

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Huffard John C Jr</u>  (Last) (First) (Middle) <u>C/O TENABLE HOLDINGS, INC.</u> <u>7021 COLUMBIA GATEWAY DRIVE, SUITE 500</u>  (Street) <u>COLUMBIA MD 21046</u>  (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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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**

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	06/03/2019		s <sup>(1)</sup>		1,091	D	\$26.11 <sup>(2)</sup>	59,575	I	By Spouse
Common Stock	06/03/2019		s <sup>(1)</sup>		7,053	D	\$26.11 <sup>(2)</sup>	569,461	I	By Trust <sup>(3)</sup>
Common Stock	06/03/2019		s <sup>(1)</sup>		2,124	D	\$27.14 <sup>(4)</sup>	57,451	I	By Spouse
Common Stock	06/03/2019		s <sup>(1)</sup>		13,732	D	\$27.14 <sup>(4)</sup>	555,729	I	By Trust <sup>(3)</sup>
Common Stock	06/03/2019		s <sup>(1)</sup>		134	D	\$27.79 <sup>(5)</sup>	57,317	I	By Spouse
Common Stock	06/03/2019		s <sup>(1)</sup>		866	D	\$27.79 <sup>(5)</sup>	554,863	I	By Trust <sup>(3)</sup>
Common Stock	06/04/2019		s <sup>(1)</sup>		656	D	\$25.77 <sup>(6)</sup>	56,661	I	By Spouse
Common Stock	06/04/2019		s <sup>(1)</sup>		4,244	D	\$25.77 <sup>(6)</sup>	550,619	I	By Trust <sup>(3)</sup>
Common Stock	06/04/2019		s <sup>(1)</sup>		107	D	\$26.37 <sup>(7)</sup>	56,554	I	By Spouse
Common Stock	06/04/2019		s <sup>(1)</sup>		693	D	\$26.37 <sup>(7)</sup>	549,926	I	By Trust <sup>(3)</sup>
Common Stock								2,173	D	
Common Stock								3,294,982	I	By Trust <sup>(8)</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. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected by the Reporting Person's spouse and Mary Kathryn Braden Huffard and Jonathan M. Forster, as Trustees of The Three Suns Non-Exempt Irrevocable Trust U/T/A dated March 2, 2012, as applicable, pursuant to Rule 10b5-1 trading plans.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.56 to \$26.54 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), (4), (5), (6) and (7) to this Form 4.

3. Mary Kathryn Braden Huffard and Jonathan M. Forster, as Trustees of The Three Suns Non-Exempt Irrevocable Trust U/T/A dated March 2, 2012. The Reporting Person's spouse and children are the beneficiaries of this trust.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.55 to \$27.545 inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.56 to \$27.915 inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.31 to \$26.27 inclusive.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.32 to \$26.49 inclusive.

8. Mary Kathryn Braden Huffard and Jonathan M. Forster, as Trustees of The Three Suns Exempt Irrevocable Trust U/T/A dated March 2, 2012. The Reporting Person's spouse and children are the beneficiaries of this trust.

**Remarks:**

/s/ Brian F. Leaf, Attorney-in-Fact      06/05/2019

\*\* 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.

**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.**