STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*  
Yoran Amit  
C/O TENABLE HOLDINGS, INC.  
6100 MERRIWEATHER DRIVE  
COLUMBIA MD 21044

2. Issuer Name and Ticker or Trading Symbol  
Tenable Holdings, Inc. [ TENB ]

3. Date of Earliest Transaction (Month/Day/Year)  
04/14/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)  
04/14/2021

5. Relationship of Reporting Person(s) to Issuer  
X Director  
Officer (give title below)  
President, CEO and Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)  
Form filed by One Reporting Person  
Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/14/2021</td>
<td>M</td>
<td>V</td>
<td>20,000 (A) $4.25</td>
<td>290,573 D</td>
<td>Direct (D)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/14/2021</td>
<td>s(1)</td>
<td>37,000 (D)</td>
<td>$39.92 (4)</td>
<td>253,547 D</td>
<td>Direct (D)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/14/2021</td>
<td>s(1)</td>
<td>500 (D)</td>
<td>$40.32 (4)</td>
<td>253,073 D</td>
<td>Direct (D)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/14/2021</td>
<td>s(1)</td>
<td>22,400 (D)</td>
<td>$39.93 (6)</td>
<td>493,547 I</td>
<td>Indirect (I)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/14/2021</td>
<td>s(1)</td>
<td>100 (D)</td>
<td>$40.31 (4)</td>
<td>493,447 I</td>
<td>Indirect (I)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>361,738 I</td>
<td>Direct (D)</td>
<td>Common Stock</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$4.25</td>
<td>04/14/2021</td>
<td>M</td>
<td>20,000 (A)</td>
<td>01/18/2027 Common Stock 20,000 2,479,524 D</td>
<td>Direct (D)</td>
<td>Common Stock 20,000 2,479,524 D</td>
<td>Direct (D)</td>
<td>Common Stock 20,000 2,479,524 D</td>
<td>Direct (D)</td>
<td>Common Stock 20,000 2,479,524 D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sales reported in Column 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.29 - $40.28, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $40.31 - $40.33, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.30 - $40.29, inclusive.
5. The Trustees of the Amit Yoran 2020 Family Trust are Dov Yoran and David Redling.
6. On April 12, 2021, the Reporting Person contributed 361,738 shares to a grantor retained annuity trust for the benefit of himself. Amit Yoran is the Trustee of the Amit Yoran GRAT A.
7. 100% of the shares underlying the option were vested as of January 1, 2021.

Remarks:

/s/ David Bartholomew,  
Attorney-in-Fact  
04/16/2021

** 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).


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.