

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **January 3, 2025**

TENABLE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-38600
(Commission File Number)

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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 2.02 Results of Operations and Financial Condition.

On January 4, 2025, Tenable Holdings, Inc. (the "Company") issued a press release regarding the passing of Amit Yoran, the Company's Chief Executive Officer and Chairman, further described in Item 5.02 below. In that press release, the Company also announced that it expects to meet or exceed the financial guidance for the fourth quarter and full year ended December 31, 2024 as set forth in the Company's earnings release dated October 30, 2024. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 of this Current Report on 8-K (including Exhibit 99.1) is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company, whether made before or after today's date, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific references in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 4, 2025, the Company announced with deep sadness that Mr. Yoran had passed away on January 3, 2025. The Company previously announced on December 5, 2024 that Mr. Yoran had begun a temporary medical leave of absence from his duties as Chief Executive Officer. At that time, the Board of Directors appointed Stephen A. Vintz, the Company's Chief Financial Officer, and Mark Thurmond, the Company's Chief Operating Officer, to serve as Co-Chief Executive Officers, with Mr. Vintz serving as principal executive officer, on an interim basis. On January 4, 2025, in light of Mr. Yoran's passing, the Board of Directors determined that Mr. Vintz and Mr. Thurmond will continue to serve as interim Co-Chief Executive Officers as the Board conducts a search for the Company's next Chief Executive Officer, which will include both internal and external candidates.

Also on January 4, 2025, the Board appointed Arthur W. Coviello, Jr., the Board's lead independent director, to serve as Chairman of the Board and decreased the size of the board to eight directors, each effective immediately.

The Board of Directors, executive leadership team, and employees of Tenable extend their deepest condolences to Mr. Yoran's family and express profound gratitude for his leadership and extraordinary contributions to the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press release — "Tenable Announces the Passing of Chairman and CEO Amit Yoran"
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	The cover page from Tenable's 8-K filed on January 6, 2025, formatted in Inline XBRL.

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: January 6, 2025

By: /s/ Michelle VonderHaar

Michelle VonderHaar

Chief Legal Officer and Corporate Secretary

TENABLE ANNOUNCES THE PASSING OF CHAIRMAN AND CEO AMIT YORAN

COLUMBIA, Md. (January 4, 2025) — It is with profound sadness that Tenable Holdings, Inc. announces the passing of our Chairman and Chief Executive Officer, Amit Yoran. Amit passed away unexpectedly yesterday. He had been battling cancer.

A visionary leader and a pioneer in the cybersecurity industry, Amit dedicated his life to making the digital world safer. His unwavering commitment to innovation and relentless pursuit of excellence transformed Tenable into a global leader in exposure management. His contributions to the field have left an indelible mark, not only on the company but on the broader cybersecurity community.

“Amit was an extraordinary leader, colleague, and friend,” said Art Coviello, Tenable’s lead independent director. “His passion for cybersecurity, his strategic vision, and his ability to inspire those around him have shaped Tenable’s culture and mission. His legacy will continue to guide us as we move forward.”

Amit Yoran joined Tenable as CEO in 2016, leading the company through significant growth, including its successful initial public offering in 2018. Prior to Tenable, Amit held several prominent positions, including President of RSA and founding CEO of NetWitness, among many other leadership roles in the technology sector.

Amit took a medical leave of absence starting December 5, 2024 at which time the Board appointed Steve Vintz, CFO, and Mark Thurmond, COO, as Co-CEOs to ensure continued strategic execution and stability. The company will continue to operate under their leadership as the Board conducts a CEO search, including both internal and external candidates. Art Coviello will serve as Chairman of the Board.

Based on our preliminary results for the Q4 and the full year, the company expects to meet or exceed the financial guidance we provided in the press release issued on Oct. 30, 2024.

Our thoughts are with Amit’s family during this difficult time. We extend our deepest condolences to his loved ones and express our gratitude for the remarkable legacy he leaves behind. Funeral arrangements have not been announced at this time.

About Tenable

Tenable® is the exposure management company, exposing and closing the cybersecurity gaps that erode business value, reputation and trust. The company’s AI-powered exposure management platform radically unifies security visibility, insight and action across the attack surface, equipping modern organizations to protect against attacks from IT infrastructure to cloud environments to critical infrastructure and everywhere in between. By protecting enterprises from security exposure, Tenable reduces business risk for approximately 44,000 customers around the globe. Learn more at tenable.com.

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Media Contact:

Brian Alberti
Tenable
tenablepr@tenable.com

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release other than statements of historical fact, including statements regarding our results of operations for Q4 and full year 2024 are forward-looking statements and represent our views as of the date of this press release. The words “anticipate,” “believe,” “continue,” “estimate,” “expect,”

“intend,” “may,” “will” and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of assumptions and risks and uncertainties, many of which involve factors or circumstances that are beyond our control that could affect our financial results. These risks and uncertainties are detailed in the sections titled "Risk Factors" 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, 2023 as well as other filings that we make from time to time with the SEC, which are available on the SEC's website at sec.gov. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated or implied in any forward-looking statements. Except as required by law, we are under no obligation to update these forward-looking statements subsequent to the date of this press release, or to update the reasons if actual results differ materially from those anticipated in the forward-looking statements.