliver our offerings. In the future, this data may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of this data could result in delays in the provisioning of our offerings until equivalent data is either developed by us, or, if available, is identified, obtained and integrated, which could harm our business.

If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenue could be impaired and our operating results may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased customer usage of our solutions or increased revenue.

***Recent and future acquisitions could disrupt our business and adversely affect our business operations and financial results.***

We have in the past acquired products, technologies and businesses from other parties, and we expect to expand our current business by acquiring additional businesses or technologies in the future. Acquisitions involve many risks, including the following:

- an acquisition may negatively affect our financial results because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may expose us to claims and disputes by third parties, including intellectual property claims and disputes, or may not generate sufficient financial return to offset additional costs and expenses related to the acquisition;
- we may encounter difficulties or unforeseen expenditures in integrating the business, technologies, products, personnel or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us;
- an acquisition may disrupt our ongoing business, divert resources, increase our expenses and distract our management;
- an acquisition may result in a delay or reduction of customer purchases for both us and the company acquired due to customer uncertainty about continuity and effectiveness of service from either company;
- we may encounter difficulties in, or may be unable to, successfully sell any acquired solutions;
- an acquisition may involve the entry into geographic or business markets in which we have little or no prior experience or where competitors have stronger market positions;
- our use of cash to pay for an acquisition would limit other potential uses for our cash; and
- if we incur debt to fund such acquisition, such debt may subject us to material restrictions on our ability to conduct our business as well as financial maintenance covenants.

The occurrence of any of these risks could have a material adverse effect on our business operations and financial results. In addition, we may only be able to conduct limited due diligence on an acquired company's operations. Following an acquisition, we may be subject to unforeseen liabilities arising from an acquired company's past or present operations and these liabilities may be greater than the warranty and indemnity limitations that we negotiate. Any unforeseen liability that is greater than these warranty and indemnity limitations could have a negative impact on our financial condition.

***We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.***

We expect that our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months and the foreseeable future. However, we intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our product, improve our operating infrastructure or

acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Our current loan agreement includes, and we expect that any future agreements governing our indebtedness will include, restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be adversely affected.

***If we do not generate sufficient cash flows, we may be unable to service all of our indebtedness.***

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash, make scheduled payments or to refinance our debt obligations depends on our successful financial and operating performance, which may be affected by a range of economic, competitive and business factors, many of which are outside of our control and some of which are described elsewhere in the “Risk Factors” section of this report.

If our cash flows and capital resources are insufficient to fund our debt service obligations, or to repay the term loan when it matures, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, selling assets or operations, reducing or delaying capital investments, or seeking to raise additional capital. We may not be able to refinance our debt, or any refinancing of our debt could be at higher interest rates and may require us to comply with more restrictive covenants that could further restrict our business operations. Our ability to implement successfully any such alternative financing plans will depend on a range of factors, including general economic conditions, the level of activity in capital markets generally, and the terms of our various debt instruments then in effect.

***Covenants under our Credit Agreement may restrict our business and operations in many ways, and if we do not effectively manage our covenants, our financial conditions and results of operations could be adversely affected.***

Our Credit Agreement imposes various covenants that limit our ability and/or our restricted subsidiaries' ability to, among other things:

- pay dividends or distributions, repurchase equity, prepay, redeem or repurchase certain debt, and make certain investments;
- incur additional debt and issue certain preferred stock;
- provide guarantees in respect of obligations of other persons;
- incur liens on assets;
- engage in certain asset sales, including capital stock of our subsidiaries;
- merge, consolidate with, or sell all or substantially all our assets to another person;
- enter into transactions with affiliates;
- enter into agreements that restrict distributions from our subsidiaries;
- designate subsidiaries as unrestricted subsidiaries; and
- prohibit certain restrictions on the ability of restricted subsidiaries to pay dividends or make other payments to us.

These covenants may:

- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, or other general business purposes;
- limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions, or other general business purposes;
- require us to use a substantial portion of our cash flow from operations to make debt service payments;
- limit our flexibility to plan for, or react to, changes in our business and industry;



- place us at a competitive disadvantage compared to less leveraged competitors; and
- increase our vulnerability to the impact of adverse economic and industry conditions.

If we are unable to successfully manage the limitations and decreased flexibility on our business due to our significant debt obligations, we may not be able to capitalize on strategic opportunities or grow our business to the extent we would be able to without these limitations.

Our failure to comply with any of the covenants could result in a default under the Credit Agreement, which could permit the administrative agent or the lenders to cause the administrative agent to declare all or part of any of our outstanding senior secured term loans or revolving loans to be immediately due and payable or to exercise any remedies provided to the administrative agent, including, proceeding against the collateral granted to secure our obligations under the Credit Agreement. An event of default under the Credit Agreement could also lead to a default under the terms of certain of our other agreements. Any such event of default or any exercise of rights and remedies by our creditors could seriously harm our business.

***The phase-out, replacement or unavailability of LIBOR could adversely affect our indebtedness.***

Loans under the Credit Agreement bear interest at a rate based on the London Interbank Offered Rate, or LIBOR. On July 27, 2017, the U.K. Financial Conduct Authority, or the FCA, announced that it will no longer require banks to submit rates for the calculation of LIBOR after 2021. However, the cessation date has been deferred to June 30, 2023 for the most commonly used tenors in U.S. dollar LIBOR (i.e., overnight and one, three and six months). This extension to 2023 means that many legacy U.S. dollar LIBOR contracts would terminate before related LIBOR rates cease to be published. In the meantime, actions by the FCA, other regulators, or law enforcement agencies may result in changes to the method by which LIBOR is calculated. If changes to LIBOR result in an increase in rates, our interest expense under the Credit Agreement would increase. Further, if LIBOR is no longer available, our Credit Agreement provides a process to determine a substitute rate, and if such substitute rate is higher than LIBOR, our interest expense under the Credit Agreement would increase.

***The nature of our business requires the application of complex accounting rules and regulations. If there are significant changes in current principles, financial reporting standards or interpretations, or if our estimates or judgments relating to our critical accounting policies prove to be incorrect, we may experience unexpected financial reporting fluctuations and our results of operations could be adversely affected.***

The accounting rules and regulations that we must comply with are complex and subject to interpretation by the Financial Accounting Standards Board, the Securities and Exchange Commission, or SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. In addition, many companies' accounting disclosures are being subjected to heightened scrutiny by regulators and the public. Further, the accounting rules and regulations are continually changing in ways that could impact our financial statements.

The preparation of financial statements in conformity with generally accepted accounting principles in the United States, or U.S. GAAP, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section of this report titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." Significant assumptions and estimates used in preparing our consolidated financial statements include the determination of the estimated economic life of perpetual licenses for revenue recognition, the estimated period of benefit for deferred commissions, useful lives of long-lived assets, the valuation of stock-based compensation, the incremental borrowing rate for operating leases, and the valuation of deferred tax assets. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock.

Additionally, we regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and drafts thereof that are relevant to us. We might be required to change our accounting policies, alter our operational policies and implement new or enhance existing systems, or we may be required to restate our published

financial statements, as a result of new standards, changes to existing standards and changes in their interpretation. Such changes to existing standards or changes in their interpretation may have an adverse effect on our reputation, business, financial position and profit, or cause an adverse deviation from our revenue and operating profit target, which may negatively impact our financial results.

***Unstable market and economic conditions may have material adverse consequences on our business, financial condition and share price.***

The global economy, including credit and financial markets, has recently experienced extreme volatility and disruptions, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates, increases in inflation rates, higher interest rates and uncertainty about economic stability. For example, the COVID-19 pandemic resulted in widespread unemployment, economic slowdown and extreme volatility in the capital markets. The Federal Reserve recently raised interest rates multiple times in response to concerns about inflation and is expected to raise rates again. Higher interest rates, coupled with reduced government spending and volatility in financial markets, including with respect to foreign exchange, may increase economic uncertainty and affect consumer spending. For example, the relatively strong U.S. dollar is making our products more expensive for existing and prospective international customers, which could impact the budgets and purchasing decisions of certain of our existing and prospective international customers.

If the equity and credit markets deteriorate, including as a result of political unrest or war, it may make any necessary debt or equity financing more difficult to obtain in a timely manner or on favorable terms, more costly or more dilutive. Increased inflation rates can adversely affect us by increasing our costs, including labor and employee benefit costs. In addition, higher inflation also could increase our customers' operating costs, which could result in reduced budgets for our customers, longer sales cycles and potentially less demand for our products. Any significant increases in inflation and related increase in interest rates could have a material adverse effect on our business, results of operations and financial condition.

***Catastrophic events may disrupt our business.***

Our corporate headquarters are located in Columbia, Maryland. The area around Washington, D.C. could be subject to terrorist attacks. Additionally, we rely on our network and third-party infrastructure and enterprise applications, internal technology systems and our website for our development, marketing, operational support, hosted services and sales activities.

We have initiated hybrid remote and in-person work policies, however, substantially all of our employees have continued to work in a hybrid environment, which may pose additional security risks. Our business operations are subject to interruption by natural disasters, including those related to the long-term effects of climate change, and other catastrophic events such as fire, floods, power loss, telecommunications failure, cyberattack, war or terrorist attack, or epidemic or pandemic, such as the COVID-19 pandemic. To the extent such events impact our corporate headquarters, other facilities, or off-premises infrastructure, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our software development, lengthy interruptions in our services, breaches of data security and loss of critical data, all of which could have an adverse effect on our future operating results.

***Our business, financial condition and results of operations could be materially adversely affected by any negative impact on the global economy and capital markets resulting from the ongoing invasion of Ukraine by Russia or any other geopolitical tensions.***

U.S. and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the invasion of Ukraine by Russia. Although the length and impact of the ongoing military conflict is highly unpredictable, the conflict in Ukraine has resulted, and could continue to result, in market disruptions, including significant volatility in commodity prices, credit and capital markets, disruption in the energy market as well as supply chain interruptions.

Additionally, the invasion of Ukraine by Russia has led to sanctions and other penalties being levied by the United States, European Union and other countries against Russia and Belarus. Additional potential sanctions and penalties have also been proposed and/or threatened. Russian military actions and the resulting sanctions could adversely affect the

global economy, which could impact the budgets and purchasing decisions and processes of certain of our customers and prospective customers.

As of September 30, 2022, our business has not been negatively materially impacted by the ongoing invasion of Ukraine by Russia. However, we believe that the heightened threat environment could highlight the need for our customers to continuously map and measure their cyber exposure across the attack surface.

It is impossible to predict the extent to which our operations, or those of our partners or customers, will be impacted in the short and long term, or the ways in which the conflict may impact our business. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial.

### **Risks Related to Government Regulation, Data Collection and Intellectual Property**

***Our business could be adversely affected if our employees cannot obtain and maintain required security clearances or we cannot establish and maintain a required facility security clearance.***

Certain U.S. government contracts may require our employees to maintain various levels of security clearances, and may require us to maintain a facility security clearance, to comply with Department of Defense, or DoD, requirements. The DoD has strict security clearance requirements for personnel who perform work in support of classified programs. Obtaining and maintaining a facility clearance and security clearances for employees can be a difficult, sometimes lengthy process. If we do not have employees with the appropriate security clearances, then a customer requiring classified work could terminate an existing contract or decide not to renew the contract upon its expiration. To the extent we are not able to obtain or maintain a facility security clearance, we may not be able to bid on or win new classified contracts, and existing contracts requiring a facility security clearance could be terminated.

***Any failure to protect our proprietary technology and intellectual property rights could substantially harm our business and operating results.***

Our success and ability to compete depend in part on our ability to protect our proprietary technology and intellectual property. To safeguard these rights, we rely on a combination of patent, trademark, copyright and trade secret laws and contractual protections in the United States and other jurisdictions, all of which provide only limited protection and may not now or in the future provide us with a competitive advantage.

As of September 30, 2022, we had 25 issued patents and 26 patent applications pending in the United States relating to our technology. We cannot assure you that any patents will issue from any patent applications, that patents that issue from such applications will give us the protection that we seek or that any such patents will not be challenged, invalidated or circumvented. Any patents that may issue in the future from our pending or future patent applications may not provide sufficiently broad protection and may not be enforceable in actions against alleged infringers. Obtaining and enforcing software patents in the United States is becoming increasingly challenging. Any patents we have obtained or may obtain in the future may be found to be invalid or unenforceable in light of recent and future changes in the law. We have registered the "Tenable," "Nessus," "Tenable.io" and "Lumin" trademarks and our Tenable logo in the United States and certain other countries. We have registrations and/or pending applications for additional trademarks in the United States; however, we cannot assure you that any future trademark registrations will be issued for pending or future applications or that any registered trademarks will be enforceable or provide adequate protection of our proprietary rights. While we have copyrights in our software, we do not typically register such copyrights with the Copyright Office. This failure to register the copyrights in our software may preclude us from obtaining statutory damages for infringement under certain circumstances. We also license software from third parties for integration into our software, including open source software and other software available on commercially reasonable terms. We cannot assure you that such third parties will maintain such software or continue to make it available.

In order to protect our unpatented proprietary technologies and processes, we rely on trade secret laws and confidentiality and invention assignment agreements with our employees, consultants, strategic partners, vendors and others. Despite our efforts to protect our proprietary technology and trade secrets, unauthorized parties may attempt to misappropriate, copy, reverse engineer or otherwise obtain and use them. In addition, others may independently discover our trade secrets, in which case we would not be able to assert trade secret rights, or develop similar technologies and

processes. Further, several agreements may give customers limited rights to access portions of our proprietary source code, and the contractual provisions that we enter into may not prevent unauthorized use or disclosure of our proprietary technology or intellectual property and may not provide an adequate remedy in the event of unauthorized use or disclosure of our proprietary technology or intellectual property rights. Moreover, policing unauthorized use of our technologies, trade secrets and intellectual property is difficult, expensive and time-consuming, particularly in foreign countries where the laws may not be as protective of intellectual property rights as those in the United States and where mechanisms for enforcement of intellectual property rights may be weak. To the extent that we expand our activities outside of the United States, our exposure to unauthorized copying and use of our solutions and proprietary information may increase. We may be unable to determine the extent of any unauthorized use or infringement of our solutions, technologies or intellectual property rights.

There can be no assurance that the steps that we take will be adequate to protect our proprietary technology and intellectual property, that others will not develop or patent similar or superior technologies, solutions or services, or that our trademarks, patents, and other intellectual property will not be challenged, invalidated or circumvented by others. Furthermore, effective trademark, patent, copyright, and trade secret protection may not be available in every country in which our software is available or where we have employees or independent contractors. In addition, the legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights in internet and software-related industries are uncertain and still evolving.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could seriously adversely affect our brand and adversely impact our business.

***We may be subject to intellectual property rights claims by third parties, which are extremely costly to defend, could require us to pay significant damages and could limit our ability to use certain technologies.***

Companies in the software and technology industries, including some of our current and potential competitors, own significant numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In addition, many of these companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. The litigation may involve patent holding companies or other adverse patent owners that have no relevant product revenue and against which our patents may therefore provide little or no deterrence. In the past, we have been subject to allegations of patent infringement that were unsuccessful, and we expect in the future to be subject to claims that we have misappropriated, misused, or infringed other parties' intellectual property rights, and, to the extent we gain greater market visibility or face increasing competition and as we acquire more companies, we face a higher risk of being the subject of intellectual property infringement claims, which is not uncommon with respect to enterprise software companies. We may in the future be subject to claims that employees or contractors, or we, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of our competitors or other parties. To the extent that intellectual property claims are made against our customers based on their usage of our technology, we have certain obligations to indemnify and defend such customers from those claims. The term of our contractual indemnity provisions often survives termination or expiration of the applicable agreement. Large indemnity payments, defense costs or damage claims from contractual breach could harm our business, results of operations and financial condition.

There may be third-party intellectual property rights, including issued or pending patents that cover significant aspects of our technologies or business methods, including those relating to companies we acquire. Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate, could divert our management's attention and other resources and could result in adverse publicity. These claims could also subject us to making substantial payments for legal fees, settlement payments, and other costs or damages, potentially including treble damages if we are found to have willfully infringed patents or copyrights. These claims could also result in our having to stop making, selling, offering for sale, or using technology found to be in violation of a third party's rights. We might be required to seek a license for the third-party intellectual property rights, which may not be available on reasonable terms

or at all. Even if a license is available to us, we may be required to pay significant upfront fees, milestones or royalties, which would increase our operating expenses. Moreover, to the extent we only have a license to any intellectual property used in our solutions, there may be no guarantee of continued access to such intellectual property, including on reasonable terms. As a result, we may be required to develop alternative non-infringing technology, which could require significant effort and expense. If a third party is able to obtain an injunction preventing us from accessing such third-party intellectual property rights, or if we cannot license or develop technology for any infringing aspect of our business, we would be forced to limit or stop sales of our software or cease business activities covered by such intellectual property, and may be unable to compete effectively. Any of these results would adversely affect our business, results of operations, financial condition and cash flows.

***Portions of our solutions utilize open source software, and any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.***

Our software contains software made available by third parties under so-called “open source” licenses. From time to time, there have been claims against companies that distribute or use open source software in their products and services, asserting that such open source software infringes the claimants’ intellectual property rights. We could be subject to suits by parties claiming that what we believe to be licensed open source software infringes their intellectual property rights. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. In addition, certain open source licenses require that source code for software programs that are subject to the license be made available to the public and that any modifications or derivative works to such open source software continue to be licensed under the same terms. Further, certain open source licenses also include a provision that if we enforce any patents against the software programs that are subject to the license, we would lose the license to such software. If we were to fail to comply with the terms of such open source software licenses, such failures could result in costly litigation, lead to negative public relations or require that we quickly find replacement software which may be difficult to accomplish in a timely manner.

Although we monitor our use of open source software in an effort both to comply with the terms of the applicable open source licenses and to avoid subjecting our software to conditions we do not intend, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our product or operate our business. By the terms of certain open source licenses, we could be required to release the source code of our software and to make our proprietary software available under open source licenses, if we combine or distribute our software with open source software in a certain manner. In the event that portions of our software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all, or a portion of, that software or otherwise be limited in the licensing of our software, each of which could reduce or eliminate the value of our product. Many of the risks associated with usage of open source software cannot be eliminated, and could negatively affect our business, results of operations and financial condition.

## **Risks Related to An Investment in Our Common Stock**

***Our stock price may be volatile, and the value of our common stock may decline.***

The market price of our common stock may fluctuate substantially and depends on a number of factors, including those described in this “Risk Factors” section, many of which are beyond our control and may not be related to our operating performance. Factors that could cause fluctuations in the market price of our common stock include the following:

- actual or anticipated changes or fluctuations in our operating results;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new products or new or terminated significant contracts, commercial relationships or capital commitments;
- industry or financial analyst or investor reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;

- price and volume fluctuations in the overall stock market from time to time;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- failure to comply with the terms of the Credit Agreement;
- sales of shares of our common stock by us or our stockholders;
- failure of industry or financial analysts to maintain coverage of us, changes in financial estimates by any analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- actual or anticipated developments in our business or our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property rights or our solutions, or third-party proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new or proposed laws or regulations or new interpretations of existing laws or regulations applicable to our business, including proposed changes to the U.S. corporate income tax rate and capital gains tax rates;
- any major changes in our management or our Board of Directors;
- general economic conditions and slow or negative growth of our markets; and
- other events or factors, including those resulting from pandemics such as COVID-19, war, incidents of terrorism or responses to these events.

Recently, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies, including in connection with the COVID-19 pandemic, the ongoing military conflict between Ukraine and Russia and macroeconomic conditions. These fluctuations have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry fluctuations, as well as general economic, political, regulatory and market conditions, may negatively impact the market price of our common stock. In the past, companies that have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future, which could result in substantial costs and divert our management's attention.

***If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our stock price and trading volume could decline.***

The trading market for our common stock will depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not control these analysts or the content and opinions included in their reports. If our financial performance fails to meet analyst estimates or one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. In addition, the stock prices of many companies in the technology industry have declined significantly after those companies have failed to meet, or significantly exceed, the financial guidance publicly announced by the companies or the expectations of analysts. If our financial results fail to meet, or exceed, our announced guidance or the expectations of analysts or public investors, analysts could downgrade our common stock or publish unfavorable research about us. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

***Future sales of substantial amounts of our common stock in the public markets by us or our stockholders, or the perception such sales might occur, could reduce the price that our common stock might otherwise attain.***

Sales of a substantial number of shares of our common stock in the public market by us or our stockholders, or the perception that these sales might occur, could depress the market price of our common stock, impair our ability to raise capital through the sale of additional equity securities and make it more difficult for you to sell your common stock at a time and price that you deem appropriate. Further, the number of new shares of our common stock issued by us in connection with raising additional capital in connection with a financing, acquisition, investment or otherwise could result in substantial dilution to our existing stockholders.



In addition, we have filed registration statements on Form S-8 under the Securities Act registering the issuance of shares of common stock subject to options and other equity awards issued or reserved for future issuance under our equity incentive plans. Shares registered under these registration statements, and under additional registration statements on Form S-8 that we may file to register additional shares of common stock pursuant to provisions of our equity incentive plans that provide for an automatic increase in the number of shares reserved and available for issuance each year, are available for sale in the public market subject to vesting arrangements and exercise of options and the restrictions of Rule 144 under the Securities Act in the case of our affiliates.

***We do not intend to pay dividends for the foreseeable future and, as a result, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.***

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. In addition, our Credit Agreement contains restrictive covenants that prohibit us, subject to certain exceptions, from paying dividends on our common stock.

***Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove members of our Board of Directors and our current management and could negatively impact the market price of our common stock.***

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our Board of Directors or take other corporate actions, including effecting changes in our management. These provisions include:

- a classified Board of Directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our Board of Directors;
- the ability of our Board of Directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- the exclusive right of our Board of Directors to elect a director to fill a vacancy created by the expansion of our Board of Directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board of Directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairperson of our Board of Directors, Chief Executive Officer or president (in the absence of a chief executive officer) or a majority vote of our Board of Directors, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the issuance of preferred stock and management of our business or our amended and restated bylaws, which may inhibit the ability of an acquirer to affect such amendments to facilitate an unsolicited takeover attempt;
- the ability of our Board of Directors, by majority vote, to amend our amended and restated bylaws, which may allow our Board of Directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend our amended and restated bylaws to facilitate an unsolicited takeover attempt; and
- advance notice procedures with which stockholders must comply to nominate candidates to our Board of Directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time.

***Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware or the U.S. federal district courts will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees.***

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:

- any derivative action or proceeding brought on our behalf;
- any action asserting a breach of fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders;
- any action asserting a claim against us arising pursuant to any provisions of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; or
- any action asserting a claim against us that is governed by the internal affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation further provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions.

These exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers or other employees. If a court were to find either exclusive forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur significant additional costs associated with resolving the dispute in other jurisdictions, all of which could seriously harm our business.

## **General Risks**

***We are subject to anti-corruption laws, anti-bribery and similar laws with respect to our domestic and international operations, and non-compliance with such laws can subject us to criminal and/or civil liability and materially harm our business and reputation.***

We are subject to the anti-bribery laws of the jurisdictions in which we operate. These include the FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the U.K. Bribery Act 2010, and other anti-corruption laws in countries in which we conduct activities. Anti-corruption laws are interpreted broadly and prohibit our company from authorizing, offering, or providing, directly or indirectly, improper payments or benefits in order to gain or maintain business, including payments to recipients in the public or private sector. We use third-party law firms, accountants, and other representatives for regulatory compliance, sales, and other purposes in several countries. We sell directly and indirectly, via third-party representatives, to both private and government sectors in the United States and in other jurisdictions. Our employees and third-party representatives interact with these customers, which may include government officials. We can be held liable for the corrupt or other illegal activities of these third-party representatives, our employees, contractors, and other agents, even if we do not explicitly authorize such activities. Noncompliance with these laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, suspension and/or debarment from contracting with certain persons, the loss of export privileges, reputational harm, adverse media



coverage, and other collateral consequences. If any subpoenas or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our reputation, business, results of operations and financial condition could be materially harmed. In addition, responding to any action will likely result in a materially significant diversion of management's attention and resources and significant defense costs and other professional fees. Enforcement actions and sanctions could further harm our business, results of operations, and financial condition. Moreover, as an issuer of securities, we also are subject to the accounting and internal controls provisions of the FCPA. These provisions require us to maintain accurate books and records and a system of internal controls sufficient to detect and prevent corrupt conduct. Failure to abide by these provisions may have an adverse effect on our business, operations or financial condition.

***We are subject to governmental export and import controls and economic and trade sanctions that could impair our ability to conduct business in international markets and subject us to liability if we are not in compliance with applicable laws and regulations.***

The United States and other countries maintain and administer export and import laws and regulations. Our products are subject to U.S. export control and import laws and regulations, including the U.S. Export Administration Regulations, U.S. Customs regulations, and various economic and trade sanctions administered by the U.S. Treasury Department's Office of Foreign Assets Control. We are required to comply with these laws and regulations. If we fail to comply with such laws and regulations, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers. Obtaining the necessary authorizations, including any required license, for a particular sale may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities. In addition, changes in our solutions, or changes in applicable export or import laws and regulations may create delays in the introduction and sale of our products in international markets or, in some cases, prevent the export or import of our solutions to certain countries, governments or persons altogether. Any change in export or import laws and regulations or economic or trade sanctions, shift in the enforcement or scope of existing laws and regulations, or change in the countries, governments, persons or technologies targeted by such laws and regulations could also result in decreased use of our products, or in our decreased ability to export or sell our products to existing or potential customers. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition, and results of operations.

Furthermore, we incorporate encryption technology into certain of our solutions. Various countries regulate the import of certain encryption technology, including import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our solutions or could limit our customers' ability to implement our solutions in those countries. Encrypted products and the underlying technology may also be subject to export control restrictions. Governmental regulation of encryption technology and regulation of imports or exports of encryption solutions, or our failure to obtain required import or export approval for our solutions, could harm our international sales and adversely affect our revenue. Compliance with applicable laws and regulations regarding the export and import of our solutions, including with respect to new solutions or changes in existing solutions, may create delays in the introduction of our solutions in international markets, prevent our customers with international operations from deploying our solutions globally or, in some cases, could prevent the export or import of our solutions to certain countries, governments, entities or persons altogether.

Moreover, U.S. export control laws and economic sanctions programs prohibit the shipment of certain products and services to countries, governments and persons that are subject to U.S. economic embargoes and trade sanctions. Any violations of such economic embargoes and trade sanction regulations could have negative consequences, including government investigations, penalties and reputational harm.

***Uncertainties in the interpretation and application of existing, new and proposed tax laws and regulations could materially affect our tax obligations and effective tax rate.***

The tax regimes to which we are subject or under which we operate, including income and non-income taxes, are unsettled and may be subject to significant change. The issuance of additional regulatory or accounting guidance related to existing or future tax laws, or changes to tax laws or regulations proposed or implemented by the current or a future U.S. presidential administration, Congress, or taxing authorities in other jurisdictions, including jurisdictions outside of the United States, could materially affect our tax obligations and effective tax rate. For example, many countries in the

European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development and the European Commission, are actively considering changes to existing tax laws that, if enacted, could increase our tax obligations in countries where we do business. These proposals include changes to the existing framework to calculate income tax, as well as proposals to change or impose new types of non-income taxes, including taxes based on a percentage of revenue.

In addition, forecasts of our income tax position and effective tax rate for financial accounting purposes are complex and subject to significant judgment and uncertainty because our income tax position for each year combines the effects of a mix of profits earned and losses incurred by us in various tax jurisdictions with a broad range of income tax rates, as well as changes in the valuation of deferred tax assets and liabilities, the impact of various accounting rules and tax laws (and changes to these rules and tax laws), the results of examinations by various tax authorities, and the impact of any acquisition, business combination or other reorganization or financing transaction. To forecast our global tax rate, we estimate our pre-tax profits and losses and tax expense by jurisdiction. If the mix of profits and losses, our ability to use tax assets and attributes, our assessment of the need for valuation allowances, effective tax rates by jurisdiction or other factors are different than those estimated, our actual tax rate could be materially different than forecasted, which could have a material impact on our business, financial condition and results of operations.

***Our operating results may be negatively affected if we are required to pay additional taxes, including sales and use tax, value added tax, or other transaction taxes, and we could be subject to liability with respect to all or a portion of past or future sales.***

We currently collect and remit sales and use, value added and other transaction taxes in certain of the jurisdictions where we do business based on our assessment of the amount of taxes owed by us in such jurisdictions. However, in some jurisdictions in which we do business, we do not believe that we owe such taxes, and therefore we currently do not collect and remit such taxes in those jurisdictions or record contingent tax liabilities in respect of those jurisdictions. A successful assertion that we are required to pay additional taxes in connection with sales of our solutions, or the imposition of new laws or regulations or the interpretation of existing laws and regulations requiring the payment of additional taxes, would result in increased costs and administrative burdens for us. If we are subject to additional taxes and determine to offset such increased costs by collecting and remitting such taxes from our customers, or otherwise passing those costs through to our customers, companies may be discouraged from using our solutions. Any increased tax burden may decrease our ability or willingness to compete in relatively burdensome tax jurisdictions, result in substantial tax liabilities related to past or future sales or otherwise harm our business and operating results.

***Our ability to use net operating losses to offset future taxable income may be subject to certain limitations.***

As of December 31, 2021 we had U.S. federal, state and foreign net operating loss carryforwards, or NOLs, of \$398.5 million, \$226.1 million, and \$289.9 million, respectively, available to offset future taxable income, some of which will begin to expire in 2030. Under current law, Federal NOLs incurred in taxable years beginning after December 31, 2017 can be carried forward indefinitely, but the deductibility of such federal NOLs in taxable years beginning after December 31, 2020, is limited to 80% of taxable income. A lack of future taxable income would adversely affect our ability to utilize these NOLs before they expire.

In addition, under the provisions of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, substantial changes in our ownership may limit the amount of pre-change NOLs that can be utilized annually in the future to offset taxable income. Section 382 of the Internal Revenue Code imposes limitations on a company's ability to use its NOLs to offset its taxable income if one or more stockholders or groups of stockholders that each own at least 5% of the company's stock increase their aggregate ownership (by value) by more than 50 percentage points over their lowest ownership percentages within a rolling three-year period. Similar rules may apply under state tax laws. Based upon an analysis as of December 31, 2021, we determined that we do not expect these limitations to materially impair our ability to use our NOLs prior to expiration. However, if changes in our ownership occurred after such date, or occur in the future, our ability to use our NOLs may be further limited. Subsequent statutory or regulatory changes in respect of the utilization of NOLs for federal or state purposes, such as suspensions on the use of NOLs or limitations on the deductibility of NOLs carried forward, or other unforeseen reasons, may result in our existing NOLs expiring or otherwise being unavailable to offset future income tax liabilities. For these reasons, we may not be able to utilize a material portion of our NOLs, even if we achieve profitability.

***We are obligated to maintain proper and effective internal controls over financial reporting, and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in our company and, as a result, the value of our common stock.***

We are required, pursuant to Section 404 of the Sarbanes-Oxley Act, or Section 404, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting on an annual basis. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. We are also required to disclose significant changes made in our internal control procedures on a quarterly basis.

During the evaluation and testing process of our internal controls, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness or significant deficiency in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the Nasdaq, the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

***Unregistered Sales of Equity Securities***

None.

***Use of Proceeds***

None.

**Items 3, 4 and 5 are not applicable and have been omitted.**

**Item 6. Exhibits**

The following is a list of Exhibits filed as part of this Quarterly Report on Form 10-Q:

Exhibit Number	Description	Location
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Tenable Holdings, Inc.</a>	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-38600) on July 30, 2018
3.2	<a href="#">Amended and Restated Bylaws of Tenable Holdings, Inc.</a>	Previously filed as Exhibit 3.4 to the Company's Registration Statement on Form S-1 (File No. 333-226002) on June 29, 2018
4.1	<a href="#">Common Stock Certificate of Tenable Holdings, Inc.</a>	Previously filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-226002) on July 16, 2018
31.1	<a href="#">Certification of the Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	Filed herewith
31.2	<a href="#">Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	Filed herewith
32.1*	<a href="#">Certification of the Principal Executive Officer and the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	Furnished herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	
104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE)	

(\*) This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**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: October 31, 2022

By: /s/ Amit Yoran  
Amit Yoran  
Chairman and Chief Executive Officer  
*(On Behalf of the Registrant and as Principal Executive Officer)*

Date: October 31, 2022

By: /s/ Stephen A. Vintz  
Stephen A. Vintz  
Chief Financial Officer  
*(Principal Financial Officer and Principal Accounting Officer)*

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Amit Yoran, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tenable Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2022

By: /s/ Amit Yoran

Amit Yoran

Chairman and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stephen A. Vintz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tenable Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2022

By: /s/ Stephen A. Vintz

Stephen A. Vintz

Chief Financial Officer

*(Principal Financial Officer and Principal Accounting Officer)*

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Tenable Holdings, Inc. for the fiscal quarter ended September 30, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Tenable Holdings, Inc.

Date: October 31, 2022

By: /s/ Amit Yoran

Amit Yoran

Chairman and Chief Executive Officer

*(Principal Executive Officer)*

Date: October 31, 2022

By: /s/ Stephen A. Vintz

Stephen A. Vintz

Chief Financial Officer

*(Principal Financial Officer and Principal Accounting Officer)*