

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

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is intended
to satisfy the affirmative defense
conditions of Rule 10b5-1(c). See
Instruction 10.

1. Name and Address of Reporting Person * <u>Thurmond Mark C.</u> (Last) (First) (Middle) <u>C/O TENABLE HOLDINGS, INC.</u> <u>6100 MERRIWEATHER DRIVE</u> (Street) <u>COLUMBIA MD 21044</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tenable Holdings, Inc. [TENB]</u> Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>08/24/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Co-Chief Executive Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/24/2026		M		1,162	A	\$0	183,350	D	
Common Stock	08/24/2026		F		562 ⁽¹⁾	D	\$33.94	182,788	D	
Common Stock	08/24/2026		M		2,267	A	\$0	185,055	D	
Common Stock	08/24/2026		F		1,097 ⁽¹⁾	D	\$33.94	183,958	D	
Common Stock	08/24/2026		M		6,095	A	\$0	190,053	D	
Common Stock	08/24/2026		F		2,947 ⁽¹⁾	D	\$33.94	187,106	D	
Common Stock	08/24/2026		M		3,713	A	\$0	190,819	D	
Common Stock	08/24/2026		F		1,796 ⁽¹⁾	D	\$33.94	189,023	D	
Common Stock	08/24/2026		M		7,764	A	\$0	196,787	D	
Common Stock	08/24/2026		F		3,754 ⁽¹⁾	D	\$33.94	193,033	D	
Common Stock	08/24/2026		M		4,368	A	\$0	197,401	D	
Common Stock	08/24/2026		F		2,112 ⁽¹⁾	D	\$33.94	195,289	D	

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	Title	Amount or Number of Shares				
Performance Restricted Stock Units	⁽²⁾	08/24/2026		M			1,162	⁽³⁾	⁽³⁾	Common Stock	1,162	\$0	2,330	D	
Performance Restricted Stock Units	⁽²⁾	08/24/2026		M			2,267	⁽⁴⁾	⁽⁴⁾	Common Stock	2,267	\$0	13,606	D	
Performance Restricted Stock Units	⁽²⁾	08/24/2026		M			6,095	⁽⁵⁾	⁽⁵⁾	Common Stock	6,095	\$0	60,957	D	
Restricted Stock Units	⁽²⁾	08/24/2026		M			3,713	⁽⁶⁾	⁽⁶⁾	Common Stock	3,713	\$0	7,426	D	
Restricted Stock Units	⁽²⁾	08/24/2026		M			7,764	⁽⁷⁾	⁽⁷⁾	Common Stock	7,764	\$0	77,644	D	

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	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	08/24/2026		M			4,368	(8)	(8)	Common Stock	4,368	\$0	26,208	D	

Explanation of Responses:

1. Represents the number of shares of Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the Restricted Stock Units ("RSUs") and does not represent a sale.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of Issuer common stock.

3. On February 21, 2024, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 22, 2023 and determined a 93.9% payout for the measurement period based on the Issuer's fiscal year 2023 criteria. 25% of the shares underlying the PRSUs granted on February 22, 2024, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

4. On February 13, 2025, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 22, 2024 and determined a 96.4% payout for the measurement period based on the Issuer's fiscal year 2024 criteria. 25% of the shares underlying the PRSUs granted on February 22, 2025, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

5. On February 25, 2026, the Compensation Committee of the Issuer's Board of Directors certified the achievement of the Performance Restricted Stock Units (PRSUs) granted on February 21, 2025 and determined a 97.2% payout for the measurement period based on the Issuer's fiscal year 2025 criteria. 25% of the shares underlying the PRSUs vested on February 25, 2026, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

6. 25% of the shares underlying the RSUs vested on February 22, 2024, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

7. 25% of the shares underlying the RSUs vested on August 22, 2025, 25% on February 22, 2026, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

8. 25% of the shares underlying the RSUs vested on February 22, 2025, with the remainder vesting in equal quarterly installments over 3 years, subject to the Reporting Person's continuous service with the Issuer as of the applicable vesting date, and subject to accelerated vesting in specified circumstances.

Remarks:

/s/ David Bartholomew,
Attorney-in-Fact

08/25/2026

** Signature of Reporting Person Date

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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