

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Insight Holdings Group, LLC</u> (Last) (First) (Middle) C/O INSIGHT VENTURE PARTNERS 1114 AVENUE OF THE AMERICAS, 36TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tenable Holdings, Inc. [TENB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 05/30/2019	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/28/2019		j ⁽¹⁾		255,887	D	(1)	3,481,193	I	See footnote ⁽²⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

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

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

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

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

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

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

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

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

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

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

(Street)
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(City) (State) (Zip)

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

(Last) (First) (Middle)
C/O INSIGHT VENTURE PARTNERS
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(Street)
NEW YORK NY 10036

(City) (State) (Zip)

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

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

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

Explanation of Responses:

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1

Remarks:

Exhibit List ----- Exhibit 99.1 - Explanation of Responses Exhibit 99.2 - Joint Filers' Signatures Exhibit 99.3 - Joint Filer Information

/s/ Andrew Prodomos

02/08/2021

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

EXPLANATION OF RESPONSES

- (1) On May 28, 2019, Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P., Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. and Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (“IVP Coinvestment (B)”, and collectively, the “IVP Coinvestment Funds”) distributed an aggregate of 992,437 shares of common stock of the Issuer pro rata to their partners in accordance with their respective ownership interests as determined in accordance with the applicable limited partnership agreement of such entities (the “Initial Distribution”). In connection with the Initial Distribution, Insight Venture Associates Growth-Buyout Coinvestment, L.P. (“IVA Coinvestment”), the general partner of each of the IVP Coinvestment Funds, acquired direct ownership of 114,656 shares of common stock (the “Insight Coinvestment Funds Distribution”). On May 28, 2019, IVA Coinvestment distributed 114,656 shares of common stock pro rata to its partners in accordance with their respective ownership interests as determined in accordance with the limited partnership agreement of IVA Coinvestment (the “IVA Coinvestment Distribution” and, together with the Initial Distribution, the Insight Coinvestment Funds Distribution, the “Distribution”). The respective partners of the IVP Coinvestment Funds and IVA Coinvestment did not furnish any consideration in exchange for shares received in connection with the Distribution.

This amendment is being filed to correct inadvertent typographical errors in the number of shares distributed by IVP Coinvestment (B) and the number of shares held by IVP Coinvestment (B) following the Distribution in the original filing. This amendment corrects those numbers in this filing.

- (2) Held directly by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P.

JOINT FILERS' SIGNATURES

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Attorney-in-Fact

Date: 2/8/2021

INSIGHT VENTURE ASSOCIATES GROWTH-BUYOUT
COINVESTMENT, LTD.

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer

Date: 2/8/2021

INSIGHT VENTURE ASSOCIATES GROWTH-BUYOUT
COINVESTMENT, L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its
general partner

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer

Date: 2/8/2021

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT
COINVESTMENT FUND, L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its
general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its
general partner

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer

Date: 2/8/2021

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT
COINVESTMENT FUND (CAYMAN), L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its
general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its
general partner

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer

Date: 2/8/2021

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT
COINVESTMENT FUND (DELAWARE), L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its
general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its
general partner

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer

Date: 2/8/2021

INSIGHT VENTURE PARTNERS GROWTH-BUYOUT
COINVESTMENT FUND (B), L.P.

By: Insight Venture Associates Growth-Buyout Coinvestment, L.P., its
general partner

By: Insight Venture Associates Growth-Buyout Coinvestment, Ltd., its
general partner

By: /s/ Andrew Prodromos
Name: Andrew Prodromos
Title: Authorized Officer

Date: 2/8/2021

JOINT FILER INFORMATION

Following the Distribution, 8,122,926 shares of common stock were held of record by Insight Venture Partners IX, L.P. (“IVP IX”), 4,036,084 shares of common stock were held of record by Insight Venture Partners (Cayman) IX, L.P. (“IVP Cayman IX”), 860,622 shares of common stock were held of record by Insight Venture Partners (Delaware) IX, L.P. (“IVP Delaware IX”), and 162,141 shares of common stock were held of record by Insight Venture Partners IX (Co-Investors), L.P. (“IVP Co-Investors IX” and, together with IVP IX, IVP Cayman IX and IVP Delaware IX, the “IVP IX Funds”). Following the Distribution, 116,373 shares of common stock were held of record by IVP (Venice), L.P. (“IVP Venice”).

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

Following the Distribution, 3,817,885 shares of common stock were held of record Insight Venture Partners Growth-Buyout Coinvestment Fund, L.P. (“IVP Coinvestment”), 3,069,356 shares of common stock were held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Cayman), L.P. (“IVP Coinvestment (Cayman)”), 2,822,284 shares of common stock were held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (Delaware), L.P. (“IVP Coinvestment (Delaware)”), and 3,481,193 shares of common stock were held of record by Insight Venture Partners Growth-Buyout Coinvestment Fund (B), L.P. (“IVP Coinvestment (B)”) and, together with IVP Coinvestment, IVP Coinvestment (Cayman) and IVP Coinvestment (Delaware), the “IVP Coinvestment Funds”).

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

The amount list as owned by IVP Venice may be deemed attributable to Holdings because Holdings is the sole shareholder of Insight Venture Associates X, Ltd. (“IVA X”), which is the managing member of IVP GP (Venice), LLC (“IVP GP Venice”), which in turn is the general partner of IVP Venice.

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

The address of each of the entities and persons identified in this Exhibit 99.3 is c/o Insight Partners, 1114 Avenue of the Americas, 36th Floor, New York, New York 10036.