

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Li Ping</u> <hr/> (Last) (First) (Middle) C/O TENABLE HOLDINGS, INC. 7021 COLUMBIA GATEWAY DRIVE, SUITE 500 <hr/> (Street) COLUMBIA MD 21046 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tenable Holdings, Inc. [ TENB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	07/30/2018		C		13,548,060	A	(1)	13,965,696	I	By Accel Growth Fund II L.P. <sup>(2)</sup>
Common Stock	07/30/2018		C		980,940	A	(1)	1,011,180	I	By Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Common Stock	07/30/2018		C		7,719,155	A	(1)	7,799,122	I	By Accel Growth Fund III L.P. <sup>(4)</sup>
Common Stock	07/30/2018		C		364,427	A	(1)	368,202	I	By Accel Growth Fund III Strategic Partners L.P. <sup>(5)</sup>
Common Stock	07/30/2018		C		1,318,500	A	(1)	1,359,144	I	By Accel Growth Fund Investors 2012 L.L.C. <sup>(6)</sup>
Common Stock	07/30/2018		C		511,401	A	(1)	516,699	I	By Accel Growth Fund Investors 2014 L.L.C. <sup>(7)</sup>
Common Stock	07/30/2018		C		231,806	A	(1)	231,806	I	By Accel Investors 2013 L.L.C. <sup>(8)</sup>
Common Stock	07/30/2018		C		2,182,696	A	(1)	2,182,696	I	By Accel XI L.P. <sup>(9)</sup>
Common Stock	07/30/2018		C		163,992	A	(1)	163,992	I	By Accel XI Strategic Partners L.P. <sup>(10)</sup>

**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. Acquired (A) or Disposed of (D) (Instr. 9)	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Series A Preferred Stock	(1)	07/30/2018		C	13,548,060	(1) (1)	Common Stock 13,548,060	(1)	0	I	By Accel Growth Fund II L.P. <sup>(2)</sup>
Series A Preferred Stock	(1)	07/30/2018		C	980,940	(1) (1)	Common Stock 980,940	(1)	0	I	By Accel Growth Fund II Strategic Partners L.P. <sup>(3)</sup>
Series A Preferred Stock	(1)	07/30/2018		C	1,318,500	(1) (1)	Common Stock 1,318,500	(1)	0	I	By Accel Growth Fund Investors 2012 L.L.C. <sup>(6)</sup>
Series B Preferred Stock	(1)	07/30/2018		C	7,719,155	(1) (1)	Common Stock 7,719,155	(1)	0	I	By Accel Growth Fund III L.P. <sup>(4)</sup>
Series B Preferred Stock	(1)	07/30/2018		C	364,427	(1) (1)	Common Stock 364,427	(1)	0	I	By Accel Growth Fund III Strategic Partners L.P. <sup>(5)</sup>
Series B Preferred Stock	(1)	07/30/2018		C	511,401	(1) (1)	Common Stock 511,401	(1)	0	I	By Accel Growth Fund Investors 2014 L.L.C. <sup>(7)</sup>
Series B Preferred Stock	(1)	07/30/2018		C	231,806	(1) (1)	Common Stock 231,806	(1)	0	I	By Accel Investors 2013 L.L.C. <sup>(8)</sup>
Series B Preferred Stock	(1)	07/30/2018		C	2,182,696	(1) (1)	Common Stock 2,182,696	(1)	0	I	By Accel XI L.P. <sup>(9)</sup>
Series B Preferred Stock	(1)	07/30/2018		C	163,992	(1) (1)	Common Stock 163,992	(1)	0	I	By Accel XI Strategic Partners L.P. <sup>(10)</sup>

**Explanation of Responses:**

- In connection with the Issuer's initial public offering on July 30, 2018, each share of Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- Accel Growth Fund II Associates L.L.C. is the general partner of Accel Growth Fund II L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund II Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- Accel Growth Fund II Associates L.L.C. is the general partner of Accel Growth Fund II Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund II Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- Accel Growth Fund III Associates L.L.C. is the general partner of Accel Growth Fund III L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund III Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- Accel Growth Fund III Associates L.L.C. is the general partner of Accel Growth Fund III Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund III Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock, Ryan J. Sweeney and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2012 L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
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- Accel XI Associates L.L.C. is the General Partner of Accel XI L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock and Richard P. Wong are the Managing Members of Accel XI Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.
- Accel XI Associates L.L.C. is the General Partner of Accel XI Strategic Partners L.P. and has the sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li (who is a director of the Issuer), Tracy L. Sedlock and Richard P. Wong are the Managing Members of Accel XI Associates L.L.C. and share voting and investment powers over such shares. The Managing Members disclaim beneficial ownership except to the extent of their pecuniary interest therein.

**Remarks:**

/s/ Brian F. Leaf, Attorney-in-Fact      07/30/2018

\*\* 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.

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