

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

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
(410) 872-0555**

(Address of principal executive offices, including zip code)

**Tenable Holdings, Inc. 2018 Equity Incentive Plan
Tenable Holdings, Inc. 2018 Employee Stock Purchase Plan**
(Full titles of the plans)

**Amit Yoran
Chief Executive Officer
Tenable Holdings, Inc.
6100 Merriweather Drive
Columbia, Maryland 21044
(410) 872-0555**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Eric C. Jensen
Madison A. Jones
Mark Ballantyne
Cooley LLP
11951 Freedom Drive
Reston, Virginia 20190**

**Michelle VonderHaar
Tenable Holdings, Inc.
6100 Merriweather Drive
Columbia, Maryland 21044**

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 Accelerated filer
Non-accelerated filer
Emerging growth company Smaller reporting 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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Tenable Holdings, Inc. (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register (1) 5,857,374 additional shares of its common stock under the 2018 Equity Incentive Plan (the "**2018 Plan**"), pursuant to the provisions of the 2018 Plan providing for an automatic increase in the number of shares common stock reserved and available for issuance under the 2018 Plan on January 1, 2024 and (2) 1,757,212 additional shares of its common stock under the 2018 Employee Stock Purchase Plan (the "**2018 ESPP**"), pursuant to the provisions of 2018 ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2018 ESPP on January 1, 2024. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

Item 3 Incorporation of Certain Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- a. The contents of the Registrant's Registration Statement on Form S-8 (File No. 333-270021), filed with the Commission on February 24, 2023;
- b. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on February 28, 2024;
- c. All other reports of the Registrant filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") since the end of the fiscal year covered by the Registrant's Annual Report referred to in (b) above (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items).
- d. The description of the Registrant's common stock, which is contained in a registration statement on Form 8-A filed on July 20, 2018 (File No. 001-38600) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.
- e. All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8 Exhibits

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect	8-K	001-38600	3.1	July 30, 2018
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect	8-K	001-38600	3.1	November 15, 2023
4.3	Form of Common Stock Certificate of the Registrant	S-1/A	333-226002	4.1	July 16, 2018
5.1*	Opinion of Cooley LLP				
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included on the signature page of this Form S-8)				
99.1	2018 Equity Incentive Plan and Forms of Stock Option Grant Notice and Agreement and Restricted Stock Unit Grant Notice and Agreement thereunder	S-8	333-226347	10.4	July 26, 2018
99.2	Form of Restricted Stock Unit Grant Notice and Agreement under the 2018 Equity Incentive Plan	10-Q	001-38600	10.2	August 2, 2023
99.3	Form of Restricted Stock Unit Grant Notice and Agreement under the 2018 Equity Incentive Plan	10-Q	001-38600	10.1	November 9, 2023
99.4	2018 Employee Stock Purchase Plan	S-8	333-226347	10.5	July 26, 2018
99.5	Form of Performance Restricted Stock Unit Grant Notice and Agreement	8-K	001-38600	10.1	February 28, 2022
107*	Filing Fee Table				

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland, on February 28, 2024.

TENABLE HOLDINGS, INC.

By: /s/ Amit Yoran

Amit Yoran

Chief Executive Officer and Chairman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Amit Yoran, Stephen A. Vintz and Michelle VonderHaar, and each or any one of them, as his or her true and lawful attorney-in-fact and agent, each with the full power of substitution and resubstitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, and each or any of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Amit Yoran</u> Amit Yoran	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	February 28, 2024
<u>/s/ Stephen A. Vintz</u> Stephen A. Vintz	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	February 28, 2024
<u>/s/ Arthur W. Coviello, Jr.</u> Arthur W. Coviello, Jr.	Director	February 28, 2024
<u>/s/ Linda Zecher Higgins</u> Linda Zecher Higgins	Director	February 28, 2024
<u>/s/ Niloofar Razi Howe</u> Niloofar Razi Howe	Director	February 28, 2024
<u>/s/ John C. Huffard, Jr.</u> John C. Huffard, Jr.	Director	February 28, 2024
<u>/s/ Margaret Keane</u> Margaret Keane	Director	February 28, 2024
<u>/s/ A. Brooke Seawell</u> A. Brooke Seawell	Director	February 28, 2024
<u>/s/ George Alexander Tosheff</u> George Alexander Tosheff	Director	February 28, 2024
<u>/s/ Raymond Vicks, Jr.</u> Raymond Vicks, Jr.	Director	February 28, 2024

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

TENABLE HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share, 2018 Equity Incentive Plan	Other ⁽²⁾	5,857,374 ⁽³⁾	\$47.60 ⁽²⁾	\$278,811,002.40	\$0.0001476	\$41,152.50
Equity	Common Stock, par value \$0.01 per share, 2018 Employee Stock Purchase Plan	Other ⁽⁴⁾	1,757,212 ⁽⁵⁾	\$40.46 ⁽⁴⁾	\$71,096,797.52	\$0.0001476	\$10,493.89
	Total Offering Amounts				\$349,907,799.92		\$51,646.39
	Total Fee Offsets						—
	Net Fee Due						\$51,646.39

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), this Registration Statement shall also cover any additional shares of common stock of Tenable Holdings, Inc. (the "**Registrant**") that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant's common stock.
- (2) Estimated in accordance with Rule 457(c) and (h) solely for purposes of calculating the registration fee on the basis of \$47.60, the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 23, 2024.
- (3) Represents an automatic annual increase equal to 5% of the total number of shares of the Registrant's capital stock outstanding on December 31st of the preceding calendar year to the aggregate number of shares of the Registrant's common stock reserved for issuance under, and which annual increase is provided by, the Registrant's 2018 Equity Incentive Plan.
- (4) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$40.46, the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on February 23, 2024, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2018 Employee Stock Purchase Plan (the "**2018 ESPP**").
- (5) Represents an automatic increase equal to 1.5% of the total number of shares of the Registrant's capital stock outstanding on December 31st of the preceding calendar year to the aggregate number of shares of the Registrant's common stock reserved for issuance under, and which annual increase is provided by, the 2018 ESPP.



Mark Ballantyne
T: +1 703 456 8084
mballantyne@cooley.com

February 28, 2024

Tenable Holdings, Inc.
6100 Merriweather Drive
Columbia, MD 21044

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tenable Holdings, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**"), covering the offering of up to 7,614,586 shares (the "**Shares**") of the Company's common stock, par value \$0.01 per share (the "**Common Stock**") consisting of (a) 5,857,374 shares of Common Stock issuable pursuant to the Company's 2018 Equity Incentive Plan (the "**2018 EIP**") and (b) 1,757,212 shares of Common Stock issuable pursuant to the Company's 2018 Employee Stock Purchase Plan (together with the Company's 2018 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.



We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Mark Ballantyne

Mark Ballantyne

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Tenable Holdings, Inc. 2018 Equity Incentive Plan and the Tenable Holdings, Inc. 2018 Employee Stock Purchase Plan of our reports dated February 28, 2024, with respect to the consolidated financial statements and schedule of Tenable Holdings, Inc. and the effectiveness of internal control over financial reporting of Tenable Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland

February 28, 2024