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

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended September 30, 2021

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____

Commission file number 001-38600

TENABLE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**47-5580846**
(State or other jurisdiction of incorporation or organization)	(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)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the Registrant's common stock outstanding as of October 28, 2021 was 107,444,768.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

TENABLE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)	September 30, 2021 (unaudited)	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 435,854	$ 178,223
Short-term investments	216,041	113,623
Accounts receivable (net of allowance for doubtful accounts of $293 and $261 at September 30, 2021 and December 31, 2020, respectively)	115,421	115,342
Deferred commissions	34,248	32,143
Prepaid expenses and other current assets	45,194	44,462
Total current assets	846,758	483,793
Property and equipment, net	36,055	38,920
Deferred commissions (net of current portion)	46,990	46,733
Operating lease right-of-use assets	38,694	39,426
Acquired intangible assets, net	40,889	13,193
Goodwill	126,705	54,414
Other assets	22,399	14,110
Total assets	$ 1,158,490	$ 690,589
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 16,011	$ 5,731
Accrued compensation	33,299	35,509
Deferred revenue	362,308	328,819
Operating lease liabilities	6,857	3,815
Other current liabilities	1,883	1,028
Total current liabilities	420,358	374,902
Deferred revenue (net of current portion)	114,649	105,691
Term loan, net of issuance costs (net of current portion)	365,387	—
Operating lease liabilities (net of current portion)	52,881	54,529
Other liabilities	7,158	4,802
Total liabilities	960,433	539,924
Stockholders' equity:		
Common stock (par value: $0.01; 500,000 shares authorized; 107,360 and 103,715 shares issued and outstanding at September 30, 2021 and December 31, 2020, respectively)	1,074	1,037
Additional paid-in capital	840,482	757,470
Accumulated other comprehensive (loss) income	(15)	10
Accumulated deficit	(643,484)	(607,852)
Total stockholders' equity	198,057	150,665
Total liabilities and stockholders' equity	$ 1,158,490	$ 690,589

The accompanying notes are an integral part of these consolidated financial statements.

TENABLE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share data)	**2021**	**2020**	**2021**	**2020**
Revenue	$ 138,664	$ 112,282	$ 392,112	$ 322,139
Cost of revenue	27,062	19,394	75,560	57,237
Gross profit	111,602	92,888	316,552	264,902
Operating expenses:				
Sales and marketing	68,360	53,045	192,673	168,343
Research and development	30,675	25,128	85,714	77,269
General and administrative	23,785	18,180	67,066	54,992
Total operating expenses	122,820	96,353	345,453	300,604
Loss from operations	(11,218)	(3,465)	(28,901)	(35,702)
Interest (expense) income, net	(3,479)	(12)	(3,549)	1,177
Other expense, net	(823)	(561)	(1,360)	(1,819)
Loss before income taxes	(15,520)	(4,038)	(33,810)	(36,344)
Provision for income taxes	726	1,820	1,822	4,451
Net loss	$ (16,246)	$ (5,858)	$ (35,632)	$ (40,795)
Net loss per share, basic and diluted	$ (0.15)	$ (0.06)	$ (0.34)	$ (0.41)
Weighted-average shares used to compute net loss per share, basic and diluted	106,869	101,736	105,765	100,272

The accompanying notes are an integral part of these consolidated financial statements.

TENABLE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Net loss	$ (16,246)	$ (5,858)	$ (35,632)	$ (40,795)
Other comprehensive income (loss), net of tax:				
Unrealized gains (losses) on available-for-sale securities	1	(95)	(25)	4
Other comprehensive income (loss)	1	(95)	(25)	4
Comprehensive loss	$ (16,245)	$ (5,953)	$ (35,657)	$ (40,791)

The accompanying notes are an integral part of these consolidated financial statements.

TENABLE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

(in thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Stockholders' Equity
Balance at June 30, 2021	106,510	$ 1,065	$ 811,644	$ (16)	$ (627,238)	$ 185,455
Exercise of stock options	229	3	2,212	—	—	2,215
Vesting of restricted stock units	349	3	(3)	—	—	—
Issuance of common stock under employee stock purchase plan	272	3	5,687	—	—	5,690
Stock-based compensation	—	—	20,942	—	—	20,942
Other comprehensive income	—	—	—	1	—	1
Net loss	—	—	—	—	(16,246)	(16,246)
Balance at September 30, 2021	107,360	$ 1,074	$ 840,482	$ (15)	$ (643,484)	$ 198,057
Balance at December 31, 2020	103,715	$ 1,037	$ 757,470	$ 10	$ (607,852)	$ 150,665
Exercise of stock options	1,441	15	10,904	—	—	10,919
Vesting of restricted stock units	1,533	15	(15)	—	—	—
Issuance of common stock under employee stock purchase plan	671	7	13,729	—	—	13,736
Stock-based compensation	—	—	58,394	—	—	58,394
Other comprehensive loss	—	—	—	(25)	—	(25)
Net loss	—	—	—	—	(35,632)	(35,632)
Balance at September 30, 2021	107,360	$ 1,074	$ 840,482	$ (15)	$ (643,484)	$ 198,057
Balance at June 30, 2020	101,127	$ 1,011	$ 710,066	$ 149	$ (600,058)	$ 111,168
Exercise of stock options	772	8	4,800	—	—	4,808
Vesting of restricted stock units	566	6	(6)	—	—	—
Issuance of common stock under employee stock purchase plan	290	3	5,730	—	—	5,733
Stock-based compensation	—	—	15,371	—	—	15,371
Other comprehensive loss	—	—	—	(95)	—	(95)
Net loss	—	—	—	—	(5,858)	(5,858)
Balance at September 30, 2020	102,755	$ 1,028	$ 735,961	$ 54	$ (605,916)	$ 131,127
Balance at December 31, 2019	98,587	$ 986	$ 662,990	$ 50	$ (565,121)	$ 98,905
Exercise of stock options	2,366	24	15,758	—	—	15,782
Vesting of restricted stock units	1,134	11	(11)	—	—	—
Issuance of common stock under employee stock purchase plan	668	7	13,033	—	—	13,040
Stock-based compensation	—	—	44,191	—	—	44,191
Other comprehensive income	—	—	—	4	—	4
Net loss	—	—	—	—	(40,795)	(40,795)
Balance at September 30, 2020	102,755	$ 1,028	$ 735,961	$ 54	$ (605,916)	$ 131,127

The accompanying notes are an integral part of these consolidated financial statements.

TENABLE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in thousands)	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Cash flows from operating activities:		
Net loss	$ (35,632)	$ (40,795)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	11,123	7,980
Stock-based compensation	58,333	44,001
Other	832	1,009
Changes in operating assets and liabilities:		
Accounts receivable	3,993	7,774
Prepaid expenses and other assets	(5,284)	(1,386)
Accounts payable, accrued expenses and accrued compensation	4,023	(12,263)
Deferred revenue	38,747	27,075
Other current and noncurrent liabilities	(1,342)	12,903
Net cash provided by operating activities	74,793	46,298
Cash flows from investing activities:		
Purchases of property and equipment	(3,769)	(19,073)
Purchases of short-term investments	(211,755)	(157,557)
Sales and maturities of short-term investments	109,000	168,175
Business combination, net of cash acquired	(98,489)	—
Net cash used in investing activities	(205,013)	(8,455)
Cash flows from financing activities:		
Proceeds from term loan	375,000	—
Credit facility issuance costs	(9,348)	(333)
Proceeds from loan agreement	—	2,000
Proceeds from stock issued in connection with the employee stock purchase plan	13,736	13,040
Proceeds from the exercise of stock options	10,919	15,782
Other financing activities	(8)	(11)
Net cash provided by financing activities	390,299	30,478
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(2,418)	(1,359)
Net increase in cash and cash equivalents and restricted cash	257,661	66,962
Cash and cash equivalents and restricted cash at beginning of period	178,463	74,665
Cash and cash equivalents and restricted cash at end of period	$ 436,124	$ 141,627
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 1,764	$ 254
Cash paid for income taxes, net of refunds	5,186	4,195
Supplemental cash flow information related to leases:		
Cash payments for operating leases	$ 3,357	$ 3,916

The accompanying notes are an integral part of these consolidated financial statements.

TENABLE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Business and Summary of Significant Accounting Policies

Business Description

Tenable Holdings, Inc. (the "Company," "we," "us," or "our") is a provider of Cyber Exposure solutions, which is a discipline for managing, measuring and comparing cybersecurity risk in the digital era. Our platform offerings provide broad visibility into security issues such as vulnerabilities, misconfigurations, internal and regulatory compliance violations and other indicators of the state of an organization's security across IT infrastructure and applications, cloud environments, Active Directory and industrial internet of things and operational technology environments.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Tenable Holdings, Inc. and our wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements have been prepared in conformity with United States generally accepted accounting principles ("GAAP") for interim financial information. The consolidated statements are unaudited and should be read in conjunction with the consolidated financial statements and related notes included in our 2020 Annual Report on Form 10-K ("10-K") filed with the Securities and Exchange Commission on February 23, 2021. The consolidated financial statements have been prepared on a basis consistent with the audited annual consolidated financial statements included in the 10-K and, in the opinion of management, include all adjustments of a normal recurring nature necessary to fairly state our financial position, our results of operations, and cash flows.

The results for the nine months ended September 30, 2021 are not necessarily indicative of the operating results expected for the year ending December 31, 2021 or any other future period.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates include, but are not limited to, the determination of the estimated economic life of perpetual licenses for revenue recognition, the estimated period of benefit for deferred commissions, the useful lives of long-lived assets, the fair value of acquired intangible assets and deferred revenue, the valuation of stock-based compensation, including the estimated underlying fair value of our common stock prior to our IPO, the incremental borrowing rate for operating leases, and the valuation of deferred tax assets. We base these estimates on historical experience and on various other assumptions that we believe to be reasonable. Actual results could differ significantly from these estimates.

Significant Accounting Policies

Our significant accounting policies are described in our 10-K. During the nine months ended September 30, 2021, there were no material changes to our significant accounting policies other than those described below.

Revenue Recognition

Subscription Revenue

Subscription arrangements generally have annual or multi-year contractual terms and allow customers to use our software or cloud solutions. For our software subscriptions that are dependent on ongoing software updates and the ability to identify the latest cybersecurity vulnerabilities, revenue is recognized ratably over the subscription term given the critical utility provided by the ongoing updates that are released through the contract period. When the critical utility of our software does not depend on ongoing updates, we separate the software license from the maintenance and support. In that case, we recognize revenue attributable to the license at the time of delivery and the revenue attributable to the maintenance and support ratably over the contract period.

Investments

We classify investments with original maturities of less than 90 days as cash and cash equivalents. Investments with original maturities greater than 90 days, including those we do not currently intend on selling within the next twelve months, are classified as short-term investments as they are available for use in our operations.

Recently Adopted Accounting Pronouncements

We adopted Accounting Standards Update ("ASU") No. 2019-12 - *Income Taxes (Topic 740)*: *Simplifying the Accounting for Income Taxes,* effective January 1, 2021. The adoption of this guidance did not have a material impact on our condensed consolidated financial statements. This ASU eliminated previously allowed exceptions and clarified existing guidance in the accounting for income taxes, including in the areas of franchise taxes, the tax basis of goodwill and interim period effects of changes in tax laws.

Recently Issued Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board ("FASB") issued ASU No. 2020-04 - *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. This ASU provides optional expedients and exceptions to contract modification guidance to ease the financial reporting burden of the transition from the London Interbank Offered Rate ("LIBOR") to alternative reference rates. The ASU was effective beginning on March 12, 2020 and can be adopted prospectively through December 31, 2022. We are currently evaluating the impact of this accounting standard on our consolidated financial statements.

2. Revenue

Disaggregation of Revenue

The following table presents a summary of revenue:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Subscription revenue	$ 122,156	$ 96,792	$ 343,725	$ 275,192
Perpetual license and maintenance revenue	12,749	12,448	37,721	38,046
Professional services and other revenue	3,759	3,042	10,666	8,901
Revenue	$ 138,664	$ 112,282	$ 392,112	$ 322,139

Concentrations

We sell and market our products and services through our field sales force that works closely with our channel partners, which includes a network of distributors and resellers, in developing sales opportunities. We use a two-tiered channel model whereby we sell our products and services to our distributors, which in turn sell to resellers, which then sell to end-users. We derived 92% of revenue through our channel network in the three and nine months ended September 30, 2021 and 92% and 91% of revenue in the three and nine months ended September 30, 2020, respectively. One of our distributors accounted for 39% and 40% of revenue in the three and nine months ended September 30, 2021, respectively, and 43% of revenue in the three and nine months ended September 30, 2020. That same distributor accounted for 43% and 41% of accounts receivable at September 30, 2021 and December 31, 2020, respectively.

Contract Balances

We generally bill our customers in advance and accounts receivable are recorded when we have the right to invoice the customer. Contract liabilities consist of deferred revenue and include customer billings and payments received in advance of performance under the contract. In the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020, we recognized revenue of $124.6 million, $102.8 million, $283.3 million and $235.2 million, respectively, that was included in the deferred revenue balance at the beginning of each of the respective periods.

Remaining Performance Obligations

At September 30, 2021, the future estimated revenue related to unsatisfied performance obligations was $491.9 million, of which approximately 76% is expected to be recognized as revenue over the succeeding twelve months, and the remainder is expected to be recognized over the four years thereafter.

Deferred Commissions

The following summarizes the activity of deferred incremental costs of obtaining a contract:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Beginning balance	$ 78,497	$ 71,768	$ 78,876	$ 72,265
Capitalization of contract acquisition costs	12,109	8,301	29,555	23,314
Amortization of deferred contract acquisition costs	(9,368)	(8,185)	(27,193)	(23,695)
Ending balance	$ 81,238	$ 71,884	$ 81,238	$ 71,884

3. Cash Equivalents and Short-Term Investments

The following tables summarize the amortized cost, unrealized gain and loss and estimated fair value of cash equivalents and short-term investments:

	September 30, 2021			
(in thousands)	**Amortized Cost**	**Unrealized Gain**	**Unrealized Loss**	**Estimated Fair Value**
Cash equivalents				
Money market funds	$ 147,026	$ —	$ —	$ 147,026
Commercial paper	9,999	—	(1)	9,998
Total cash equivalents	$ 157,025	$ —	$ (1)	$ 157,024
Short-term investments				
Commercial paper	$ 141,706	$ —	$ (13)	$ 141,693
Corporate bonds	22,774	27	(4)	22,797
Asset backed securities	14,926	1	(4)	14,923
Certificates of deposit	10,000	—	—	10,000
Supranational bonds	13,165	—	(7)	13,158
U.S. Treasury and agency obligations	13,484	—	(14)	13,470
Total short-term investments	$ 216,055	$ 28	$ (42)	$ 216,041

(in thousands)	December 31, 2020 Amortized Cost	Unrealized Gain	Unrealized Loss	Estimated Fair Value
Cash equivalents				
Money market funds	$ 44,153	$ —	$ —	$ 44,153
Commercial paper	4,500	—	—	4,500
Total cash equivalents	$ 48,653	$ —	$ —	$ 48,653
Short-term investments				
Commercial paper	$ 71,425	$ —	$ —	$ 71,425
Corporate bonds	4,502	3	—	4,505
U.S. Treasury and agency obligations	37,686	7	—	37,693
Total short-term investments	$ 113,613	$ 10	$ —	$ 113,623

The contractual maturities of our short-term investments are as follows:

(in thousands)	September 30, 2021 Amortized Cost	Estimated Fair Value
Due within one year	$ 186,572	$ 186,575
Due between one and two years	29,483	29,466
Total short-term investments	$ 216,055	$ 216,041

At September 30, 2021, cash and cash equivalents included $5.8 million of restricted cash primarily related to collateral for our outstanding letters of credit. At December 31, 2020, cash and cash equivalents included $0.4 million of restricted cash related to collateral for a lease and credit card deposits. At September 30, 2021 and December 31, 2020, cash and cash equivalents excluded $0.3 million and $0.2 million, respectively, of restricted cash related to an account established as collateral for a lease arrangement, which is included in other assets on the consolidated balance sheets.

4. Fair Value Measurements

We measure certain financial instruments at fair value using a fair value hierarchy. In the hierarchy, assets are classified based on the lowest level inputs used in valuation into the following categories:

- *Level 1* — Quoted prices in active markets for identical assets and liabilities;
- *Level 2* — Observable inputs including quoted market prices for similar assets and liabilities in active markets, quoted prices for identical assets and liabilities in inactive markets, or inputs that are corroborated by observable market data; and
- *Level 3* — Unobservable inputs.

The following tables summarize assets that are measured at fair value on a recurring basis:

	September 30, 2021			
(in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents				
Money market funds	$ 147,026	$ —	$ —	$ 147,026
Commercial paper	—	9,998	—	9,998
Total cash equivalents	$ 147,026	$ 9,998	$ —	$ 157,024
Short-term investments				
Commercial paper	$ —	$ 141,693	$ —	$ 141,693
Corporate bonds	—	22,797	—	22,797
Asset backed securities	—	14,923	—	14,923
Certificates of deposit	—	10,000	—	10,000
Supranational bonds	—	13,158	—	13,158
U.S. Treasury and agency obligations	—	13,470	—	13,470
Total short-term investments	$ —	$ 216,041	$ —	$ 216,041

	December 31, 2020			
(in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents				
Money market funds	$ 44,153	$ —	$ —	$ 44,153
Commercial paper	—	4,500	—	4,500
Total cash equivalents	$ 44,153	$ 4,500	$ —	$ 48,653
Short-term investments				
Commercial paper	$ —	$ 71,425	$ —	$ 71,425
Corporate bonds	—	4,505	—	4,505
U.S. Treasury and agency obligations	—	37,693	—	37,693
Total short-term investments	$ —	$ 113,623	$ —	$ 113,623

We did not have any liabilities measured and recorded at fair value on a recurring basis at September 30, 2021 and December 31, 2020.

5. Property and Equipment, Net

Property and equipment, net consisted of the following:

(in thousands)	September 30, 2021	December 31, 2020
Computer software and equipment	$ 26,322	$ 22,930
Furniture and fixtures	6,020	6,011
Leasehold improvements	26,748	26,210
Right-of-use assets under finance leases	1,344	1,571
Total	60,434	56,722
Less: accumulated depreciation and amortization	(24,379)	(17,802)
Property and equipment, net	$ 36,055	$ 38,920

Depreciation and amortization related to property and equipment was $2.6 million, $2.1 million, $7.3 million and $6.1 million in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020, respectively.

6. Acquisition, Goodwill and Acquired Intangible Assets

Business Combination

In April 2021, we acquired Alsid SAS ("Alsid"), which expanded our product offerings to include active directory security. Active directory is the basis for managing user permissions across on-premises and hybrid cloud deployments and is foundational to the security of cloud workloads, security remote work, and adopting zero trust architectures. Through a share purchase agreement, we acquired 100% of Alsid's equity in exchange for cash consideration of $98.5 million, net of cash acquired of $3.3 million.

When determining the fair value of assets acquired and liabilities assumed, a non-recurring Level 3 fair value measurement, we make estimates and assumptions, especially with respect to intangible assets such as identified acquired technology and trade name intangible assets. We determined the fair value of acquired technology using the multi-period excess earnings method, a form of the income approach. Estimates in valuing identifiable intangible assets include, but are not limited to, projected revenue growth rates, future expected operating expenses, obsolescence projections and an appropriate discount rate. Our estimate of fair value is based upon assumptions we believe to be reasonable, but which are inherently uncertain and, as a result, actual results may differ from estimates. During the measurement period, we may make adjustments to the fair value of assets acquired and liabilities assumed, with offsetting adjustments to goodwill. Any adjustments made after the measurement period will be reflected in the consolidated statements of operations. We are still finalizing the allocation of the purchase price, which may change as additional information becomes available related to acquired intangible assets, deferred revenue and income taxes.

The cash consideration, net of cash acquired, was preliminarily allocated as follows:

(in thousands)		
Accounts receivable	$	4,105
Prepaid expenses and other assets		2,304
Intangible assets		31,400
Goodwill		72,291
Accounts payable, accrued expenses and accrued compensation		(3,794)
Deferred revenue		(3,699)
Deferred tax liabilities, net		(4,118)
Total purchase price	$	98,489

Acquired intangible assets and their estimated useful lives at the date of acquisition are as follows:

	Intangible Assets		
(dollars in thousands)	Cost		Estimated Useful Life
Acquired technology	$	31,300	7 years
Trade name		100	1 year
Acquired intangible assets	$	31,400	

The results of operations of Alsid are included in our consolidated statements of operations from the acquisition date and were not material. Pro forma results of operations are not presented as they are not material to the consolidated statements of operations.

In general and administrative expense, we recognized $2.3 million and $6.0 million of acquisition-related transaction costs in the three and nine months ended September 30, 2021, respectively.

Goodwill and Acquired Intangible Assets

The changes in the carrying amount of goodwill are as follows:

(in thousands)		
Balance at December 31, 2020	$	54,414
Acquired goodwill		72,291
Balance at September 30, 2021	$	126,705

The excess purchase consideration over the fair value of acquired assets and liabilities is recorded as goodwill. The acquired goodwill reflects the synergies we expect from marketing and selling new capabilities from Alsid to our customers. The acquired goodwill is not tax deductible.

Acquired intangible assets subject to amortization are as follows:

	September 30, 2021			**December 31, 2020**		
(in thousands)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Amount**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Amount**
Acquired technology	$ 48,625	$ (7,810)	$ 40,815	$ 17,325	$ (4,224)	$ 13,101
Trade name	300	(226)	74	200	(108)	92
	$ 48,925	$ (8,036)	$ 40,889	$ 17,525	$ (4,332)	$ 13,193

Amortization of acquired intangible assets was $1.7 million, $0.5 million, $3.7 million and $1.7 million in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020, respectively. At September 30, 2021, our acquired intangible assets are expected to be amortized over an estimated weighted average period of 6.2 years.

At September 30, 2021, estimated future amortization of acquired intangible assets is as follows:

(in thousands)		
Year ending December 31,		
2021[(1)]	$	1,714
2022		6,718
2023		6,686
2024		6,686
2025		6,686
Thereafter		12,399
Total	$	40,889

(1) Represents the three months ending December 31, 2021.

7. Leases

We have operating leases for office facilities and finance leases for office equipment. The components of lease expense were as follows:

(in thousands)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Operating lease cost	$ 1,924	$ 2,231	$ 5,700	$ 7,042
Finance lease cost				
Amortization of ROU assets	$ 2	$ 49	$ 6	$ 235
Interest on lease liabilities	1	2	4	5
Total finance lease cost	$ 3	$ 51	$ 10	$ 240

Rent expense for short-term leases in the three and nine months ended September 30, 2021 and 2020 was not material.

Supplemental information related to leases was as follows:

	September 30, 2021	December 31, 2020
Operating leases		
Weighted average remaining lease term	9.5 years	10.0 years
Weighted average discount rate	5.6%	5.6%

(in thousands)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
ROU assets obtained in exchange for lease obligations				
Operating Leases	$ 2,215	$ 2,484	$ 2,215	$ 3,188

In the three and nine months ended September 30, 2021 and 2020, we did not obtain any right-of-use assets in exchange for finance lease liabilities.

Maturities of operating lease liabilities at September 30, 2021 were as follows:

(in thousands)	
Year ending December 31,	
2021[(1)]	$ 603
2022	8,574
2023	8,256
2024	8,410
2025	8,039
Thereafter	44,479
Total lease payments	78,361
Less: Imputed interest	(18,623)
Total	$ 59,738

(1) Represents the three months ending December 31, 2021.

8. Debt

Credit Agreement

In July 2021, we entered into a credit agreement ("Credit Agreement") which is comprised of:

- a $375.0 million senior secured term loan facility ("Term Loan"); and
- a $50.0 million senior secured revolving credit facility ("Revolving Credit Facility").

The table below summarizes the carrying value of the Term Loan:

(in thousands)	September 30, 2021
Term loan	$ 375,000
Less: Unamortized debt discount and issuance costs	(7,887)
Term loan, net of issuance costs	367,113
Less: Term loan, net, current [(1)]	(1,726)
Term loan, net of issuance costs (net of current portion)	$ 365,387

(1) Term loan, net current is included in other current liabilities on our consolidated balance sheets.

The Term Loan bears interest at a rate of 2.75% per annum over LIBOR, subject to a 0.50% floor. The Term Loan will amortize at 1% per annum in equal quarterly installments, starting in March 2022 until the final maturity date on July 7, 2028.

Our Term Loan is recorded at its carrying value. In the fair value hierarchy, our Term Loan is classified as Level 2 as it is traded in less active markets. At September 30, 2021, the carrying value of our Term Loan approximated the fair value of our Term Loan as the terms and interest rate approximate market rates.

The maturities of the Term Loan at September 30, 2021 were as follows:

(in thousands)	
Year ending December 31,	
2022	$ 3,750
2023	3,750
2024	3,750
2025	3,750
Thereafter	360,000
Total	$ 375,000

We may be subject to mandatory Term Loan prepayments related to the excess cash flow provisions beginning in 2023.

The Revolving Credit Facility bears interest at a rate, depending on first lien net leverage, ranging from 2.00% to 2.50% over LIBOR and matures on July 7, 2026. Additionally, we will pay a commitment fee during the term ranging from 0.25% to 0.375% per annum of the average daily undrawn portion of the revolving commitments based on the first lien net leverage ratio. The Revolving Credit Facility contains a $15.0 million letter of credit sublimit.

The Credit Agreement contains certain customary events of default, which include failure to make payments when due, the material inaccuracy of representations or warranties, failure to observe or perform certain covenants, cross-defaults, bankruptcy and insolvency-related events, certain judgments, certain ERISA-related events, failure of any lien created under the Security Documents (as defined in the Credit Agreement) to be valid and perfected (subject to certain exceptions), failure of any material guarantee of the Loan Document Obligations (as defined in the Credit Agreement) to be in full force and effect and a Change of Control (as defined in the Credit Agreement).

The Credit Agreement is guaranteed by the Company and Tenable Public Sector LLC, a subsidiary of the Company, as guarantors, and is supported by a security interest in substantially all of the assets of Tenable, Inc. and the guarantors.

The Credit Agreement contains certain customary representations and warranties and affirmative and negative covenants, including certain restrictions on incurring additional indebtedness or guaranteeing indebtedness of others, creating liens on properties or assets, making certain investments, loans, advances and guarantees, selling assets, making certain restricted payments and entering into certain sale and leaseback transactions, affiliate transactions, restrictive agreements and asset and stock-based transactions. Additionally, if at least 35% of the Revolving Credit Facility is drawn on the last day of the quarter, the total net leverage ratio cannot be greater than 5.50 to 1.00. At September 30, 2021, we were in compliance with the covenants and there have been no amounts outstanding under the Revolving Credit Facility.

2020 Credit Facility

In connection with the Credit Agreement, we terminated our $45.0 million senior secured credit facility (“2020 Credit Facility”) with Silicon Valley Bank, including the release of all related guarantees and liens. Prior to its termination, there were no amounts outstanding under our 2020 Credit Facility.

9. Commitments and Contingencies

Commitments

In July 2021, we entered into a contract with Amazon Web Services, Inc. for cloud services from August 2021 through July 2024. Under the terms of the contract, we committed to spend $43.7 million, $46.8 million and $50.1 million in contract years one, two and three, respectively, for a total of $140.6 million. If we do not meet the minimum purchase obligation during any of those years, we will be required to pay the difference.

Letters of Credit

At September 30, 2021, we had $5.7 million of standby letters of credit related to our grant agreements with the State of Maryland and our operating leases. Collateral for our letters of credit was classified as restricted cash in cash and cash equivalents.

10. Stock-Based Compensation

At September 30, 2021, there were 20,179,833 shares available for grant under our 2018 Equity Incentive Plan.

Stock-based compensation expense included in the consolidated statements of operations was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Cost of revenue	$ 1,197	$ 826	$ 3,336	$ 2,403
Sales and marketing	7,629	4,806	21,502	14,677
Research and development	5,587	3,953	14,919	10,794
General and administrative	6,499	5,715	18,576	16,127
Total stock-based compensation expense	$ 20,912	$ 15,300	$ 58,333	$ 44,001

At September 30, 2021, the unrecognized stock-based compensation expense related to unvested restricted stock units ("RSUs") was $183.1 million, which is expected to be recognized over an estimated remaining weighted average period of 2.9 years.

At September 30, 2021, the unrecognized stock-based compensation expense related to outstanding stock options was $4.2 million, which is expected to be recognized over an estimated remaining weighted average period of 0.7 years.

Restricted Stock and RSUs

A summary of our restricted stock and RSU activity is presented below:

	Restricted Stock		RSUs	
(in thousands, except for per share data)	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Unvested balance at December 31, 2020	99	$ 4.25	4,490	$ 28.13
Granted	—	—	3,320	42.24
Vested	(99)	4.25	(1,533)	27.99
Forfeited	—	—	(517)	32.68
Unvested balance at September 30, 2021	—	—	5,760	35.89

Stock Options

A summary of our stock option activity is presented below:

(in thousands, except for exercise prices and years)	Number of Shares	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2020	9,441	$ 8.56	6.4	$ 412,547
Granted	—	—		
Exercised	(1,441)	7.57		52,457
Forfeited/canceled	(31)	14.12		
Outstanding at September 30, 2021	7,969	8.72	5.7	298,185
Exercisable at September 30, 2021	6,658	7.52	5.5	257,108

At September 30, 2021, there were 8.0 million stock options that were vested and expected to vest.

2018 Employee Stock Purchase Plan

At September 30, 2021, there were 6,316,370 shares reserved for issuance under our 2018 Employee Stock Purchase Plan ("2018 ESPP").

In the nine months ended September 30, 2021, employees purchased 670,534 shares of our common stock at a weighted average price of $20.48 per share, resulting in $13.7 million of cash proceeds.

At September 30, 2021, there was $1.6 million of employee contributions to the 2018 ESPP included in accrued compensation. At September 30, 2021, the unrecognized stock-based compensation expense related to our 2018 ESPP was $10.3 million, which is expected to be recognized over an estimated weighted average period of 1.0 years.

The fair value of the 2018 ESPP purchase rights was estimated on the offering or modification dates using a Black-Scholes option-pricing model and the following assumptions:

	Nine Months Ended September 30,	
	2021	2020
Expected term (in years)	0.5 — 2.0	0.5 — 2.0
Expected volatility	37.2% — 59.4%	41.6% — 60.1%
Risk-free interest rate	0.1% — 0.2%	0.1% — 0.9%
Expected dividend yield	—	—

As we now have sufficient history as a public company, in 2021 we began using the volatility of our common stock to calculate expected volatility. Previously, we used the volatility of the common stock of similar peer companies.

11. Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share data)	2021	2020	2021	2020
Net loss	$ (16,246)	$ (5,858)	$ (35,632)	$ (40,795)
Weighted-average shares used to compute net loss per share, basic and diluted	106,869	101,736	105,765	100,272
Net loss per share, basic and diluted	$ (0.15)	$ (0.06)	$ (0.34)	$ (0.41)

The following potentially dilutive securities have been excluded from the diluted per share calculations because they would have been antidilutive:

	September 30,	
(in thousands)	2021	2020
Stock options	7,969	10,032
RSUs	5,760	4,789
Shares to be issued under the 2018 ESPP	54	134
Restricted stock	—	198
Total	13,783	15,153

12. Income Taxes

In the three months ended September 30, 2021, the provision for income taxes included income taxes in foreign jurisdictions in which we conduct business, partially offset by a $0.5 million deferred tax benefit related to the Alsid acquisition. In addition, the provision for income taxes included $0.6 million of discrete items, primarily withholding taxes on sales to foreign customers.

In the nine months ended September 30, 2021, the provision for income taxes included income taxes in foreign jurisdictions and a $1.7 million deferred tax benefit related to the Alsid acquisition. In addition, the provision for income taxes included $4.5 million of discrete expense items, including $2.8 million of current expense from the restructuring of our research and development operations in Israel as well as $1.5 million of withholding taxes on sales to foreign customers. These discrete expense items were partially offset by $2.8 million of discrete benefits, primarily related to a Supreme Court decision in India on the taxability of software license payments to nonresidents and the associated withholding taxes.

13. Geographic Information

We operate as one operating segment. Our Chief Executive Officer, who is our chief operating decision maker, reviews financial information on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Revenue by region, based on the address of the end user as specified in our subscription, license or service agreements, was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
The Americas	$ 88,783	$ 74,569	$ 253,840	$ 215,829
Europe, Middle East and Africa	34,923	26,193	96,136	74,385
Asia Pacific	14,958	11,520	42,136	31,925
Revenue	$ 138,664	$ 112,282	$ 392,112	$ 322,139

Customers located in the United States accounted for 58%, 60%, 59% and 61% of revenue in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020, respectively. No other country accounted for 10% or more of revenue in the periods presented.

Our property and equipment, net by geographic area is summarized as follows:

(in thousands)	**September 30, 2021**	**December 31, 2020**
United States	$ 32,941	$ 35,406
International	3,114	3,514
Property and equipment, net	$ 36,055	$ 38,920

14. Subsequent Events

In October 2021, we acquired Accurics, Inc. ("Accurics"). Accurics delivers cloud-native security for DevOps and security teams. This acquisition extends our broader cloud strategy to include the holistic assessment and automated remediation of policy violations and breach paths before the infrastructure is provisioned and throughout its lifecycle. We acquired Accurics for a total purchase price of $160 million in cash.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with (1) our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, or this Form 10-Q, and (2) our consolidated financial statements, related notes 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, 2020, or the 10-K, filed with the Securities and Exchange Commission on February 23, 2021. This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are often identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "project," "will," "would" or the negative or plural of these words or similar expressions or variations. Such forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified herein, and those discussed in the section titled "Risk Factors," set forth in Part II, Item 1A of this Form 10-Q and in our other filings with the SEC. Such risks and uncertainties may be amplified by the COVID-19 pandemic and its potential impact on our business and the global economy. You should not rely upon forward-looking statements as predictions of future events. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

We are a leading provider of Cyber Exposure solutions. Cyber Exposure is a discipline for managing, measuring and comparing cybersecurity risk in the digital era.

We acquired Alsid SAS, or Alsid, a leader in securing Active Directory, in April 2021 for a purchase price of $98.5 million. In October 2021, we acquired Accurics, Inc., or Accurics, for approximately $160 million in cash. Accurics delivers cloud-native security for DevOps and security teams.

Our enterprise platform offerings include Tenable.io, which is our cloud-delivered software as a service, or SaaS, offering and Tenable.sc, which is our on-premises offering, both of which provide organizations with a risk-based view of traditional and modern attack surfaces. These applications are designed with views, workflows and dashboards to deliver a complete and continuous view of all assets, both known and previously unknown, and any associated vulnerabilities, internal and regulatory compliance violations, misconfigurations and other cybersecurity issues, prioritize these issues for remediation based on risk assessment and predictive analytics, and provide insightful remediation guidance.

In 2021, we introduced Tenable.ep, which is a comprehensive risk assessment solution that leverages Tenable.io and includes applications that support web application scanning, container security, and the ability to effectively measure Cyber Exposure and benchmark performance across a customer's organization as well as externally against industry peers.

Additional enterprise solutions include:

- Tenable.ot - our solution that provides threat detection and mitigation, asset tracking, vulnerability management, and configuration control capabilities to protect operational technology, or OT, environments, including industrial networks.

- Tenable.ad - our solution to secure Active Directory environments by enabling users to find and fix existing weaknesses and detect ongoing attacks in real time without the need to deploy agents or use privileged accounts.

Our enterprise platform offerings are primarily sold on a subscription basis with a one-year term. Our subscription terms are generally not longer than three years. These offerings are typically prepaid in advance. To a lesser extent, we recognize revenue ratably from perpetual licenses and from the related ongoing maintenance.

We sell and market our products and services through our field sales force that works closely with our channel partners, which includes a network of distributors and resellers, in developing sales opportunities. We use a two-tiered channel model whereby we sell our enterprise platform offerings to our distributors, which in turn sell to our resellers, which then sell to end users, which we call customers.

Many of our enterprise platform customers initially use either our free or paid version of Nessus, one of the most widely deployed vulnerability assessment solutions in the cybersecurity industry. Nessus, which is sold on a stand-alone basis, and is the technology that underpins our enterprise platform offerings, is designed to quickly and accurately identify security vulnerabilities, configuration issues and malware. Our free version of Nessus, Nessus Essentials, allows for vulnerability assessment over a limited number of IP addresses. We believe many of our Nessus customers begin with Nessus Essentials and subsequently upgrade to Nessus Professional, the paid version of Nessus; however, we expect a significant number of users to continue to use Nessus Essentials.

There have been more than 2.5 million cumulative unique downloads of Nessus Essentials, which refers to an individual email address utilized to register for the use of the product. We believe that the cumulative number of unique downloads of the free version of Nessus is representative of our brand recognition among cybersecurity professionals and that continued growth in this number suggests broader awareness among potential customers. While we believe that the cumulative number of unique downloads may provide an indication of the growth and scale of our thought leadership and brand awareness, we do not expect this metric to necessarily correlate to future revenue growth opportunities, and we do not consider this metric a measure of our operating performance.

Revenue in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020 was $138.7 million, $112.3 million, $392.1 million and $322.1 million, respectively, representing year-over-year growth of 23% and 22% in the quarterly and year-to-date periods, respectively. Our recurring revenue, which includes revenue from subscription arrangements for software and cloud-based solutions and maintenance associated with perpetual licenses, represented 95%, 94%, 94% and 93% of revenue in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020, respectively. Our net loss in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020 was $16.2 million, $5.9 million, $35.6 million and $40.8 million, respectively, as we continue to invest in our business and market opportunity. Our cash flow from operating activities was $19.6 million, $24.8 million, $74.8 million and $46.3 million in the three months ended September 30, 2021 and 2020 and the nine months ended September 30, 2021 and 2020, respectively.

COVID-19 Update

We continue to monitor the impact of the COVID-19 pandemic on our customers, partners, employees and service providers. While we have not seen a significant adverse impact on our business from the pandemic, the extent to which it will impact our business and operations will depend on future developments that are highly uncertain. We have resumed limited business travel and adopted a hybrid work environment, which we expect will lead to additional costs. For additional information on the potential effects of the COVID-19 pandemic on our business, financial condition and results of operations, see the "Liquidity and Capital Resources" section below and “Risk Factors” in Part II, Item 1A of this Form 10-Q.

Financial Highlights

Below are our key financial results:

(in thousands, except per share data)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Revenue	$ 138,664	$ 112,282	$ 392,112	$ 322,139
Loss from operations	(11,218)	(3,465)	(28,901)	(35,702)
Net loss	(16,246)	(5,858)	(35,632)	(40,795)
Net loss per share, basic and diluted	(0.15)	(0.06)	(0.34)	(0.41)
Net cash provided by operating activities	19,633	24,807	74,793	46,298
Purchases of property and equipment	(1,174)	(8,069)	(3,769)	(19,073)

Factors Affecting Our Performance

Product Leadership

Our enterprise platform offerings provide visibility into the broadest range of traditional and modern IT assets across cloud and on-premises environments. We are intensely focused on continued innovation and ongoing development of our enterprise platform offerings that empower organizations to understand and reduce their Cyber Exposure. Additionally, we continue to expand the capabilities of our Nessus products, specifically as they relate to the ability to scan for and detect the rapidly expanding volume of vulnerabilities.

We intend to continue to invest in our engineering capabilities and marketing activities to maintain our position in the highly-competitive market for cybersecurity solutions. Our results of operations may fluctuate as we make these investments to drive increased customer adoption and usage.

New Enterprise Platform Customer Acquisition

We believe that our customer base provides a significant opportunity to expand sales of our enterprise platform offerings and that our ability to continue to grow the number of enterprise platform customers will increase future opportunities for renewals and follow-on sales. We believe that we have significant room to increase our market share.

We expect to grow our enterprise platform customers by continuing to expand our sales organization and leveraging our channel partner network, which we believe will allow us to identify new enterprise customers, enter new markets, including internationally, as well as to convert more of our existing Nessus Professional customers to enterprise platform customers.

We will continue to invest in our partner network and sales and marketing capability in order to grow domestically and internationally.

Retaining and Expanding Revenue from Existing Customers

Our enterprise platform offerings utilize IT asset-based or IP address-based pricing models. Once enterprise customers have licensed our platform offerings, they typically seek broader coverage over their traditional IT assets, including networking infrastructure, desktops and on-premises servers. As customers launch new applications or migrate existing applications to the cloud and deploy web applications, containers, IoT and OT, they often increase the scope of their subscriptions and/or add additional perpetual licenses to our enterprise platforms.

We are also focused on upselling customers from Nessus Professional to our enterprise platform offerings. Nessus Professional customers are typically organizations or independent security consultants that use Nessus Professional for a single vulnerability assessment at a point in time. We seek to convert these customers to our enterprise platform offerings, which provide continuous visibility and insights into their attack surface, as their needs develop.

Further, we plan to expand existing platform capabilities and launch new products, which we believe will drive new product purchases and follow-on purchases over time, thereby contributing to customer renewals. We believe that there is a significant opportunity to drive additional sales to existing customers, and we expect to invest in sales and marketing and customer success personnel and activities to achieve additional revenue growth from existing customers. However, our ability to increase sales to existing customers will depend on a number of factors, including satisfaction or dissatisfaction with our products and services, competition, pricing, current economic conditions or overall changes in our and our clients' spending levels.

We evaluate our ability to expand sales with existing customers by assessing our dollar-based net expansion rate on a last twelve months, or LTM, basis. We have historically calculated our dollar-based net expansion rate as follows:

- Denominator: To calculate our dollar-based net expansion rate as of the end of a reporting period, we first determine the annual recurring revenue, or ARR, from all active subscriptions and maintenance from perpetual licenses as of the last day of the same reporting period in the prior year. This represents recurring payments that we expect to receive in the next 12-month period from the cohort of customers that existed on the last day of the same reporting period in the prior year.

- Numerator: We measure the ARR for that same cohort of customers representing all subscriptions and maintenance from perpetual licenses based on customer orders as of the end of the reporting period.

We calculate dollar-based net expansion rate by dividing the numerator by the denominator.

Our dollar-based net expansion rate for the three months ended September 30, 2021 exceeded 110% on an LTM basis. Our dollar-based net expansion rate may fluctuate from quarter to quarter if our existing customers choose to reduce or delay technology spending in response to economic conditions resulting from the COVID-19 pandemic, or as a result of a number of other factors, including our existing customers' satisfaction with our solutions, the pricing of our solutions and the ability of competing solutions and the pricing thereof.

We also utilize an alternative dollar-based net expansion rate to assess our ability to expand sales with existing customers and evaluate the performance of our sales team. This alternative dollar-based net expansion rate is based on the methodology described above, but excludes the annual contract value of prior period multiyear sales from ARR in the numerator and the denominator of the calculation. We believe this methodology more closely aligns with the renewal and expansion goals established for our sales team, because it measures net expansion by customers with contracts up for renewal during the period. Applying this methodology would have increased the dollar-based net expansion rate by two to five percentage points for each of the fiscal quarters in 2020 and the first three fiscal quarters in 2021.

Investing in Business Growth

Since our founding, we have invested significantly in growing our business. We intend to continue to invest in sales and marketing to grow our sales team, expand brand and Cyber Exposure awareness and optimize our channel partner network. We also intend to continue to invest in our research and development team to further our technological leadership position in Cyber Exposure and enhance the functionality of our solutions. Any investments we make in our sales and marketing and research and development teams will occur in advance of experiencing the benefits from such investments, so it may be difficult for us to determine if we are efficiently allocating resources in those areas. We may also continue exploring acquisitions of businesses, technology and/or development personnel that will expand and enhance the functionality of our platform offerings. These investment activities could increase our net losses over the short term if our revenue growth does not increase at higher rates. However, we expect that these investments will ultimately benefit our results of operations.

Key Operating and Financial Metrics

To supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we use certain operating metrics and non-GAAP financial measures, as described below, to understand and evaluate our core operating and financial performance. These non-GAAP financial measures, which may be different than similarly titled measures used by other companies, are presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We believe that these operating metrics and non-GAAP financial measures provide useful information about our operating and financial performance, enhance the overall understanding of our past performance and future prospects and allow for greater transparency with respect to important metrics used by management for financial and operational decision-making. We present these operating metrics and non-GAAP financial measures to assist investors in seeing our operating and financial performance using a management view and because we believe that these measures provide an additional tool for investors to use in comparing our core operating and financial performance over multiple periods with other companies in our industry.

Calculated Current Billings

We use the non-GAAP measure of calculated current billings, which we believe is a key metric to measure our periodic performance. Given that most of our customers pay in advance, we typically recognize a majority of the related revenue ratably over time. We use calculated current billings to measure and monitor our ability to provide our business with the working capital generated by upfront payments from our customers.

Calculated current billings consists of revenue recognized in a period plus the change in current deferred revenue in the corresponding period. We believe that calculated current billings, which excludes deferred revenue for periods beyond twelve months in a customer's contractual term, more closely correlates with annual contract value. Variability in total billings, depending on the timing of large multi-year contracts and the preference for annual billing versus multi-year upfront billing, may distort growth in one period over another.

While we believe that calculated current billings provides valuable insight into the cash that will be generated from sales of our subscriptions, this metric may vary from period-to-period for a number of reasons, and therefore has a number of limitations as a quarter-to-quarter or year-over-year comparative measure. Calculated current billings in any one period may be impacted by the overall timing of sales, including early renewals, as well as the timing and amount of multi-year prepaid contracts, which could favorably or unfavorably impact year-over-year comparisons. For example, an increasing number of large sales transactions, for which the timing has and will continue to vary, may occur in quarters subsequent to or in advance of those that we anticipate. Our calculation of calculated current billings may be different from other companies that report similar financial measures. Because of these and other limitations, you should consider calculated current billings along with revenue and our other GAAP financial results.

The following table presents a reconciliation of revenue, the most directly comparable financial measure calculated in accordance with GAAP, to calculated current billings:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Revenue	$ 138,664	$ 112,282	$ 392,112	$ 322,139
Add: Deferred revenue (current), end of period	362,308	296,360	362,308	296,360
Less: Deferred revenue (current), beginning of period[1]	(334,106)	(274,953)	(331,275)	(274,348)
Calculated current billings	$ 166,866	$ 133,689	$ 423,145	$ 344,151

[1] Deferred revenue (current), beginning of period for the nine months ended September 30, 2021 includes $2.5 million related to Alsid's deferred revenue at the acquisition date, which is not included in deferred revenue (current) balance at December 31, 2020.

Free Cash Flow and Unlevered Free Cash Flow

We use the non-GAAP measure of free cash flow, which we define as GAAP net cash flows from operating activities reduced by purchases of property and equipment. We believe free cash flow is an important liquidity measure of the cash (if any) that is available, after purchases of property and equipment, for investment in our business and to make acquisitions. We believe that free cash flow is useful to investors as a liquidity measure because it measures our ability to generate or use cash.

We also use the non-GAAP measure of unlevered free cash flow, which we define as free cash flow plus cash paid for interest and other financing costs. We believe unlevered free cash flow is useful as a liquidity measure as it measures the cash that is available to invest in our business and meet our current and future financing needs.

Our use of free cash flow and unlevered free cash flow has limitations as an analytical tool and you should not consider them in isolation or as a substitute for an analysis of our results under GAAP. First, free cash flow and unlevered free cash flow are not substitutes for net cash flows from operating activities. Second, other companies may calculate free cash flow, unlevered free cash flow or similarly titled non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of free cash flow and unlevered free cash flow as tools for comparison. Additionally, the utility of free cash flow and unlevered free cash flow is further limited as it does not reflect our future contractual commitments and does not represent the total increase or decrease in our cash balance for a given period. Because of these and other limitations, you should consider free cash flow and unlevered free cash flow along with net cash provided by operating activities and our other GAAP financial measures.

The following table presents a reconciliation of net cash provided by operating activities, the most directly comparable financial measure calculated in accordance with GAAP, to free cash flow and unlevered free cash flow:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**	**2021**	**2020**
Net cash provided by operating activities	$ 19,633	$ 24,807	$ 74,793	$ 46,298
Purchases of property and equipment	(1,174)	(8,069)	(3,769)	(19,073)
Free cash flow[(1)]	18,459	16,738	71,024	27,225
Cash paid for interest and other	1,614	239	1,764	254
Unlevered free cash flow[(1)]	$ 20,073	$ 16,977	$ 72,788	$ 27,479

(1) Free cash flow and unlevered free cash flow for the periods presented were impacted by:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	**2021**	**2020**	**2021**	**2020**
Employee stock purchase plan activity	$ (2.8)	$ (2.3)	$ (4.7)	$ (2.7)
Acquisition-related expenses	(0.3)	—	(3.6)	(0.7)
Tax payment on intra-entity asset transfer	—	—	2.8	—
Proceeds from lease incentives	—	5.6	—	14.2
Capital expenditures related to new headquarters	(0.1)	(6.8)	(0.9)	(16.6)

Free cash flow and unlevered free cash flow for the three and nine months ended September 30, 2021 were benefited by approximately $1 million and $11 million, respectively, as a result of the accelerated timing of payments for insurance, professional fees and rent in the three months ended December 31, 2020.

Enterprise Platform Customers

We believe that our customer base provides a significant opportunity to expand sales of our enterprise platform offerings. The following tables summarize key components of our customer base:

	Three Months Ended September 30,		
	2021	**2020**	**Change (%)**
Number of new enterprise platform customers added in period[(1)]	499	335	49%

(1) We define an enterprise platform customer as a customer that has licensed Tenable.io, Tenable.sc, Tenable.ad, Tenable.ot or Tenable.ep for an annual amount of $5,000 or greater. New enterprise platform customers represent new customer logos during the periods presented and do not include customer conversions from Nessus Professional to enterprise platforms.

	At September 30,		
	2021	2020	Change (%)
Number of customers with $100,000 and greater in annual contract value at end of period	995	771	29%

Non-GAAP Income from Operations and Non-GAAP Operating Margin

We use non-GAAP income from operations along with non-GAAP operating margin as key indicators of our financial performance. We define these non-GAAP financial measures as their respective GAAP measures, excluding the effects of stock-based compensation, acquisition-related expenses and amortization of acquired intangible assets. Acquisition-related expenses include transaction expenses and costs related to the transfer of acquired intellectual property.

We believe that these non-GAAP financial measures provide useful information about our core operating results over multiple periods. There are a number of limitations related to the use of the non-GAAP financial measures as compared to GAAP loss from operations and operating margin, including that non-GAAP income from operations and non-GAAP operating margin exclude stock-based compensation expense, which has been, and will continue to be, a significant recurring expense in our business and an important part of our compensation strategy.

The following table presents a reconciliation of loss from operations, the most directly comparable financial measure calculated in accordance with GAAP, to non-GAAP income from operations, and operating margin, the most directly comparable financial measure calculated in accordance with GAAP, to non-GAAP operating margin:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(dollars in thousands)	2021	2020	2021	2020
Loss from operations	$ (11,218)	$ (3,465)	$ (28,901)	$ (35,702)
Stock-based compensation	20,912	15,300	58,333	44,001
Acquisition-related expenses	2,270	—	5,970	339
Amortization of acquired intangible assets	1,721	579	3,704	1,736
Non-GAAP income from operations	$ 13,685	$ 12,414	$ 39,106	$ 10,374
Operating margin	(8)%	(3)%	(7)%	(11)%
Non-GAAP operating margin	10 %	11 %	10 %	3 %

Non-GAAP Net Income and Non-GAAP Earnings Per Share

We use non-GAAP net income, which excludes the effect of stock-based compensation, acquisition-related expenses, amortization of acquired intangible assets, as well as the related tax impact, and the tax impact of intra-entity asset transfers resulting from the internal restructuring of legal entities, to calculate non-GAAP earnings per share. We believe that these non-GAAP measures provide important information to management and investors because they facilitate comparisons of our core operating results over multiple periods.

The following table presents a reconciliation of net loss and net loss per share, the most comparable financial measures calculated in accordance with GAAP, to non-GAAP net income and non-GAAP earnings per share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except for per share amounts)	**2021**	**2020**	**2021**	**2020**
Net loss	$ (16,246)	$ (5,858)	$ (35,632)	$ (40,795)
Stock-based compensation	20,912	15,300	58,333	44,001
Tax impact of stock-based compensation(1)	(15)	497	(499)	1,132
Acquisition-related expenses(2)	2,270	—	5,970	339
Tax impact of acquisition(3)	(546)	—	(1,683)	—
Amortization of acquired intangible assets(2)	1,721	579	3,704	1,736
Tax impact of intra-entity asset transfer(4)	—	—	2,808	—
Non-GAAP net income	$ 8,096	$ 10,518	$ 33,001	$ 6,413
Net loss per share, diluted	$ (0.15)	$ (0.06)	$ (0.34)	$ (0.41)
Stock-based compensation	0.20	0.15	0.55	0.44
Tax impact of stock-based compensation(1)	—	—	—	0.01
Acquisition-related expenses(2)	0.02	—	0.06	—
Tax impact of acquisition(3)	(0.01)	—	(0.02)	—
Amortization of acquired intangible assets(2)	0.02	0.01	0.04	0.02
Tax impact of intra-entity asset transfer(4)	—	—	0.02	—
Adjustment to diluted earnings per share(5)	(0.01)	(0.01)	(0.02)	—
Non-GAAP earnings per share, diluted	$ 0.07	$ 0.09	$ 0.29	$ 0.06
Weighted-average shares used to compute GAAP net loss per share, diluted	106,869	101,736	105,765	100,272
Weighted-average shares used to compute non-GAAP earnings per share, diluted	114,983	111,224	114,271	109,046

(1) The tax impact of stock-based compensation is based on the tax treatment for the applicable tax jurisdictions.

(2) The tax impact of acquisition-related expenses and amortization of acquired intangible assets is not material.

(3) The tax impact of the Alsid acquisition includes $0.5 million and $1.7 million of deferred tax benefits in the three and nine months ended September 30, 2021, respectively.

(4) The tax impact of the intra-entity asset transfer is related to the internal restructuring of Indegy, resulting in a current tax payment based on the applicable Israeli tax rate.

(5) An adjustment may be necessary to reconcile GAAP net loss per share, which excludes potentially dilutive shares, to non-GAAP earnings per share, which includes potentially dilutive shares.

Components of Our Results of Operations

Revenue

We generate revenue from subscription arrangements for our software and cloud-based solutions, perpetual licenses, maintenance associated with perpetual licenses and professional services.

Our subscription arrangements generally have annual or multi-year contractual terms to use our software or cloud-based solutions, including ongoing software updates during the contractual period. For our software subscriptions that are dependent on ongoing software updates and the ability to identify the latest cybersecurity vulnerabilities, revenue is recognized ratably over the subscription term given the critical utility provided by the ongoing updates that are released through the contract period. When the critical utility of our software does not depend on ongoing updates, we separate the software license from the maintenance and support. In that case, we recognize revenue attributable to the license at the time of delivery and the revenue attributable to the maintenance and support ratably over the contract period.

Our perpetual licenses are generally sold with one or more years of maintenance, which includes ongoing software updates. Given the critical utility provided by the ongoing software updates and updated ability to identify network vulnerabilities included in maintenance, we combine the perpetual license and the maintenance into a single performance obligation. Perpetual license arrangements generally contain a material right related to the customer's ability to renew maintenance at a price that is less than the initial license fee. We apply a practical alternative to allocating a portion of the transaction price to the material right performance obligation and estimate a hypothetical transaction price which includes fees for expected maintenance renewals based on the estimated economic life of perpetual license contracts. We allocate the transaction price between the cybersecurity subscription provided in the initial contract and the material right related to expected contract renewals based on the hypothetical transaction price. We recognize the amount allocated to the combined license and maintenance performance obligation over the initial contractual period, which is generally one year. We recognize the amount allocated to the material right over the expected maintenance renewal period, which begins at the end of the initial contractual term and is generally four years. We have estimated the five-year economic life of perpetual license contracts based on historical contract attrition, expected renewal periods, the lifecycle of our technology and other factors. This estimate may change over time.

Professional services and other revenue is primarily comprised of advisory services and training related to the deployment and optimization of our products. These services do not result in significant customization of our products. Professional services and other revenue is recognized as the services are performed.

We have historically experienced, and expect in the future to experience, seasonality in entering into agreements with customers. We typically enter into a significantly higher percentage of agreements with new customers, as well as renewal agreements with existing customers, in the third and fourth quarters of the year. The increase in customer agreements in the third quarter is primarily attributable to U.S. government and related agencies, and the increase in the fourth quarter is primarily attributable to large enterprise account buying patterns typical in the software industry. The ratable nature of our subscription revenue makes this seasonality less apparent in our overall financial results.

Cost of Revenue, Gross Profit and Gross Margin

Cost of revenue includes personnel costs related to our technical support group that provides assistance to customers, including salaries, benefits, bonuses, payroll taxes, stock-based compensation and any severance. Cost of revenue also includes cloud infrastructure costs, the costs related to professional services and training, depreciation, amortization of acquired and developed technology and allocated overhead costs, which consist of information technology and facilities.

We intend to continue to invest additional resources in our cloud-based platform and customer support team as we grow our business. The level and timing of investment in these areas could affect our cost of revenue in the future.

Gross profit, or revenue less cost of revenue, and gross margin, or gross profit as a percentage of revenue, have been and will continue to be affected by various factors, including the timing of our acquisition of new customers and our renewals of and follow-on sales to existing customers, the costs associated with operating our cloud-based platform, the extent to which we expand our customer support team and the extent to which we can increase the efficiency of our technology and infrastructure through technological improvements.

We expect our gross profit to increase in absolute dollars but our gross margin to decrease over time, as we expect revenue from our cloud-based subscriptions to increase as a percentage of revenue. However, our gross margin could fluctuate from period to period depending on the interplay of all of these factors, particularly as it relates to cloud infrastructure costs.

Operating Expenses

Our operating expenses consist of sales and marketing, research and development and general and administrative expenses. Personnel costs are the most significant component of operating expenses and consist of salaries, benefits, bonuses, payroll taxes, stock-based compensation and any severance. Operating expenses also include depreciation and amortization as well as allocated overhead costs, including IT and facilities costs.

Sales and Marketing

Sales and marketing expense consists of personnel costs, sales commissions, marketing programs, travel and entertainment, expenses for conferences and events and allocated overhead costs. We capitalize sales commissions, including related fringe benefit costs, and recognize the expense over an estimated period of benefit, which ranges between three and four years for subscription arrangements and five years for perpetual license arrangements. Sales commissions on contract renewals are capitalized and amortized ratably over the contract term, with the exception of contracts with renewal periods that are one year or less, in which case the incremental costs are expensed as incurred. Sales commissions on professional services arrangements are expensed as incurred as the contractual periods of these arrangements are generally less than one year.

We intend to continue to make investments in our sales and marketing teams to grow revenue, further penetrate the market and expand our global customer base. We expect our sales and marketing expense to increase in absolute dollars annually and to be our largest operating expense category for the foreseeable future. However, as our revenue increases, we expect our sales and marketing expense to decrease as a percentage of our revenue over the long term. Our sales and marketing expense may fluctuate from period to period due to the timing and extent of these expenses, including sales commissions, which may fluctuate depending on the mix of sales and related expense recognition.

Research and Development

Research and development expense consists of personnel costs, software used to develop our products, travel and entertainment, consulting and professional fees for third-party development resources as well as allocated overhead. Our research and development expense supports our efforts to continue to add capabilities to our existing products and enable the continued detection of new network vulnerabilities.

We expect our research and development expense to continue to increase annually in absolute dollars for the foreseeable future as we continue to invest in research and development efforts to enhance the functionality of our cloud-based platform. However, we expect our research and development expense to decrease as a percentage of our revenue over the long term, although our research and development expense may fluctuate from period to period due to the timing and extent of these expenses.

General and Administrative

General and administrative expense consists of personnel costs for our executive, finance, legal, human resources and administrative departments. Additional expenses include travel and entertainment, professional fees, insurance, allocated overhead and acquisition-related costs.

We expect our general and administrative expense to continue to increase annually in absolute dollars for the foreseeable future due to additional costs associated with accounting, compliance, insurance and investor relations as a public company. However, we expect our general and administrative expense to decrease as a percentage of our revenue over the long term, although our general and administrative expense may fluctuate from period to period due to the timing and extent of these expenses.

Interest (Expense) Income, Net

Interest (expense) income, net consists primarily of interest expense in connection with our senior secured term loan facility, or Term Loan, unused commitment fees on our senior secured revolving credit facility, or Revolving Credit Facility, and letter of credit fees. Interest (expense) income, net also includes interest income earned on cash and cash equivalents and short-term investments.

Other Expense, Net

Other expense, net consists primarily of foreign currency remeasurement and transaction gains and losses.

Provision for Income Taxes

Provision for income taxes consists of income taxes in certain foreign jurisdictions in which we conduct business and the related withholding taxes on sales with customers. We have recorded deferred tax assets for which a full valuation allowance has been provided, including net operating loss carryforwards and tax credits. We expect to maintain this full valuation allowance for the foreseeable future as it is more likely than not that some or all of those deferred tax assets may not be realized based on our history of losses.

In the three months ended September 30, 2021, the provision for income taxes included income taxes in foreign jurisdictions in which we conduct business, partially offset by a $0.5 million deferred tax benefit related to the Alsid acquisition. In addition, the provision for income taxes included $0.6 million of discrete items, primarily withholding taxes on sales to foreign customers.

In the nine months ended September 30, 2021, the provision for income taxes included income taxes in foreign jurisdictions and a $1.7 million deferred tax benefit related to the Alsid acquisition. In addition, the provision for income taxes included $4.5 million of discrete expense items, including $2.8 million of current expense from the restructuring of our research and development operations in Israel as well as $1.5 million of withholding taxes on sales to foreign customers. These discrete expense items were partially offset by $2.8 million of discrete benefits, primarily related to a Supreme Court decision in India on the taxability of software license payments to nonresidents and the associated withholding taxes.

Results of Operations

The following tables set forth our consolidated results of operations:

(in thousands)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Revenue	$ 138,664	$ 112,282	$ 392,112	$ 322,139
Cost of revenue[(1)]	27,062	19,394	75,560	57,237
Gross profit	111,602	92,888	316,552	264,902
Operating expenses:				
Sales and marketing[(1)]	68,360	53,045	192,673	168,343
Research and development[(1)]	30,675	25,128	85,714	77,269
General and administrative[(1)]	23,785	18,180	67,066	54,992
Total operating expenses	122,820	96,353	345,453	300,604
Loss from operations	(11,218)	(3,465)	(28,901)	(35,702)
Interest (expense) income, net	(3,479)	(12)	(3,549)	1,177
Other expense, net	(823)	(561)	(1,360)	(1,819)
Loss before income taxes	(15,520)	(4,038)	(33,810)	(36,344)
Provision for income taxes	726	1,820	1,822	4,451
Net loss	$ (16,246)	$ (5,858)	$ (35,632)	$ (40,795)

(1) Includes stock-based compensation expense as follows:

(in thousands)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Cost of revenue	$ 1,197	$ 826	$ 3,336	$ 2,403
Sales and marketing	7,629	4,806	21,502	14,677
Research and development	5,587	3,953	14,919	10,794
General and administrative	6,499	5,715	18,576	16,127
Total stock-based compensation expense	$ 20,912	$ 15,300	$ 58,333	$ 44,001

Comparison of the Three Months Ended September 30, 2021 and 2020

Revenue

The following table presents the increase in revenue:

(dollars in thousands)	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Change ($)	Change (%)
Subscription revenue	$ 122,156	$ 96,792	$ 25,364	26 %
Perpetual license and maintenance revenue	12,749	12,448	301	2 %
Professional services and other revenue	3,759	3,042	717	24 %
Revenue	$ 138,664	$ 112,282	$ 26,382	23 %

U.S. revenue increased $12.3 million, or 18%. International revenue increased $14.1 million, or 32%.

Cost of Revenue, Gross Profit and Gross Margin

	Three Months Ended September 30,		Change	
(dollars in thousands)	**2021**	**2020**	**($)**	**(%)**
Cost of revenue	$ 27,062	$ 19,394	$ 7,668	40 %
Gross profit	111,602	92,888	18,714	20 %
Gross margin	80 %	83 %		

The increase in cost of revenue of $7.7 million was primarily due to:

- a $4.6 million increase in third-party cloud infrastructure costs associated with investments in our cloud platform;
- a $1.1 million increase in amortization of intangible assets due to intangible assets acquired in the period;
- a $0.9 million increase in personnel costs, including a $0.4 million increase in stock-based compensation;
- a $0.3 million increase in professional fees; and
- a $0.3 million increase in depreciation and amortization.

Operating Expenses

Sales and Marketing

	Three Months Ended September 30,		Change	
(dollars in thousands)	**2021**	**2020**	**($)**	**(%)**
Sales and marketing	$ 68,360	$ 53,045	$ 15,315	29 %

The increase in sales and marketing expense of $15.3 million was primarily due to:

- a $7.8 million increase in personnel costs largely associated with an increase in headcount, including a $2.8 million increase in stock-based compensation;
- a $2.9 million increase in expenses for demand generation programs, including advertising, sponsorships and brand awareness efforts;
- a $2.5 million increase in sales commissions, including sales commission draws, due to increased sales and the amortization of deferred commissions; and
- a $2.0 million increase in selling expenses, including travel and meeting costs and the costs of software subscriptions.

Research and Development

	Three Months Ended September 30,		Change	
(dollars in thousands)	**2021**	**2020**	**($)**	**(%)**
Research and development	$ 30,675	$ 25,128	$ 5,547	22 %

The increase in research and development expense of $5.5 million was primarily due to:

- a $4.5 million increase in personnel costs, primarily due to an increase in headcount, including a $1.6 million increase in stock-based compensation; and
- a $0.5 million increase in third-party cloud infrastructure costs.

General and Administrative

(dollars in thousands)	Three Months Ended September 30, 2021	2020	Change ($)	(%)
General and administrative	$ 23,785	$ 18,180	$ 5,605	31 %

The increase in general and administrative expense of $5.6 million was primarily due to:

- a $2.3 million increase in acquisition-related costs, primarily related to the Accurics acquisition;
- a $2.0 million increase in personnel costs largely associated with an increase in headcount, including a $0.8 million increase in stock-based compensation; and
- a $1.1 million increase in professional fees.

Comparison of the Nine Months Ended September 30, 2021 and 2020

Revenue

The following table presents the increase in revenue:

(dollars in thousands)	Nine Months Ended September 30, 2021	2020	Change ($)	(%)
Subscription revenue	$ 343,725	$ 275,192	$ 68,533	25 %
Perpetual license and maintenance revenue	37,721	38,046	(325)	(1)%
Professional services and other revenue	10,666	8,901	1,765	20 %
Revenue	$ 392,112	$ 322,139	$ 69,973	22 %

U.S. revenue increased $32.8 million, or 17%. International revenue increased $37.2 million, or 30%.

Cost of Revenue, Gross Profit and Gross Margin

(dollars in thousands)	Nine Months Ended September 30, 2021	2020	Change ($)	(%)
Cost of revenue	$ 75,560	$ 57,237	$ 18,323	32 %
Gross profit	316,552	264,902	51,650	19 %
Gross margin	81 %	82 %		

The increase in cost of revenue of $18.3 million was primarily due to:

- an $11.8 million increase in third-party cloud infrastructure costs associated with investments in our cloud platform;
- a $2.7 million increase in personnel costs primarily due to support for cloud-based products, including a $0.9 million increase in stock-based compensation;
- a $2.0 million increase in amortization of intangible assets due to intangible assets acquired in the period;
- a $0.9 million increase in professional fees; and
- a $0.5 million increase in depreciation and amortization.

Operating Expenses

Sales and Marketing

	Nine Months Ended September 30,		Change	
(dollars in thousands)	2021	2020	($)	(%)
Sales and marketing	$ 192,673	$ 168,343	$ 24,330	14 %

The increase in sales and marketing expense of $24.3 million was primarily due to:

- a $12.2 million increase in personnel costs, largely associated with an increase in headcount and a $6.8 million increase in stock-based compensation;
- a $6.4 million increase in expenses for demand generation programs, including advertising, sponsorships and brand awareness efforts; and
- a $6.0 million increase in sales commissions, due to increased sales and the amortization of deferred commissions.

Research and Development

	Nine Months Ended September 30,		Change	
(dollars in thousands)	2021	2020	($)	(%)
Research and development	$ 85,714	$ 77,269	$ 8,445	11 %

The increase in research and development expense of $8.4 million was primarily due to:

- a $7.8 million increase in personnel costs, primarily due to a $4.1 million increase in stock-based compensation; and
- a $1.5 million increase in third-party cloud infrastructure costs; partially offset by
- a $1.1 million decrease in travel and meeting costs.

General and Administrative

	Nine Months Ended September 30,		Change	
(dollars in thousands)	2021	2020	($)	(%)
General and administrative	$ 67,066	$ 54,992	$ 12,074	22 %

The increase in general and administrative expense of $12.1 million was primarily due to:

- a $5.6 million increase in acquisition-related expenses;
- a $5.2 million increase in personnel costs, primarily due to an increase in headcount, including a $2.4 million increase in stock-based compensation; and
- a $1.1 million increase in professional fees.

Liquidity and Capital Resources

At September 30, 2021, we had $435.9 million of cash and cash equivalents, which consisted of bank deposits, money market funds and commercial paper, and $216.0 million of short-term investments, which consisted of commercial paper, asset backed securities, certificates of deposit, U.S. Treasury and agency obligations and corporate and supranational bonds.

Since our inception and prior to our IPO, we financed our operations through cash provided by operations, including payments received from customers using our software products and services, and we did not raise any primary institutional capital. The proceeds of our Series A and Series B redeemable convertible preferred stock financings were used to repurchase shares of capital stock from former stockholders. We have generated significant operating losses as reflected by our accumulated deficit of $643.5 million at September 30, 2021.

We typically invoice our customers annually in advance and, to a lesser extent, multi-year in advance. Therefore, a substantial source of our cash is from such prepayments, which are included on our consolidated balance sheets as deferred revenue. Deferred revenue consists primarily of the unearned portion of billed fees for our subscriptions and perpetual licenses, which is subsequently recognized as revenue in accordance with our revenue recognition policy. At September 30, 2021, we had deferred revenue of $477.0 million, of which $362.3 million was recorded as a current liability and is expected to be recognized as revenue in the next 12 months, provided all other revenue recognition criteria are met.

Our principal uses of cash in recent periods have been funding our operations, expansion of our sales and marketing and research and development activities, investments in infrastructure, including the build-out of our new headquarters, and acquiring complementary businesses and technology. In April 2021, we paid $98.5 million to acquire Alsid, and in October 2021, we acquired Accurics for approximately $160 million in cash. We may in the future enter into arrangements to acquire or invest in other complementary businesses, services and technologies, including intellectual property rights.

We expect to continue incurring operating losses in the near term. Even though we generated positive cash flows from operations and free cash flow in the nine months ended September 30, 2021, we may not be able to sustain these cash flows in the near term. We believe that our existing cash and cash equivalents and short-term investments will be sufficient to fund our operating and capital needs for at least the next 12 months. Our future capital requirements will depend on many factors, including our revenue growth rate, subscription renewal activity, the timing and extent of spending to support further infrastructure and research and development efforts, the timing and extent of additional capital expenditures to invest in new and existing office spaces, the expansion of sales, marketing and international operating activities, the timing of our introduction of new product capabilities and enhancements of our platform and the continuing market acceptance of our platform. It may be necessary to seek additional equity or debt financing. In the event that financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, or if we cannot expand our operations or otherwise capitalize on our business opportunities because we lack sufficient capital, our business, operating results and financial condition would be adversely affected.

The full extent to which the ongoing COVID-19 pandemic impacts our business and operations will depend on future developments that are highly uncertain and cannot be predicted with confidence, such as the duration of the outbreak, the duration and effect of business disruptions, the effectiveness and widespread adoption of a vaccine, both domestically and globally, and the duration and ultimate effectiveness of the travel restrictions, quarantines, social distancing requirements and business closures in the United States and other countries to contain and treat the disease. We also do not yet know the full extent of potential impacts on our business and operations, or those of our partners and customers, or the global economy as a whole. Accordingly, the current results and financial conditions discussed herein may not be indicative of our future operating results and trends. See the section titled “Risk Factors” in Part II, Item 1A of this Form 10-Q.

Term Loan and Revolving Credit Facility

In July 2021, we entered into a credit agreement, or the Credit Agreement, which is comprised of a $375.0 million Term Loan and a $50.0 million Revolving Credit Facility, with a $15.0 million letter of credit sublimit. The Term Loan bears interest at a rate of 2.75% per annum over LIBOR, subject to a 0.50% floor. The Term Loan will amortize at 1% per annum in equal quarterly installments, starting in March 2022 until the final maturity date on July 7, 2028. We may be subject to mandatory Term Loan prepayments related to the excess cash provisions in the Credit Agreement beginning in 2023. The Revolving Credit Facility bears interest at a rate, depending on first lien net leverage, ranging from 2.00% to 2.50% over LIBOR and matures on July 7, 2026. We will pay a commitment fee during the term ranging from 0.25% to 0.375% per annum of the average daily undrawn portion of the revolving commitments based on the first lien net leverage ratio. The Credit Agreement contains customary representations and warranties and affirmative and negative covenants. Additionally, if at least 35% of the Revolving Credit Facility is drawn on the last day of the quarter, the total net leverage ratio cannot be greater than 5.50 to 1.00.

At September 30, 2021, we were in compliance with the covenants and there have been no amounts outstanding under the Revolving Credit Facility.

In connection with the Credit Agreement, we terminated our $45.0 million senior secured credit facility, or the 2020 Credit Facility, with Silicon Valley Bank, including the release of all related guarantees and liens. Prior to its termination, there were no amounts outstanding under our 2020 Credit Facility.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Nine Months Ended September 30,	
(in thousands)	**2021**	**2020**
Net cash provided by operating activities	$ 74,793	$ 46,298
Net cash used in investing activities	(205,013)	(8,455)
Net cash provided by financing activities	390,299	30,478
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(2,418)	(1,359)
Net increase in cash and cash equivalents and restricted cash	$ 257,661	$ 66,962

Operating Activities

In the nine months ended September 30, 2021, net cash provided by operating activities was $74.8 million, which primarily consisted of our $35.6 million loss, adjusted for stock-based compensation expense of $58.3 million and depreciation and amortization of $11.1 million, as well as a net cash inflow of $40.1 million from changes in operating assets and liabilities. The net inflow from changes in operating assets and liabilities was primarily related to a $38.7 million increase in deferred revenue and a $4.0 million decrease in accounts receivable due to collections from customers, partially offset by a $2.4 million increase in deferred commissions.

In the nine months ended September 30, 2020, net cash provided by operating activities was $46.3 million, which primarily consisted of our $40.8 million loss, adjusted for stock-based compensation expense of $44.0 million and depreciation and amortization of $8.0 million, as well as a net cash inflow of $34.1 million from changes in operating assets and liabilities. The net inflow from changes in operating assets and liabilities was primarily due to a $27.1 million increase in deferred revenue from increased subscription sales, as a majority of our customers are invoiced in advance, as well as $14.2 million in proceeds from lease incentives and a $7.8 million decrease in accounts receivable due to collections from customers. This inflow was partially offset by a $8.4 million decrease in accrued compensation and a $4.1 million increase in prepaid expenses.

Investing Activities

Net cash used in investing activities increased by $196.6 million, primarily due to $98.5 million of cash paid for the Alsid acquisition and a $113.4 million decrease in sales and maturities, net of purchases, of short-term investments, partially offset by a $15.7 million decrease in capital expenditures related to our new headquarters.

Financing Activities

Net cash provided by financing activities increased by $359.8 million, primarily due to net proceeds from our Credit Facility of $365.7 million, which was partially offset by a $4.9 million decrease in the proceeds from the exercise of stock options and $2.0 million of loan proceeds that we received from the state of Maryland in 2020.

Contractual Obligations

In July 2021, we issued our $375.0 million Term Loan, which bears interest at a rate of 2.75% per annum over LIBOR, subject to a 0.50% floor. The Term Loan will amortize at 1% per annum in equal quarterly installments, starting in March 2022 until the final maturity date on July 7, 2028.

In July 2021, we entered into a contract with Amazon Web Services, Inc. for cloud services from August 2021 through July 2024. Under the terms of the contract, we committed to spend $43.7 million, $46.8 million and $50.1 million in contract years 1, 2 and 3, respectively, for a total spend of $140.6 million. If we do not meet the minimum purchase obligation during any of those years, we will be required to pay the difference.

At September 30, 2021, there were no other material changes in our contractual obligations and commitments from those disclosed in our 10-K.

Off-Balance Sheet Arrangements

At September 30, 2021, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, as well as related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

There have been no material changes to our critical accounting policies and estimates as described in our 10-K.

Recently Issued Accounting Pronouncements

Refer to Note 1 to our consolidated financial statements for more information regarding recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks in the ordinary course of our business, including interest rate, foreign currency exchange and inflation risks.

Interest Rate Risk

At September 30, 2021, we had $435.9 million of cash and cash equivalents, which consisted of cash deposits, money market funds and commercial paper. We also had $216.0 million of short-term investments, which consisted of commercial paper, asset backed securities, certificates of deposit, U.S. treasury and agency securities and corporate and supranational bonds. Our investments are carried at their fair market values with cumulative unrealized gains or losses recorded as a component of accumulated other comprehensive (loss) income within stockholders' equity. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. We do not enter into investments for trading or speculative purposes. Interest-earning instruments carry a degree of interest rate risk; however, a hypothetical 10% change in interest rates during any of the periods presented would not have had a material impact on our financial statements.

We did not have any borrowings under our $45.0 million 2020 Credit Facility before it was terminated in July 2021. In July 2021, we entered into a credit agreement comprised of a $375.0 million term loan and a $50.0 million revolving credit facility. The term loan has a variable interest rate, and since the LIBOR rate at September 30, 2021 was below the 0.50% floor, a one-half percentage point increase in the rate would not have a material impact on our financial statements in the twelve months ending December 31, 2021. No amounts are outstanding under the revolving credit facility.

Because the United Kingdom Financial Conduct Authority, which regulates LIBOR, announced the desire to phase out the use of LIBOR by the end of 2021, future borrowings under our Term Loan and Revolving Credit Facility could be subject to reference rates other than LIBOR.

Foreign Currency Exchange Risk

Substantially all of our sales contracts are denominated in U.S. dollars, with a limited number of contracts denominated in foreign currencies, including foreign denominated leases. A portion of our operating expenses are incurred outside the United States, denominated in foreign currencies and subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British Pound, Australian dollar and Israeli New Shekel. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize remeasurement and transaction gains (losses) in our consolidated statements of operations. As the impact of foreign currency exchange rates has not been material to our historical operating results, we have not entered into derivative or hedging transactions, but we may do so in the future if our exposure to foreign currency becomes more significant.

Inflation Risk

We do not believe that inflation has had a material effect on our business, results of operations, or financial condition. Nonetheless, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs. Our inability or failure to do so could harm our business, results of operations, or financial condition.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of September 30, 2021, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in this Form 10-Q was (a) reported within the time periods specified by SEC rules and regulations, and (b) communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding any required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting identified in management’s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Internal Controls

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are not presently a party to any legal proceedings that, if determined adversely to us, would individually or taken together have a material adverse effect on our business, results of operations, financial condition or cash flows. We have received, and may in the future continue to receive, claims from third parties asserting, among other things, infringement of their intellectual property rights. Future litigation may be necessary to defend ourselves, our partners and our customers by determining the scope, enforceability and validity of third-party proprietary rights, or to establish our proprietary rights. The results of any current or future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors

Our operations and financial results are subject to significant risks and uncertainties including those described below. You should carefully consider the risks and uncertainties described below, in addition to other information contained in this Quarterly Report on Form 10-Q, including our consolidated financial statements and related notes. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks or others not specified below materialize, our business, financial condition and results of operations could be materially and adversely affected.

Selected Risks Affecting Our Business

Our business is subject to a number of risks of which you should be aware before making a decision to invest in our common stock. These risks are more fully described in this “Risk Factors” section, including the following:

- Our business, operations and financial performance may be materially adversely affected by the ongoing and evolving COVID-19 pandemic.
- We have a history of losses and may not achieve or maintain profitability in the future.
- We face intense competition. If we do not continue to innovate and offer solutions that address the dynamic cybersecurity landscape, we may not remain competitive.
- We may not be able to sustain our revenue growth rate in the future.
- We may not be able to scale our business quickly enough to meet our customers’ growing needs.
- Our brand, reputation and ability to attract, retain and serve our customers are dependent in part upon the reliable and accurate performance of our solutions, infrastructure and third-party suppliers. If we experience performance problems, or if our solutions fail to detect vulnerabilities or incorrectly detect vulnerabilities, or if they contain undetected errors or defects, our brand and reputation could be harmed.
- Our future quarterly results of operations are likely to fluctuate significantly due to a wide range of factors, which makes our future results difficult to predict.
- Our business and results of operations depend substantially on our customers renewing their subscriptions with us and expanding the number of IT assets or IP addresses under their subscriptions. Any decline in our customer renewals, terminations or failure to convince our customers to expand their use of subscription offerings would harm our business, results of operations, and financial condition.
- We rely on third parties to maintain and operate certain elements of our network infrastructure.
- We rely on our third-party channel partner network of distributors and resellers to generate a substantial amount of our revenue.

Risks Related to Our Business and Industry

Our business, operations and financial performance may be materially adversely affected by the ongoing and evolving COVID-19 pandemic.

Our business, operations and financial performance could be adversely affected by the effects of the ongoing and evolving COVID-19 pandemic, and such effects could be material; however, as of September 30, 2021, we have not seen a significant adverse impact to our financial position, results of operations, cash flows and liquidity as a result of the COVID-19 pandemic. The COVID-19 pandemic resulted in travel and other restrictions in order to reduce the spread of the disease, including state and local orders across the United States and in countries in which we operate that, among other things, directed individuals to follow social distancing guidelines and or to shelter at their places of residence, directed businesses and governmental agencies to cease non-essential operations at physical locations, prohibited certain non-essential gatherings and events and ordered cessation of non-essential travel. In response to public health directives and orders, we implemented work-from-home policies for our global workforce, including at our headquarters in Columbia, Maryland. As these restrictions have eased, we have begun to resume some activities, including limited business travel, and implemented hybrid work environments that permit in-person work at the option of the employee at certain of our global office locations, including at our headquarters. Re-opening our offices could expose our employees to health risks, and us to associated liability. We expect many employees to continue to work remotely or a hybrid of in-person and remote work, which presents risks, uncertainties and costs that could affect our performance, including operational and workplace culture challenges, uncertainty regarding office space needs and heightened vulnerability to cyberattacks.

Further developments in the COVID-19 pandemic could result in changes to our remote and hybrid work policies, and additional quarantines, shelter-in-place or similar government orders, shutdowns or other restrictions on the conduct of business operations which may adversely affect our business and our ability to generate sales of, and revenues from, our platform offerings. For example, since the onset of the COVID-19 pandemic substantially all of our field sales and other professional services were conducted remotely. As health and safety restrictions have eased, we have begun to permit in-person field sales and professional services activity in limited circumstances, and while we did not see a significant adverse impact from remote operations in our ability to attract, retain or upsell customers, we anticipate that our revenue growth could be adversely impacted by developments in the COVID-19 pandemic that negatively impact global economic conditions, including, for example, as a result of the tightening of health and safety restrictions in the United States or globally.

We also do not yet know the full effects of the ongoing COVID-19 pandemic on our partners, customers and service providers. Health concerns and political or governmental developments in response to COVID-19 could create or contribute to economic, social or labor instability or prolonged contractions in the industries in which our customers or partners operate. As a result, existing and potential customers have and may continue to choose to reduce or delay technology spending in response to the COVID-19 pandemic, or may attempt to renegotiate contracts and obtain concessions, which could materially and negatively impact our operating results, financial condition and prospects. Because our platform offerings are primarily sold on a subscription basis, any such adverse effects may not be fully reflected in our operating results until future periods, and such effects may be offset by temporary decreases in our expenses related to restrictions on the conduct of our business. We expect to incur additional costs as we resume business-related travel and return to the office, the timing and extent of which remains subject to ongoing developments in the COVID-19 pandemic.

The COVID-19 pandemic continues to rapidly evolve. The full extent to which the COVID-19 pandemic impacts our business and operations will depend on future developments that are highly uncertain and cannot be predicted with confidence at the time of this Form 10-Q, such as the duration of the outbreak, the duration and effect of business disruptions, the ongoing effectiveness and widespread adoption of vaccines, both domestically and globally, the duration and ultimate effectiveness of the travel restrictions, quarantines, social distancing requirements and business closures in the United States and other countries to contain and treat the disease, and the impact of new variants or mutations of the coronavirus, such as the Delta variant. Accordingly, we do not yet know the full extent of potential impacts on our business and operations, or those of our partners and customers, or the global economy as a whole. Weak global economic conditions also may exacerbate the ongoing impact of the pandemic.

In addition, to the extent the ongoing COVID-19 pandemic adversely affects our business and results of operations, it may also have the effect of heightening many of the other risks and uncertainties described in this “Risk Factors” section.

We have a history of losses and may not achieve or maintain profitability in the future.

We have historically incurred net losses, including net losses of $35.6 million and $40.8 million in the nine months ended September 30, 2021 and 2020, respectively. As of September 30, 2021, we had an accumulated deficit of $643.5 million. Because the market for our offerings is highly competitive and rapidly evolving and these solutions have not yet reached widespread adoption, it is difficult for us to predict our future results of operations. Further, we do not yet know the full effects of the COVID-19 pandemic, which increases the difficulty in predicting future results of operations.

While we have experienced significant revenue growth in recent periods, we are not certain whether or when we will obtain a high enough volume of sales of our offerings to sustain or increase our growth or achieve or maintain profitability in the future. We also expect our costs to increase in future periods, which could negatively affect our future operating results if our revenue does not increase at a greater rate. In particular, we expect to continue to expend substantial financial and other resources on:

- public cloud infrastructure and computing costs;
- research and development related to our offerings, including investments in our research and development team;
- sales and marketing, including a significant expansion of our sales organization, both domestically and internationally;
- continued international expansion of our business; and
- general and administrative expense, including legal and accounting expenses related to being a public company.

These investments may not result in increased revenue or growth in our business. If we are unable to increase our revenue at a rate sufficient to offset the expected increase in our costs, our business, financial position and results of operations will be harmed and we may not be able to achieve or maintain profitability over the long term. Additionally, we may encounter unforeseen operating expenses, difficulties, complications, delays and other unknown factors that may result in losses in future periods. If our revenue growth does not meet our expectations in future periods, our financial performance may be harmed, and we may not achieve or maintain profitability in the future.

We face intense competition. If we do not continue to innovate and offer solutions that address the dynamic cybersecurity landscape, we may not remain competitive.

The market for cybersecurity solutions is fragmented, intensely competitive and constantly evolving. We compete with a range of established and emerging cybersecurity software and services vendors, as well as homegrown solutions. Our competitors include: vulnerability management and assessment vendors, including Qualys and Rapid7; diversified security software and services vendors; endpoint security vendors with nascent vulnerability assessment capabilities, including Tanium and CrowdStrike; and providers of point solutions that compete with some of the features present in our solutions. We also compete against internally-developed efforts that often use open source solutions.

Some of our actual and potential competitors have significant advantages over us, such as longer operating histories, significantly greater financial, technical, marketing or other resources, stronger brand and business user recognition, larger intellectual property portfolios, government certifications and broader global distribution and presence. In addition, our industry is evolving rapidly and is becoming increasingly competitive. Companies that are larger and more established than us are focusing on cybersecurity and could directly compete with us. For example, in 2019 Microsoft introduced a vulnerability management offering as part of their existing endpoint security platform. Smaller companies could also launch new products and services that we do not offer and that could gain market acceptance quickly.

In addition, some of our larger competitors have substantially broader product offerings and can bundle competing products and services with other software offerings which customers may choose even if individual products have more limited functionality than our solutions. These competitors may also offer their products at a lower price, which could increase pricing pressure on our offerings and cause the average sales price for our offerings to decline. These larger competitors are also often better positioned to withstand any significant reduction in capital spending, and will therefore not be as susceptible to economic downturns. One component of our enterprise platform involves assessing Cyber Exposure in a public cloud environment. We are dependent upon the providers to allow our solutions to access their cloud offerings. If one or more cloud providers elected to offer exclusively their own cloud security product or otherwise eliminate the ability of our solutions to access their cloud on behalf of our customers, our business and financial results could be harmed.

Additionally, the cybersecurity market is characterized by very rapid technological advances, changes in customer requirements, frequent new product introductions and enhancements and evolving industry standards. Our success depends on continued innovation to provide features that make our solutions responsive to the cybersecurity landscape, including the shift to employees working from home during the COVID-19 pandemic. Developing new solutions and product enhancements is uncertain, expensive and time-consuming, and there is no assurance that such activities will result in significant cost savings, revenue or other expected benefits. If we spend significant time and effort on research and development and are unable to generate an adequate return on our investment, our business and results of operations may be materially and adversely affected. Further, we may not be able to successfully anticipate or adapt to changing technology or customer requirements or the dynamic threat landscape on a timely basis, or at all, which would impair our ability to execute on our business strategy. Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements or new or evolving attacks by, or indicators of compromise that identify, cyber bad actors.

Furthermore, our current and potential competitors may establish cooperative relationships among themselves or with third parties that may further enhance their resources and products and services offerings in the markets we address. In addition, current or potential competitors may be acquired by third parties with greater available resources, which may enable them to adapt more quickly to new technologies and customer needs, devote greater resources to the promotion or sale of their products and services, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their product and service offerings more quickly than we do. For all of these reasons, we may not be able to compete successfully against our current or future competitors.

We may not be able to sustain our revenue growth rate in the future.

From the nine months ended September 30, 2020 to the nine months ended September 30, 2021, our revenue grew from $322.1 million to $392.1 million, representing year over year growth of 22%. This growth was primarily from an increase in subscription revenue. Although we have experienced rapid growth historically and currently have high customer renewal rates, we may not continue to grow as rapidly in the future due to a decline in our renewal rates, failure to attract new customers or other factors. Any success that we may experience in the future will depend in large part on our ability to, among other things:

- maintain and expand our customer base;
- increase revenue from existing customers through increased or broader use of our offerings within their organizations;
- improve the performance and capabilities of our offerings through research and development;
- continue to develop and expand our enterprise platform;
- maintain the rate at which customers purchase and renew subscriptions to our enterprise platform offerings;
- continue to successfully expand our business domestically and internationally; and
- successfully compete with other companies.

If we are unable to maintain consistent revenue or revenue growth, including as a result of the COVID-19 pandemic, our stock price could be volatile, and it may be difficult to achieve and maintain profitability. You should not rely on our revenue for any prior quarterly or annual periods as any indication of our future revenue or revenue growth.

We may be unable to rapidly and efficiently adjust our cost structure in response to significant revenue declines, which could adversely affect our operating results.

We recognize substantially all of our revenue ratably over the term of our subscriptions and, to a lesser extent, perpetual licenses ratably over an expected period of benefit and, as a result, downturns in sales may not be immediately reflected in our operating results.

We recognize substantially all of our revenue ratably over the terms of our subscriptions with customers, which generally occurs over a one-year period and, for our perpetual licenses, over a five-year expected period of benefit. As a result, a substantial portion of the revenue that we report in each period will be derived from the recognition of deferred revenue relating to agreements entered into during previous periods. Consequently, a decline in new sales or renewals in any one period, including as a result of the COVID-19 pandemic, may not be immediately reflected in our revenue results for that period. This decline, however, would negatively affect our revenue in future periods. Accordingly, the effect of significant downturns in sales and market acceptance of our solutions and potential changes in our rate of renewals may not be fully reflected in our results of operations until future periods. This also makes it difficult for us to rapidly increase our revenue growth through additional sales in any period, as revenue from new customers generally will be recognized over the term of the applicable agreement.

We may not be able to scale our business quickly enough to meet our customers' growing needs.

As usage of our enterprise platform grows, and as customers expand in size or expand the number of IT assets or IP addresses under their subscriptions, we may need to devote additional resources to improving our technology architecture, integrating with third-party systems and maintaining infrastructure performance. In addition, we will need to appropriately scale our sales and marketing headcount, as well as grow our third-party channel partner network, to serve our growing customer base. If we are unable to scale our business appropriately, it could reduce the attractiveness of our solutions to customers, resulting in decreased sales to new customers, lower renewal rates by existing customers or the issuance of service credits or requested refunds, each of which could hurt our revenue growth and our reputation. Even if we are able to upgrade our systems and expand our personnel, any such expansion will be expensive and complex, requiring management time and attention. We could also face inefficiencies or operational failures as a result of our efforts to scale our infrastructure. Moreover, there are inherent risks associated with upgrading, improving and expanding our information technology systems. We cannot be sure that the expansion and improvements to our infrastructure and systems will be fully or effectively implemented on a timely basis, if at all. These efforts may reduce revenue and our margins and adversely impact our financial results.

If our enterprise platform offerings do not interoperate with our customers' network and security infrastructure, including remote devices, or with third-party products, websites or services, our results of operations may be harmed.

Our enterprise platform offerings, Tenable.io, Tenable.sc, Tenable.ad and Tenable.ot, must interoperate with our customers' existing network and security infrastructure, including remote devices. These complex systems are developed, delivered and maintained by the customer, their employees and a myriad of vendors and service providers. As a result, the components of our customers' infrastructure, including remote devices, have different specifications, rapidly evolve, utilize multiple protocol standards, include multiple versions and generations of products and may be highly customized. We must be able to interoperate and provide our security offerings to customers with highly complex and customized networks, including remote devices, which requires careful planning and execution between our customers, our customer support teams and our channel partners. Further, when new or updated elements of our customers' infrastructure, new usage trends, such as remote work during the COVID-19 pandemic, or new industry standards or protocols are introduced, we may have to update or enhance our cloud platform and our other solutions to allow us to continue to provide service to customers. Our competitors or other vendors may refuse to work with us to allow their products to interoperate with our solutions, which could make it difficult for our cloud platform to function properly in customer networks that include these third-party products.

We may not deliver or maintain interoperability quickly or cost-effectively, or at all. These efforts require capital investment and engineering resources. If we fail to maintain compatibility of our cloud platform and our other solutions with our customers' network and security infrastructures, including for remote devices, our customers may not be able to fully utilize our solutions, and we may, among other consequences, lose or fail to increase our market share and experience reduced demand for our services, which would materially harm our business, operating results and financial condition.

Our brand, reputation and ability to attract, retain and serve our customers are dependent in part upon the reliable and accurate performance of our solutions, infrastructure and third-party suppliers. If we experience performance problems as a result of security breaches of our systems or otherwise, or if our solutions fail to detect vulnerabilities or incorrectly detect vulnerabilities, or if they contain undetected errors or defects, or if we

or our third party service providers experience a security breach or unauthorized parties otherwise obtain access to our customers' data or systems, our brand and reputation could be harmed.

We have experienced, and may in the future experience, disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, deliberate or unintentional human or software errors, capacity constraints and fraud or cybersecurity attacks. Any disruptions or other performance problems with our solutions could harm our reputation and business and may damage our customers' businesses, including by interrupting their networking traffic or operational technology environments. Interruptions in our service delivery might reduce our revenue, cause us to issue credits to customers, subject us to potential liability and cause customers to not renew their purchases of our solutions.

In addition, if our solutions fail to detect vulnerabilities in our customers' cybersecurity infrastructure, including for remote devices, or if our solutions fail to identify new and increasingly complex methods of cyberattacks, our business and reputation may suffer. There is no guarantee that our solutions will detect all vulnerabilities, especially in light of the rapidly changing security landscape to which we must respond, including as a result of the increased remote work environment during the COVID-19 pandemic. Additionally, our solutions may falsely detect vulnerabilities or threats that do not actually exist. For example, our solutions rely on information provided by an active community of users who contribute new exploits, attacks and vulnerabilities. If the information from these third parties is inaccurate, the potential for false indications of security vulnerabilities increases. These false positives, while typical in the industry, may impair the perceived reliability of our offerings and adversely impact market acceptance of our products and could result in negative publicity, loss of customers and sales and increased costs to remedy any problem.

We have experienced errors or defects in the past in connection with the release of new solutions and product upgrades, and we expect that these errors or defects will be found from time to time in the future in new or enhanced solutions after commercial release. In addition, we use third parties to assist in the development of our products and these third parties could be a source of errors or defects. Defects may cause our solutions to be vulnerable to attacks, cause them to fail to detect vulnerabilities, or temporarily interrupt customers' networking traffic or operational technology environments, any of which may damage our customers' business and could hurt our reputation. If our solutions fail to detect vulnerabilities for any reason, we may incur significant costs, the attention of our key personnel could be diverted, our customers may delay or withhold payment to us or elect not to renew or other significant customer relations problems may arise. We may also be subject to liability claims for damages related to errors or defects in our solutions. A material liability claim or other occurrence that harms our reputation or decreases market acceptance of our solutions may harm our business and operating results.

Computer malware, viruses, social engineering (phishing attacks), threats from insiders, and increasingly, threats from bad actors and advanced new attacks against information systems increase risk of cybersecurity incidents. These incidents can include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Because the techniques used to obtain unauthorized access, insert malicious code or other otherwise sabotage systems change frequently and may not immediately produce signs of intrusion, we may be unable to implement adequate preventative measures or timely discover these intrusions. An actual or perceived security breach or theft of the sensitive data of ours, one of our customers or partners, regardless of whether the breach is attributable to the failure of our solutions or employee error, could adversely affect the market's perception of our brand and our offerings and subject us to legal claims.

We sell cybersecurity products and, as a result, may be at increased risk of being a target of cyberattacks designed to penetrate our platform or internal systems or to otherwise impede the performance of our products. We may be required to expend additional, significant resources, fundamentally change our business activities or practices, or modify our operations or information technology in an effort to protect against security breaches. Additionally, applicable data protection requirements may require us to implement specific security measures or use new or different industry-standard measures designed to protect against security breaches. Data protection requirements may also require us to notify relevant stakeholders of security breaches, including affected individuals, partners, collaborators, customers, regulators, law enforcement agencies and others. Such disclosures are costly, and the disclosures or failure to comply with such requirements could lead to adverse impacts, including reputational harm or fines and penalties. There can be no assurance that any limitations or exclusions of liabilities in our contracts would be enforceable or adequate or would otherwise protect us from liabilities or damages if we fail to comply with data protection requirements related to information security or security breaches. We cannot be sure that our insurance coverage, if any, will be adequate or otherwise protect us from or adequately mitigate liabilities or damages with respect to claims, costs, expenses, litigation, fines, penalties, business loss, data loss, regulatory actions or other impacts arising out of security breaches.

Our future quarterly results of operations are likely to fluctuate significantly due to a wide range of factors, which makes our future results difficult to predict.

Our revenue and results of operations have historically varied from period to period, and we expect that they will continue to do so as a result of a number of factors, many of which are outside of our control, including:

- the potential impact of the COVID-19 pandemic on our business and that of our partners and customers;
- the level of demand for our enterprise platform;
- the introduction of new products and product enhancements by existing competitors or new entrants into our market, and changes in pricing for solutions offered by us or our competitors;
- the rate of renewal of subscriptions, and extent of expansion of assets under such subscriptions, with existing customers;
- the mix of customers licensing our products on a subscription basis as compared to a perpetual license;
- large customers failing to renew their subscriptions;
- the size, timing and terms of our subscription agreements with new customers;
- our ability to interoperate our solutions with our customers' network and security infrastructure, including remote devices;
- the timing and growth of our business, in particular through our hiring of new employees and international expansion;
- network outages, security breaches, technical difficulties or interruptions with our solutions (including security breaches by our service providers or vendors);
- changes in the growth rate of the markets in which we compete;
- the length of the license term, amount prepaid and other material terms of subscriptions to our solutions sold during a period;
- customers delaying purchasing decisions in anticipation of new developments or enhancements by us or our competitors or otherwise;
- changes in customers' budgets;
- seasonal variations related to sales and marketing and other activities, such as expenses related to our customers;
- our ability to increase, retain and incentivize the channel partners that market and sell our solutions;
- our ability to integrate our solutions with our ecosystem partners' technology;
- our ability to integrate any future acquisitions of businesses;
- our brand and reputation;
- the timing of our adoption of new or revised accounting pronouncements applicable to public companies and the impact on our results of operations;
- our ability to control costs, including our operating expenses, such as third-party cloud infrastructure costs and facilities costs;
- our ability to hire, train and maintain our direct sales force;
- unforeseen litigation and intellectual property infringement;
- fluctuations in our effective tax rate;
- general economic and political conditions, both domestically and internationally, as well as economic conditions specifically affecting industries in which our customers operate; and
- other events or factors, including those resulting from pandemics, war, incidents of terrorism or responses to these events.

Any one of these or other factors discussed elsewhere in this Quarterly Report on Form 10-Q, or the cumulative effect of some of these factors, may result in fluctuations in our revenue and operating results, meaning that quarter-to-quarter comparisons of our revenue, results of operations and cash flows may not necessarily be indicative of our future performance and may cause us to miss our guidance and analyst expectations and may cause our stock price to decline.

In addition, we have historically experienced seasonality in entering into agreements with customers. We typically enter into a significantly higher percentage of agreements with new customers, as well as renewal agreements with existing customers, in the third and fourth quarters. The increase in customer agreements in the third quarter is primarily attributable to U.S. government and related agencies, and the increase in the fourth quarter is primarily attributable to large enterprise account buying patterns typical in the software industry. We expect that seasonality will continue to affect our operating results in the future and may reduce our ability to predict cash flow and optimize the timing of our operating expenses.

Our business and results of operations depend substantially on our customers renewing their subscriptions with us and expanding the number of IT assets or IP addresses under their subscriptions. Any decline in our customer renewals, terminations or failure to convince our customers to expand their use of subscription offerings would harm our business, results of operations, and financial condition.

Our subscription offerings are term-based and a majority of our subscription contracts are for one year in duration. In order for us to maintain or improve our results of operations, it is important that a high percentage of our customers renew their subscriptions with us when the existing subscription term expires, and renew on the same or more favorable terms. Our customers have no obligation to renew their subscriptions, and we may not be able to accurately predict customer renewal rates. In addition, the growth of our business depends in part on our customers expanding their use of subscription offerings and related services. Historically, some of our customers have elected not to renew their subscriptions with us for a variety of reasons, including as a result of changes in their strategic IT priorities, budgets, costs and, in some instances, due to competing solutions. Our retention rate may also decline or fluctuate if our existing customers choose to reduce or delay technology spending in response to economic conditions resulting from the ongoing COVID-19 pandemic, as well as a result of a number of other factors, including our customers’ satisfaction or dissatisfaction with our software, the increase in the contract value of subscription and support contracts from new customers, the effectiveness of our customer support services, our pricing, the prices of competing products or services, mergers and acquisitions affecting our customer base, global economic conditions, and the other risk factors described in this Quarterly Report on Form 10-Q. Additionally, many of our customers, including certain top customers, have the right to terminate their agreements with us for convenience and for other reasons. We cannot assure you that customers will maintain their agreements with us, renew subscriptions or increase their usage of our software. If our customers do not maintain or renew their subscriptions or renew on less favorable terms, or if we are unable to expand our customers’ use of our software, our business, results of operations, and financial condition may be harmed.

We must maintain and enhance our brand.

We believe that developing and maintaining widespread awareness of our brand in a cost-effective manner is critical to achieving widespread acceptance of our enterprise platform and attracting new customers. Brand promotion activities may not generate customer awareness or increase revenue and, even if they do, any increase in revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand, or incur substantial expenses, we may fail to attract or retain customers necessary to realize a sufficient return on our brand-building efforts, or to achieve the widespread brand awareness that is critical for broad customer adoption of our solutions.

We rely on third parties to maintain and operate certain elements of our network infrastructure.

We utilize data centers located in North America, Europe and Asia to operate and maintain certain elements of our own network infrastructure. Some elements of this complex system are operated by third parties that we do not control and that could require significant time to replace. We expect this dependence on third parties to continue. For example, Tenable.io is hosted on Amazon Web Services, or AWS, which provides us with computing and storage capacity. Interruptions in our systems or the third-party systems on which we rely, particularly AWS, whether due to system failures, computer viruses, physical or electronic break-ins or other factors, could affect the security or availability of our solutions, network infrastructure and website.

Our existing data center facilities and third-party hosting providers have no obligations to renew their agreements with us on commercially reasonable terms or at all, and certain of the agreements governing these relationships may be terminated by either party with notice or access to hosting services may be restricted by the provider at any time, with no or limited notice. For example, our agreement with AWS allows AWS to terminate the agreement with two years' written notice and allows AWS, under certain circumstances, to temporarily restrict access to hosting services provided by AWS without prior notice. Although we expect that we could receive similar services from other third parties, if any of our arrangements with third parties, including AWS, are terminated, we could experience interruptions on our platform and in our ability to make our platform available to customers, as well as downtime, delays and additional expenses in arranging alternative cloud infrastructure services.

It is possible that our customers and potential customers would hold us accountable for any breach of security affecting third parties' infrastructure. We may incur significant liability from those customers and from third parties with respect to any such breach. Because our agreement with AWS limits their liability for damages, we may not be able to recover a material portion of our liabilities to our customers and third parties from AWS in the event of any breach affecting AWS systems.

Organizations may be reluctant to purchase our enterprise platform offerings that are cloud-based due to the actual or perceived vulnerability of cloud solutions.

Some organizations, including those in the defense industry and highly regulated industries such as healthcare and financial services, have historically been reluctant to use cloud-based solutions for cybersecurity because they have concerns regarding the risks associated with the reliability or security of the technology delivery model associated with these solutions. If we or other software companies with cloud-based offerings experience security incidents, breaches of customer data, disruptions in service delivery or other problems, the market for cloud-based solutions as a whole may be negatively impacted, which in turn would negatively impact our revenue and our growth prospects.

Our sales cycle is long and unpredictable.

The timing of sales of our offerings is difficult to forecast because of the length and unpredictability of our sales cycle, particularly with large enterprises and with respect to certain of our solutions. We sell our solutions primarily to IT departments that are managing a growing set of user and compliance demands, which has increased the complexity of customer requirements to be met and confirmed during the sales cycle and prolonged our sales cycle. Our average sales cycle with an enterprise customer is approximately four months, and to the extent we continue to enter into larger deals, our average sales cycle is likely to increase. Further, the length of time that potential customers devote to their testing and evaluation, contract negotiation and budgeting processes varies significantly, depending on the size of the organization and nature of the product or service under consideration. The COVID-19 pandemic has also impacted the budgets and purchasing decisions and processes of certain of our customers and prospective customers, some of whom have added additional controls on expenditures and require additional internal approvals of expenditures, even if relatively small in dollar amount, all of which could lengthen our sales cycle. In addition, we might devote substantial time and effort to a particular unsuccessful sales effort, and as a result, we could lose other sales opportunities or incur expenses that are not offset by an increase in revenue, which could harm our business.

We are subject to stringent and changing privacy and data security laws, as well as contractual obligations, self-regulatory schemes, government regulation, and standards related to data privacy and security. Compliance with, or the failure or perceived failure to comply with such obligations, could adversely affect our ability to conduct our business.

We, along with a significant number of our customers, vendors and other third parties upon whom we rely are subject to laws, rules, regulations, and industry standards related to data privacy and cyber security, and restrictions or technological requirements regarding the collection, use, storage, protection, retention or transfer of data. For example, the General Data Protection Regulation, or GDPR, came into force in May 2018 in the European Union, or EU. The GDPR contains numerous requirements and changes from prior EU law, including more robust obligations on data processors and data controllers, greater rights for data subjects, and heavier documentation requirements for data protection compliance programs. Specifically, the GDPR introduced numerous privacy-related changes for companies processing EU personal data, including greater control over personal data by data subjects, such as the “right to be forgotten", increased data portability for EU data subjects, data breach notification requirements, and increased fines. In particular, under the GDPR, fines of up to €20 million or up to 4% of the annual global revenue of the noncompliant company, whichever is greater, could be imposed for violations of certain of the GDPR’s requirements. The GDPR requirements apply not only to third-party transactions, but also to transfers of information between us and our subsidiaries, including employee information. Post-Brexit, the UK also issued its own similar version of the GDPR. We have an internal data privacy function that oversees and supervises our compliance with European and UK data protection regulations but, despite our efforts, we may fail, or be perceived to have failed, to comply. Further, local data protection authorities may have different interpretations of the GDPR, leading to potential inconsistencies amongst various EU states.

In the United States and globally, governments and agencies have adopted, and could in the future adopt, modify, apply or enforce laws, policies, regulations, and standards covering data subject privacy, data security, technologies such as cookies that are used to collect, store and/or process data, marketing online, the use of data to inform marketing, the taxation of products and services, unfair and deceptive practices and the collection, including the collection of information, use, processing, transfer, storage and/or disclosure of data associated with unique individual internet users. We may be subject directly or via contract to such laws, policies, regulations, and standards. New regulation or legislative actions regarding data privacy and security, together with applicable industry standards, may increase the costs of doing business and could have a material adverse impact on our operations and cash flows.

The GDPR generally restricts the transfer of personal data to countries outside of the European Economic Area, or EEA, that the EU does not deem to have adequate data protection legislation (such as the United States) without the use of an appropriate transfer mechanism. While we have taken steps to lawfully transfer personal data, such as implementing standard contractual clauses as appropriate, the efficacy and longevity of these mechanisms remains uncertain. For example, the European Court of Justice, or EJC, invalidated the use of the EU-US Privacy Shield, or the Privacy Shield, which had enabled the transfer of personal data from the European Union to the United States for companies like us that were self-certified under the Privacy Shield. The EJC also called into question the use of the standard contractual clauses. As we are no longer able to rely on the Privacy Shield, if we are unable to implement a valid compliance mechanism for cross-border transfers of personal data, we may face increased exposure to regulatory actions, substantial fines and injunctions against processing or transferring personal data from the EEA. Recently, the European Commission adopted new standard contractual clauses under the GDPR for personal data transfers from the EEA to outside of the EEA, and the European Data Protection Board also issued guidelines for companies to identify and implement appropriate supplementary measures, if applicable, for transferring personal data of European Union data subjects across borders. In connection with these developments, we may have obligations to conduct transfer impact assessments for such cross-border data transfers and may need to implement additional security or other supplementary measures. We are implementing the new standard contractual clauses for data transfers, we may be required to expend significant time and resources to update our contractual arrangements and to comply with such obligations. Additionally, the new standard contractual clauses could be invalidated, which could require us to implement costly substitutions for the data transfers we undertake in order to perform our services or prevent such transfers entirely.

Additionally, the exit by the United Kingdom from the EU, or Brexit, took effect in January 2020, which has led to and will continue to lead to further legislative and regulatory changes. The Data Protection Act of 2018, that “implements” and complements the GDPR achieved Royal Assent on May 23, 2018 and is now effective in the United Kingdom. With the expiration of the transition period on December 31, 2020, companies will have to comply with both the GDPR and the GDPR as incorporated into United Kingdom national law, which has the ability to separately fine up to the greater of £17.5 million or 4% of global turnover, which exposes us to further compliance risk. While the European Commission recently adopted an adequacy decision for the UK, meaning data may freely flow from the EU to the UK, the adequacy decision is subject to a “sunset clause”, which provides uncertainty on the ability to rely on the adequacy decision in the long-term. We may incur liabilities, expenses, costs, and other operational losses under GDPR and applicable EU Member States and the United Kingdom privacy laws in connection with any measures we take to comply with them.

Similarly, there are a number of new state consumer data privacy laws as well as federal and state level legislative proposals in the United States that could impose new obligations on us. For example, the California Consumer Privacy Act, or the CCPA, went into effect on January 1, 2020 and creates new individual privacy rights for consumers and places increased privacy and security obligations on entities handling the personal data of consumers or households. The CCPA requires covered businesses to provide new disclosures to California consumers, which could include our employees residing in California based on the broad definitions in the law, to provide such consumers new ways to opt out of certain sales of personal information and to allow for new causes of action for data breaches. The CCPA allows for statutory fines for noncompliance (up to $7,500 per violation). In addition, some countries are considering or have passed legislation implementing more onerous data protection requirements or requiring local storage and processing of data or other requirements that could increase the cost and complexity of delivering our services.

Further, California voters approved a new privacy law, the California Privacy Rights Act, or CPRA, in November 2020. Effective on January 1, 2023, the CPRA will significantly modify the CCPA, including by expanding certain consumers' rights. The CPRA also creates a new state agency that will be vested with authority to implement and enforce the CCPA and the CPRA. New legislation proposed or enacted in various other states will continue to shape the data privacy environment nationally. Certain state laws may be more stringent or broader in scope, or offer greater individual rights, with respect to confidential, sensitive and personal information than federal, international or other state laws, and such laws may differ from each other, which may complicate compliance efforts. For example, Virginia recently passed its Consumer Data Protection Act and Colorado recently passed the Colorado Privacy Act, both of which differ from the CPRA and go into effect on January 1, 2023 and July 1, 2023 respectively.

We are also subject to the terms of our external and internal privacy and security policies, representations, certifications, standards, publications and frameworks, and contractual obligations to third parties related to privacy, information and security including, without limitation, operating rules and standards imposed by industry organizations.

If we fail, or are perceived to have failed, to address or comply with applicable data protection laws, privacy policies and data protection obligations, or if our privacy policies are, in whole or part, found to be inaccurate, incomplete deceptive, unfair or misrepresentative of our actual practices, it could: result in fines and other penalties; result in reputational harm; lead to a loss of customers; reduce the use of our products; result in litigation and liability; result in an inability to process personal data or operate in certain jurisdictions; cause a material adverse impact to our business operations or financial results or otherwise harm our business. Moreover, any such investigation or charges by applicable data protection authorities could have a negative effect on our existing business and on our ability to attract and retain new customers, even if the investigation determines we have not committed any violations. Existing and proposed laws and regulations can be costly to comply with, can delay or impede the development or adoption of our products and services, reduce the overall demand for our services, result in negative publicity, increase our operating costs, require significant management time and attention and subject us to claims or other remedies, including fines or demands that we modify or cease existing business practices.

We rely on our third-party channel partner network of distributors and resellers to generate a substantial amount of our revenue.

Our success is dependent in part upon establishing and maintaining relationships with a variety of channel partners that we utilize to extend our geographic reach and market penetration. We use a two-tiered, indirect fulfillment model whereby we sell our products and services to our distributors, which in turn sell to our resellers, which then sell to our end users, which we call customers. We anticipate that we will continue to rely on this two-tiered sales model in order to help facilitate sales of our offerings as part of larger purchases in the United States and to grow our business internationally. In the nine months ended September 30, 2021 and 2020, we derived 92% and 91%, respectively, of our revenue from subscriptions and perpetual licenses sold through channel partners, and the percentage of revenue derived from channel partners may continue to increase in future periods. Ingram Micro, Inc., a distributor, accounted for 40% and 43% of our revenue in the nine months ended September 30, 2021 and 2020, respectively, and 43% of our accounts receivable as of September 30, 2021. Our agreements with our channel partners, including our agreement with Ingram Micro, are non-exclusive and do not prohibit them from working with our competitors or offering competing solutions, and some of our channel partners may have more established relationships with our competitors. Similarly, our channel partners have no obligations to renew their agreements with us on commercially reasonable terms or at all, and certain of the agreements governing these relationships may be terminated by either party at any time, with no or limited notice. For example, our agreement with Ingram Micro allows Ingram Micro to terminate the agreement in their discretion upon 30 days' written notice to us. If our channel partners choose to place greater emphasis on products of their own or those offered by our competitors or a result of an acquisition, competitive factors or other reasons do not continue to market and sell our solutions in an effective manner or at all, our ability to grow our business and sell our solutions, particularly in key international markets, may be adversely affected. In addition, our failure to recruit additional channel partners, or any reduction or delay in their sales of our solutions and professional services, including as a result of the COVID-19 pandemic, or conflicts between channel sales and our direct sales and marketing activities may harm our results of operations. Finally, even if we are successful, our relationships with channel partners may not result in greater customer usage of our solutions and professional services or increased revenue.

A portion of our revenue is generated from subscriptions and perpetual licenses sold to domestic governmental entities, foreign governmental entities and other heavily regulated organizations, which are subject to a number of challenges and risks.

A portion of our revenue is generated from subscriptions and perpetual licenses sold to governmental entities in the United States. Additionally, many of our current and prospective customers, such as those in the financial services, energy, insurance and healthcare industries, are highly regulated and may be required to comply with more stringent regulations in connection with subscribing to and implementing our enterprise platform. Selling licenses to these entities can be highly competitive, expensive and time-consuming, often requiring significant upfront time and expense without any assurance that we will successfully complete a sale. Governmental demand and payment for our enterprise platform may also be impacted by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our enterprise platform. In addition, governmental entities have the authority to terminate contracts at any time for the convenience of the government, which creates risk regarding revenue anticipated under our existing government contracts.

Further, governmental and highly regulated entities often require contract terms that differ from our standard customer arrangements, including terms that can lead to those customers obtaining broader rights in our solutions than would be expected under a standard commercial contract and terms that can allow for early termination. The U.S. government will be able to terminate any of its contracts with us either for its convenience or if we default by failing to perform in accordance with the contract schedule and terms. Termination for convenience provisions would generally enable us to recover only our costs incurred or committed, settlement expenses, and profit on the work completed prior to termination. Termination for default provisions do not permit these recoveries and would make us liable for excess costs incurred by the U.S. government in procuring undelivered items from another source. Contracts with governmental and highly regulated entities may also include preferential pricing terms. In the United States, federal government agencies may promulgate regulations, and the President may issue executive orders, requiring federal contractors to adhere to different or additional requirements after a contract is signed. If we do not meet applicable requirements of law or contract, we could be subject to significant liability from our customers or regulators. Even if we do meet these requirements, the additional costs associated with providing our enterprise platform to government and highly regulated customers could harm our operating results. Moreover, changes in the underlying statutory and regulatory conditions that affect these types of customers could harm our ability to efficiently provide them access to our enterprise platform and to grow or maintain our customer base. In addition, engaging in sales activities to foreign governments introduces additional compliance risks, including risks specific to anti-bribery regulations, including the U.S. Foreign Corrupt Practices Act of 1977, as amended, or the FCPA, the U.K. Bribery Act 2010 and other similar statutory requirements prohibiting bribery and corruption in the jurisdictions in which we operate. Further, in some jurisdictions we may be required to obtain government certifications, which may be costly to maintain and, if we lost such certifications in the future or if such certification requirements changed, would restrict our ability to sell to government entities until we have attained such certifications.

Some of our revenue is derived from contracts with U.S. government entities, as well as subcontracts with higher-tier contractors. As a result, we are subject to federal contracting regulations, including the Federal Acquisition Regulation, or the FAR. Under the FAR, certain types of contracts require pricing that is based on estimated direct and indirect costs, which are subject to change.

In connection with our U.S. government contracts, we may be subject to government audits and review of our policies, procedures, and internal controls for compliance with contract terms, procurement regulations, and applicable laws. In certain circumstances, if we do not comply with the terms of a contract or with regulations or statutes, we could be subject to contract termination or downward contract price adjustments or refund obligations, could be assessed civil or criminal penalties, or could be debarred or suspended from obtaining future government contracts for a specified period of time. Any such termination, adjustment, sanction, debarment or suspension could have an adverse effect on our business.

In the course of providing our solutions and professional services to governmental entities, our employees and those of our channel partners may be exposed to sensitive government information. Any failure by us or our channel partners to safeguard and maintain the confidentiality of such information could subject us to liability and reputational harm, which could materially and adversely affect our results of operations and financial performance.

Our pricing model subjects us to various challenges that could make it difficult for us to derive expected value from our customers and we may need to reduce our prices or change our pricing model to remain competitive.

Subscriptions and perpetual licenses to our enterprise platform are generally priced based on the number of IP addresses or total IT assets that can be monitored. We expect that we may need to change our pricing from time to time. As competitors introduce new products that compete with ours or reduce their prices, we may be unable to attract new customers or retain existing customers based on our historical pricing. We also must determine the appropriate price to enable us to compete effectively internationally. Moreover, mid- to large-size enterprises may demand substantial price discounts as part of the negotiation of sales contracts and, as the amount of IT assets or IP addresses within our customers' organization grows, we may face additional pressure from our customers regarding our pricing. As a result, we may be required or choose to reduce our prices or change our pricing model, which could adversely affect our business, revenue, operating margins and financial condition.

Further, our subscription agreements and perpetual licenses generally provide that we can audit our customers’ use of our offerings to ensure compliance with the terms of such agreement or license and monitor an increase in IT assets and IP addresses being monitored. However, a customer may resist or refuse to allow us to audit their usage, in which case we may have to pursue legal recourse to enforce our rights under the agreement or license, which would require us to spend money, distract management and potentially adversely affect our relationship with our customers and users.

If our enterprise platform offerings do not achieve sufficient market acceptance, our results of operations and competitive position will suffer.

We spend substantial amounts of time and money to research and develop and enhance our enterprise platform offerings to meet our customers’ rapidly evolving demands. In addition, we invest in efforts to continue to add capabilities to our existing products and enable the continued detection of new network vulnerabilities. We typically incur expenses and expend resources upfront to market, promote and sell our new and enhanced offerings. Therefore, when we develop and introduce new or enhanced offerings, they must achieve high levels of market acceptance in order to justify the amount of our investment in developing and bringing them to market. For example, if Tenable Lumin does not garner widespread market adoption and implementation, our operating results and competitive position could suffer.

Further, we may make enhancements to our offerings that our customers do not like, find useful or agree with. We may also discontinue certain features, begin to charge for certain features that are currently free or increase fees for any of our features or usage of our offerings.

Our new offerings or enhancements and changes to our existing offerings could fail to attain sufficient market acceptance for many reasons, including:

- failure to predict market demand accurately, including changes in demand as a result of the COVID-19 pandemic, in terms of functionality and to supply offerings that meets this demand in a timely fashion;
- defects, errors or failures;
- negative publicity about their performance or effectiveness;
- delays in releasing our new offerings or enhancements to our existing offerings to the market;
- introduction or anticipated introduction of competing products by our competitors;
- poor business conditions for our customers, including as a result of the COVID-19 pandemic, causing them to delay or forgo IT purchases; and
- reluctance of customers to purchase cloud-based offerings.

If our new or enhanced offerings do not achieve adequate acceptance in the market, our competitive position will be impaired, and our revenue will be diminished. The adverse effect on our operating results may be particularly acute because of the significant research, development, marketing, sales and other expenses we will have incurred in connection with the new or enhanced offerings.

Our strategy of offering and deploying our solutions in the cloud, on-premises environments or using a hybrid approach causes us to incur increased expenses and may pose challenges to our business.

We offer and sell our enterprise platform for use in the cloud, on-premises environments or using a hybrid approach using the customer's own infrastructure. Our cloud offering enables our customers to eliminate the burden of provisioning and maintaining infrastructure and to scale their usage of our solutions quickly, while our on-premises offering allows for the customer's complete control over data security and software infrastructure. Historically, our solutions were developed in the context of the on-premises offering, and we have less operating experience offering and selling subscriptions to our solutions via our cloud offering. Although a substantial majority of our revenue has historically been generated from customers using our solutions on an on-premises basis, our customers are increasingly adopting our cloud offering. We expect that our customers will continue to move to our cloud offering and that it will become more central to our distribution model. We expect our gross profit to increase in absolute dollars and our gross margin to decrease to the extent that revenue from our cloud-based subscriptions increases as a percentage of revenue, although our gross margin could fluctuate from period to period. To support both on-premises environments and cloud instances of our product, our support team must be trained on and learn multiple environments in which our solution is deployed, which is more expensive than supporting only a cloud offering. Moreover, we must engineer our software for an on-premises environment, cloud offering and hybrid installation, which we expect will cause us additional research and development expense that may impact our operating results. As more of our customers transition to the cloud, we may be subject to additional competitive pressures, which may harm our business. We are directing a significant portion of our financial and operating resources to implement a robust and secure cloud offering for our customers, but even if we continue to make these investments, we may be unsuccessful in growing or implementing our cloud offering in a way that competes successfully against our current and future competitors and our business, results of operations and financial condition could be harmed.

Our customers' increased usage of our cloud-based offerings requires us to continually improve our computer network and infrastructure to avoid service interruptions or slower system performance.

As usage of our cloud-based offerings grows and as customers use them for more complicated applications, increased assets and with increased data requirements, we will need to devote additional resources to improving our platform architecture and our infrastructure in order to maintain the performance of our cloud offering. Any failure or delays in our computer systems could cause service interruptions or slower system performance. If sustained or repeated, these performance issues could reduce the attractiveness of our enterprise platform to customers. These performance issues could result in lost customer opportunities and lower renewal rates, any of which could hurt our revenue growth, customer loyalty and reputation.

A component of our growth strategy is dependent on our continued international expansion, which adds complexity to our operations.

We market and sell our solutions and professional services throughout the world and have personnel in many parts of the world. International operations generated 41% and 39% of our revenue in the nine months ended September 30, 2021 and 2020, respectively. Our growth strategy is dependent, in part, on our continued international expansion. We expect to conduct a significant amount of our business with organizations that are located outside the United States, particularly in Europe and Asia. We cannot assure that our expansion efforts into international markets will be successful in creating further demand for our solutions and professional services outside of the United States or in effectively selling our solutions and professional services in the international markets that we enter. Our current international operations and future initiatives will involve a variety of risks, including:

- increased management, infrastructure and legal costs associated with having international operations;
- reliance on channel partners;
- trade and foreign exchange restrictions, including potential changes in trade relations arising from policy initiatives;
- economic or political instability in foreign markets, including instability related to the United Kingdom's recent exit from the European Union and the corresponding impact on its ongoing legal, political, and economic relationship with the European Union;
- travel restrictions resulting from the COVID-19 pandemic, including restrictions on U.S. travelers entering some foreign countries;

- greater difficulty in enforcing contracts, accounts receivable collection and longer collection periods;
- changes in regulatory requirements, including, but not limited to data privacy, data protection and data security regulations;
- difficulties and costs of staffing, managing and potentially reorganizing foreign operations;
- the uncertainty and limitation of protection for intellectual property rights in some countries;
- costs of compliance with foreign laws and regulations and the risks and costs of non-compliance with such laws and regulations;
- differing labor regulations in foreign jurisdictions where labor laws are generally more advantageous to employees, including deemed hourly wage and overtime regulations in these locations;
- costs of compliance with U.S. laws and regulations for foreign operations, including the FCPA, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory or contractual limitations on our ability to sell or provide our solutions in certain foreign markets, and the risks and costs of non-compliance;
- requirements to comply with foreign privacy, data protection and information security laws and regulations and the risks and costs of noncompliance;
- heightened risks of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, and irregularities in, financial statements;
- the potential for political unrest, pandemics, acts of terrorism, hostilities or war;
- management communication and integration problems resulting from cultural differences and geographic dispersion;
- costs associated with language localization of our solutions; and
- costs of compliance with multiple and possibly overlapping tax structures and regimes.

Our business, including the sales of our solutions and professional services by us and our channel partners, may be subject to foreign governmental regulations, which vary substantially from country to country and change from time to time. Our failure, or the failure by our channel partners, to comply with these regulations could adversely affect our business. Further, in many foreign countries it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. regulations applicable to us. Although we have implemented policies and procedures designed to comply with these laws and policies, there can be no assurance that our employees, contractors, channel partners and agents have complied, or will comply, with these laws and policies. Violations of laws or key control policies by our employees, contractors, channel partners or agents could result in delays in revenue recognition, financial reporting misstatements, fines, penalties or the prohibition of the importation or exportation of our solutions and could have a material adverse effect on our business and results of operations. If we are unable to successfully manage the challenges of international expansion and operations, our business and operating results could be adversely affected.

We rely on the performance of highly skilled personnel, including senior management and our engineering, professional services, sales and technology professionals, and our ability to increase our customer base will depend to a significant extent on our ability to expand our sales and marketing operations.

We believe our success has depended, and continues to depend, on the efforts and talents of our senior management team and our highly skilled team members, including our sales personnel, professional services personnel and software engineers. We do not maintain key person insurance on any of our executive officers or key employees. Our senior management and key employees are employed on an at-will basis, which means that they could terminate their employment with us at any time. The loss of any of our senior management or key employees could adversely affect our ability to execute our business plan, and we may not be able to find adequate replacements. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees.

Our ability to successfully pursue our growth strategy also depends on our ability to attract, motivate and retain our personnel. Competition for well-qualified employees in all aspects of our business is intense. The recent move by companies to offer a remote or hybrid work environment may increase competition for such employees outside of our traditional office locations. In addition, employee turnover rates in the broader global economy have increased during the COVID-19 pandemic and may continue to be elevated, which could lead to increased recruiting, training and retention costs if we experience a similar increase in turnover. If we do not succeed in attracting well-qualified employees or retaining and motivating existing employees, our business would be adversely affected.

In addition, our ability to increase our customer base and achieve broader market acceptance of our Cyber Exposure solutions will depend to a significant extent on our ability to expand our sales force and our third-party channel partner network of distributors and resellers, both domestically and internationally. We may not be successful in attracting and retaining talented sales personnel or strategic partners, and any new sales personnel or strategic partners may not be able to achieve productivity in a reasonable period of time or at all. We also plan to dedicate significant resources to sales and marketing programs, including through electronic marketing campaigns and, when deemed safe to do so, trade event sponsorship and participation. All of these efforts will require us to invest significant financial and other resources and our business will be harmed if our efforts do not generate a correspondingly significant increase in revenue.

We must offer high-quality support.

Our customers rely on our personnel for support of our enterprise platform. High-quality support is important for the renewal of our agreements with existing customers and to our existing customers expanding the number of IP addresses or IT assets under their subscriptions. The importance of high-quality support will increase as we expand our business and pursue new customers. If we do not help our customers quickly resolve issues and provide effective ongoing support, our ability to sell new software to existing and new customers would suffer and our reputation with existing or potential customers would be harmed.

Our growth depends in part on the success of our strategic relationships with third parties.

In order to grow our business, we anticipate that we will continue to depend on relationships with strategic partners to provide broader customer coverage and solution delivery capabilities. We depend on partnerships with market leading technology companies to maintain and expand our Cyber Exposure ecosystem by integrating third party data into our platform. Identifying partners, and negotiating and documenting relationships with them, requires significant time and resources. Our agreements with our strategic partners generally are non-exclusive and do not prohibit them from working with our competitors or offering competing solutions. Our competitors may be effective in providing incentives to third parties to favor their products or services or to prevent or reduce subscriptions to our services. If our partners choose to place greater emphasis on products of their own or those offered by our competitors or do not effectively market and sell our product, our ability to grow our business and sell software and professional services may be adversely affected. In addition, acquisitions of our partners by our competitors could result in a decrease in the number of our current and potential customers, as our partners may no longer facilitate the adoption of our solutions by potential customers. We also license third-party threat data that is used in our solutions in order to deliver our offerings. In the future, this data may not be available to us on commercially reasonable terms, or at all. Any loss of the right to use any of this data could result in delays in the provisioning of our offerings until equivalent data is either developed by us, or, if available, is identified, obtained and integrated, which could harm our business.

If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenue could be impaired and our operating results may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased customer usage of our solutions or increased revenue.

Catastrophic events may disrupt our business.

Our corporate headquarters are located in Columbia, Maryland. The area around Washington, D.C. could be subject to terrorist attacks. Additionally, we rely on our network and third-party infrastructure and enterprise applications, internal technology systems and our website for our development, marketing, operational support, hosted services and sales activities.

While we have begun to initiate hybrid remote and in-person work policies, substantially all of our employees have been working remotely due to the COVID-19 pandemic, which may pose additional security risks. Additionally, ransomware attacks, including those from organized criminal threat actors, nation-states and nation-state supported actors, are becoming increasingly prevalent and severe and can lead to significant interruptions, delays, or outages in our operations, loss of data, loss of income, significant extra expenses to restore data or systems, reputational loss and the diversion of funds. To alleviate the financial, operational and reputational impact of a ransomware attack, it may be necessary to make extortion payments, but we may be unable to do so if applicable laws prohibit such payments.

In the event of a major hurricane, earthquake or other catastrophic event such as fire, power loss, telecommunications failure, cyberattack, war or terrorist attack, or epidemic or pandemic, such as the COVID-19 pandemic, that impacts our corporate headquarters, other facilities, or off-premises infrastructure, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in our software development, lengthy interruptions in our services, breaches of data security and loss of critical data, all of which could have an adverse effect on our future operating results.

Recent and future acquisitions could disrupt our business and adversely affect our business operations and financial results.

We have in the past acquired products, technologies and businesses from other parties, such as our 2021 acquisitions of Alsid and Accurics, and we may choose to expand our current business by acquiring additional businesses or technologies in the future. Acquisitions involve many risks, including the following:

- an acquisition may negatively affect our financial results because it may require us to incur charges or assume substantial debt or other liabilities, may cause adverse tax consequences or unfavorable accounting treatment, may expose us to claims and disputes by third parties, including intellectual property claims and disputes, or may not generate sufficient financial return to offset additional costs and expenses related to the acquisition;
- we may encounter difficulties or unforeseen expenditures in integrating the business, technologies, products, personnel or operations of any company that we acquire, particularly if key personnel of the acquired company decide not to work for us;
- an acquisition may disrupt our ongoing business, divert resources, increase our expenses and distract our management;
- an acquisition may result in a delay or reduction of customer purchases for both us and the company acquired due to customer uncertainty about continuity and effectiveness of service from either company;
- we may encounter difficulties in, or may be unable to, successfully sell any acquired solutions;
- an acquisition may involve the entry into geographic or business markets in which we have little or no prior experience or where competitors have stronger market positions;
- our use of cash to pay for an acquisition would limit other potential uses for our cash; and
- if we incur debt to fund such acquisition, such debt may subject us to material restrictions on our ability to conduct our business as well as financial maintenance covenants.

The occurrence of any of these risks could have a material adverse effect on our business operations and financial results. In addition, we may only be able to conduct limited due diligence on an acquired company's operations. Following an acquisition, we may be subject to unforeseen liabilities arising from an acquired company's past or present operations and these liabilities may be greater than the warranty and indemnity limitations that we negotiate. Any unforeseen liability that is greater than these warranty and indemnity limitations could have a negative impact on our financial condition.

We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.

We expect that our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. However, we intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features or enhance our product, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Our current loan agreement includes, and we expect that any future agreements governing our indebtedness will include, restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be adversely affected.

If we do not generate sufficient cash flows, we may be unable to service all of our indebtedness.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash, make scheduled payments or to refinance our debt obligations depends on our successful financial and operating performance, which may be affected by a range of economic, competitive and business factors, many of which are outside of our control and some of which are described elsewhere in the “Risk Factors” section of this report.

If our cash flows and capital resources are insufficient to fund our debt service obligations, or to repay the term loan when it matures, we may have to undertake alternative financing plans, such as refinancing or restructuring our debt, selling assets or operations, reducing or delaying capital investments, or seeking to raise additional capital. We may not be able to refinance our debt, or any refinancing of our debt could be at higher interest rates and may require us to comply with more restrictive covenants that could further restrict our business operations. Our ability to implement successfully any such alternative financing plans will depend on a range of factors, including general economic conditions, the level of activity in capital markets generally, and the terms of our various debt instruments then in effect.

Covenants under our Credit Agreement may restrict our business and operations in many ways, and if we do not effectively manage our covenants, our financial conditions and results of operations could be adversely affected.

Our Credit Agreement imposes various covenants that limit our ability and/or our restricted subsidiaries’ ability to, among other things:

- pay dividends or distributions, repurchase equity, prepay, redeem or repurchase certain debt, and make certain investments;
- incur additional debt and issue certain preferred stock;
- provide guarantees in respect of obligations of other persons;
- incur liens on assets;
- engage in certain asset sales, including capital stock of our subsidiaries;
- merge, consolidate with, or sell all or substantially all our assets to another person;
- enter into transactions with affiliates;
- enter into agreements that restrict distributions from our subsidiaries;
- designate subsidiaries as unrestricted subsidiaries; and
- prohibit certain restrictions on the ability of restricted subsidiaries to pay dividends or make other payments to us.

These covenants may:

- limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, or other general business purposes;
- limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions, or other general business purposes;
- require us to use a substantial portion of our cash flow from operations to make debt service payments;
- limit our flexibility to plan for, or react to, changes in our business and industry;
- place us at a competitive disadvantage compared to less leveraged competitors; and
- increase our vulnerability to the impact of adverse economic and industry conditions.

If we are unable to successfully manage the limitations and decreased flexibility on our business due to our significant debt obligations, we may not be able to capitalize on strategic opportunities or grow our business to the extent we would be able to without these limitations.

Our failure to comply with any of the covenants could result in a default under the Credit Agreement, which could permit the administrative agent or the lenders to cause the administrative agent to declare all or part of any of our outstanding senior secured term loans or revolving loans to be immediately due and payable or to exercise any remedies provided to the administrative agent, including, proceeding against the collateral granted to secure our obligations under the Credit Agreement. An event of default under the Credit Agreement could also lead to an event of default under the terms of certain of our other agreements. Any such event of default or any exercise of rights and remedies by our creditors could seriously harm our business.

The LIBOR calculation method may change, and LIBOR is expected to be phased out after 2021.

Loans under the Credit Agreement bear interest at a rate based on the London Interbank Offered Rate, or LIBOR. On July 27, 2017, the U.K. Financial Conduct Authority, or the FCA, announced that it will no longer require banks to submit rates for the calculation of LIBOR after 2021. In the meantime, actions by the FCA, other regulators, or law enforcement agencies may result in changes to the method by which LIBOR is calculated. If changes to LIBOR result in an increase in rates, our interest expense under the Credit Agreement would increase. Further, if LIBOR is no longer available, our Credit Agreement provides a process to determine a substitute rate, and if such substitute rate is higher than LIBOR, our interest expense under the Credit Agreement would increase.

The nature of our business requires the application of complex accounting rules and regulations. If there are significant changes in current principles, financial reporting standards or interpretations, or if our estimates or judgments relating to our critical accounting policies prove to be incorrect, we may experience unexpected financial reporting fluctuations and our results of operations could be adversely affected.

The accounting rules and regulations that we must comply with are complex and subject to interpretation by the Financial Accounting Standards Board, the Securities and Exchange Commission, or SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. In addition, many companies' accounting disclosures are being subjected to heightened scrutiny by regulators and the public. Further, the accounting rules and regulations are continually changing in ways that could impact our financial statements.

The preparation of financial statements in conformity with generally accepted accounting principles in the United States, or U.S. GAAP, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the section of this report titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." Significant assumptions and estimates used in preparing our consolidated financial statements include the determination of the estimated economic life of perpetual licenses for revenue recognition, the estimated period of benefit for deferred commissions, useful lives of long-lived assets, the valuation of stock-based compensation, the incremental borrowing rate for operating leases, and the valuation of deferred tax assets. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of securities analysts and investors, resulting in a decline in the trading price of our common stock.

Additionally, we regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and drafts thereof that are relevant to us. We might be required to change our accounting policies, alter our operational policies and implement new or enhance existing systems, or we may be required to restate our published financial statements, as a result of new standards, changes to existing standards and changes in their interpretation. Such changes to existing standards or changes in their interpretation may have an adverse effect on our reputation, business, financial position and profit, or cause an adverse deviation from our revenue and operating profit target, which may negatively impact our financial results.

Risks Related to Government Regulation, Data Collection and Intellectual Property

Our business could be adversely affected if our employees cannot obtain and maintain required security clearances or we cannot establish and maintain a required facility security clearance.

Certain U.S. government contracts may require our employees to maintain various levels of security clearances, and may require us to maintain a facility security clearance, to comply with Department of Defense, or DoD, requirements. The DoD has strict security clearance requirements for personnel who perform work in support of classified programs. Obtaining and maintaining a facility clearance and security clearances for employees can be a difficult, sometimes lengthy process. If we do not have employees with the appropriate security clearances, then a customer requiring classified work could terminate an existing contract or decide not to renew the contract upon its expiration. To the extent we are not able to obtain or maintain a facility security clearance, we may not be able to bid on or win new classified contracts, and existing contracts requiring a facility security clearance could be terminated.

Any failure to protect our proprietary technology and intellectual property rights could substantially harm our business and operating results.

Our success and ability to compete depend in part on our ability to protect our proprietary technology and intellectual property. To safeguard these rights, we rely on a combination of patent, trademark, copyright and trade secret laws and contractual protections in the United States and other jurisdictions, all of which provide only limited protection and may not now or in the future provide us with a competitive advantage.

As of September 30, 2021, we had 23 issued patents and 14 patent applications pending in the United States relating to our technology. We cannot assure you that any patents will issue from any patent applications, that patents that issue from such applications will give us the protection that we seek or that any such patents will not be challenged, invalidated or circumvented. Any patents that may issue in the future from our pending or future patent applications may not provide sufficiently broad protection and may not be enforceable in actions against alleged infringers. Obtaining and enforcing software patents in the United States is becoming increasingly challenging. Any patents we have obtained or may obtain in the future may be found to be invalid or unenforceable in light of recent and future changes in the law. We have registered the “Tenable,” “Nessus,” “Tenable.io” and "Lumin" trademarks and our Tenable logo in the United States and certain other countries. We have registrations and/or pending applications for additional trademarks in the United States; however, we cannot assure you that any future trademark registrations will be issued for pending or future applications or that any registered trademarks will be enforceable or provide adequate protection of our proprietary rights. While we have copyrights in our software we do not typically register such copyrights with the Copyright Office. This failure to register the copyrights in our software may preclude us from obtaining statutory damages for infringement under certain circumstances. We also license software from third parties for integration into our software, including open source software and other software available on commercially reasonable terms. We cannot assure you that such third parties will maintain such software or continue to make it available.

In order to protect our unpatented proprietary technologies and processes, we rely on trade secret laws and confidentiality and invention assignment agreements with our employees, consultants, strategic partners, vendors and others. Despite our efforts to protect our proprietary technology and trade secrets, unauthorized parties may attempt to misappropriate, copy, reverse engineer or otherwise obtain and use them. In addition, others may independently discover our trade secrets, in which case we would not be able to assert trade secret rights, or develop similar technologies and processes. Further, several agreements may give customers limited rights to access portions of our proprietary source code, and the contractual provisions that we enter into may not prevent unauthorized use or disclosure of our proprietary technology or intellectual property and may not provide an adequate remedy in the event of unauthorized use or disclosure of our proprietary technology or intellectual property rights. Moreover, policing unauthorized use of our technologies, trade secrets and intellectual property is difficult, expensive and time-consuming, particularly in foreign countries where the laws may not be as protective of intellectual property rights as those in the United States and where mechanisms for enforcement of intellectual property rights may be weak. To the extent that we expand our activities outside of the United States, our exposure to unauthorized copying and use of our solutions and proprietary information may increase. We may be unable to determine the extent of any unauthorized use or infringement of our solutions, technologies or intellectual property rights.

There can be no assurance that the steps that we take will be adequate to protect our proprietary technology and intellectual property, that others will not develop or patent similar or superior technologies, solutions or services, or that our trademarks, patents, and other intellectual property will not be challenged, invalidated or circumvented by others. Furthermore, effective trademark, patent, copyright, and trade secret protection may not be available in every country in which our software is available or where we have employees or independent contractors. In addition, the legal standards relating to the validity, enforceability, and scope of protection of intellectual property rights in internet and software-related industries are uncertain and still evolving.

In order to protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time-consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our failure to secure, protect and enforce our intellectual property rights could seriously adversely affect our brand and adversely impact our business.

We may be subject to intellectual property rights claims by third parties, which are extremely costly to defend, could require us to pay significant damages and could limit our ability to use certain technologies.

Companies in the software and technology industries, including some of our current and potential competitors, own significant numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In addition, many of these companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. The litigation may involve patent holding companies or other adverse patent owners that have no relevant product revenue and against which our patents may therefore provide little or no deterrence. In the past, we have been subject to allegations of patent infringement that were unsuccessful, and we expect in the future to be subject to claims that we have misappropriated, misused, or infringed other parties' intellectual property rights, and, to the extent we gain greater market visibility or face increasing competition and as we acquire more companies, we face a higher risk of being the subject of intellectual property infringement claims, which is not uncommon with respect to enterprise software companies. We may in the future be subject to claims that employees or contractors, or we, have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of our competitors or other parties. To the extent that intellectual property claims are made against our customers based on their usage of our technology, we have certain obligations to indemnify and defend such customers from those claims. The term of our contractual indemnity provisions often survives termination or expiration of the applicable agreement. Large indemnity payments, defense costs or damage claims from contractual breach could harm our business, results of operations and financial condition.

There may be third-party intellectual property rights, including issued or pending patents that cover significant aspects of our technologies or business methods, including those relating to companies we acquire. Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate, could divert our management's attention and other resources and could result in adverse publicity. These claims could also subject us to making substantial payments for legal fees, settlement payments, and other costs or damages, potentially including treble damages if we are found to have willfully infringed patents or copyrights. These claims could also result in our having to stop making, selling, offering for sale, or using technology found to be in violation of a third party's rights. We might be required to seek a license for the third-party intellectual property rights, which may not be available on reasonable terms or at all. Even if a license is available to us, we may be required to pay significant upfront fees, milestones or royalties, which would increase our operating expenses. Moreover, to the extent we only have a license to any intellectual property used in our solutions, there may be no guarantee of continued access to such intellectual property, including on reasonable terms. As a result, we may be required to develop alternative non-infringing technology, which could require significant effort and expense. If a third party is able to obtain an injunction preventing us from accessing such third-party intellectual property rights, or if we cannot license or develop technology for any infringing aspect of our business, we would be forced to limit or stop sales of our software or cease business activities covered by such intellectual property, and may be unable to compete effectively. Any of these results would adversely affect our business, results of operations, financial condition and cash flows.

Portions of our solutions utilize open source software, and any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.

Our software contains software made available by third parties under so-called "open source" licenses. From time to time, there have been claims against companies that distribute or use open source software in their products and services, asserting that such open source software infringes the claimants' intellectual property rights. We could be subject to suits by parties claiming that what we believe to be licensed open source software infringes their intellectual property rights. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. In addition, certain open source licenses require that source code for software programs that are subject to the license be made available to the public and that any modifications or derivative works to such open source software continue to be licensed under the same terms. Further, certain open source licenses also include a provision that if we enforce any patents against the software programs that are subject to the license, we would lose the license to such software. If we were to fail to comply with the terms of such open source software licenses, such failures could result in costly litigation, lead to negative public relations or require that we quickly find replacement software which may be difficult to accomplish in a timely manner.

Although we monitor our use of open source software in an effort both to comply with the terms of the applicable open source licenses and to avoid subjecting our software to conditions we do not intend, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our product or operate our business. By the terms of certain open source licenses, we could be required to release the source code of our software and to make our proprietary software available under open source licenses, if we combine or distribute our software with open source software in a certain manner. In the event that portions of our software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all, or a portion of, that software or otherwise be limited in the licensing of our software, each of which could reduce or eliminate the value of our product. Many of the risks associated with usage of open source software cannot be eliminated, and could negatively affect our business, results of operations and financial condition.

Risks Related to An Investment in Our Common Stock

Our stock price may be volatile, and the value of our common stock may decline.

The market price of our common stock may fluctuate substantially and depends on a number of factors, including those described in this “Risk Factors” section, many of which are beyond our control and may not be related to our operating performance. Factors that could cause fluctuations in the market price of our common stock include the following:

- actual or anticipated changes or fluctuations in our operating results;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new products or new or terminated significant contracts, commercial relationships or capital commitments;
- industry or financial analyst or investor reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- price and volume fluctuations in the overall stock market from time to time;
- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- failure to comply with the terms of the Credit Agreement;
- sales of shares of our common stock by us or our stockholders, or the perception that these sales might occur, including in connection with anticipated distributions of shares of our common stock by entities affiliated with members of our Board of Directors;
- failure of industry or financial analysts to maintain coverage of us, changes in financial estimates by any analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- actual or anticipated developments in our business or our competitors’ businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property rights or our solutions, or third-party proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new or proposed laws or regulations or new interpretations of existing laws or regulations applicable to our business, including proposed changes to the U.S. corporate income tax rate and capital gains tax rates;
- any major changes in our management or our Board of Directors;

- general economic conditions and slow or negative growth of our markets; and
- other events or factors, including those resulting from pandemics, war, incidents of terrorism or responses to these events.

Recently, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies, including in connection with the COVID-19 pandemic. These fluctuations have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry fluctuations, as well as general economic, political, regulatory and market conditions, may negatively impact the market price of our common stock. In the past, companies that have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future, which could result in substantial costs and divert our management's attention.

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not control these analysts or the content and opinions included in their reports. If our financial performance fails to meet analyst estimates or one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. In addition, the stock prices of many companies in the technology industry have declined significantly after those companies have failed to meet, or significantly exceed, the financial guidance publicly announced by the companies or the expectations of analysts. If our financial results fail to meet, or exceed, our announced guidance or the expectations of analysts or public investors, analysts could downgrade our common stock or publish unfavorable research about us. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

Future sales of substantial amounts of our common stock in the public markets by us or our stockholders, or the perception such sales might occur, could reduce the price that our common stock might otherwise attain.

Sales of a substantial number of shares of our common stock in the public market by us or our stockholders, or the perception that these sales might occur, including in connection with anticipated distributions of shares of our common stock by entities affiliated with members of our Board of Directors, could depress the market price of our common stock, impair our ability to raise capital through the sale of additional equity securities and make it more difficult for you to sell your common stock at a time and price that you deem appropriate. Further, the number of new shares of our common stock issued by us in connection with raising additional capital in connection with a financing, acquisition, investment or otherwise could result in substantial dilution to our existing stockholders.

In addition, we have filed registration statements on Form S-8 under the Securities Act registering the issuance of shares of common stock subject to options and other equity awards issued or reserved for future issuance under our equity incentive plans. Shares registered under these registration statements, and under additional registration statements on Form S-8 that we may file to register additional shares of common stock pursuant to provisions of our equity incentive plans that provide for an automatic increase in the number of shares reserved and available for issuance each year, are available for sale in the public market subject to vesting arrangements and exercise of options and the restrictions of Rule 144 under the Securities Act in the case of our affiliates.

We do not intend to pay dividends for the foreseeable future and, as a result, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our Board of Directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments. In addition, our Credit Agreement contains restrictive covenants that prohibit us, subject to certain exceptions, from paying dividends on our common stock.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove members of our Board of Directors and our current management and could negatively impact the market price of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our Board of Directors or take other corporate actions, including effecting changes in our management. These provisions include:

- a classified Board of Directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our Board of Directors;
- the ability of our Board of Directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- the exclusive right of our Board of Directors to elect a director to fill a vacancy created by the expansion of our Board of Directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board of Directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairperson of our Board of Directors, Chief Executive Officer or president (in the absence of a chief executive officer) or a majority vote of our Board of Directors, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the issuance of preferred stock and management of our business or our amended and restated bylaws, which may inhibit the ability of an acquirer to affect such amendments to facilitate an unsolicited takeover attempt;
- the ability of our Board of Directors, by majority vote, to amend our amended and restated bylaws, which may allow our Board of Directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend our amended and restated bylaws to facilitate an unsolicited takeover attempt; and
- advance notice procedures with which stockholders must comply to nominate candidates to our Board of Directors or to propose matters to be acted upon at a stockholders’ meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer’s own slate of directors or otherwise attempting to obtain control of us.

These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware or the U.S. federal district courts will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:

- any derivative action or proceeding brought on our behalf;
- any action asserting a breach of fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders;
- any action asserting a claim against us arising pursuant to any provisions of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; or
- any action asserting a claim against us that is governed by the internal affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation further provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions.

These exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers or other employees. If a court were to find either exclusive forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur significant additional costs associated with resolving the dispute in other jurisdictions, all of which could seriously harm our business.

General Risks

We are subject to anti-corruption laws, anti-bribery and similar laws with respect to our domestic and international operations, and non-compliance with such laws can subject us to criminal and/or civil liability and materially harm our business and reputation.

We are subject to the anti-bribery laws of the jurisdictions in which we operate. These include the FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the U.K. Bribery Act 2010, and other anti-corruption laws in countries in which we conduct activities. Anti-corruption laws are interpreted broadly and prohibit our company from authorizing, offering, or providing, directly or indirectly, improper payments or benefits in order to gain or maintain business, including payments to recipients in the public or private sector. We use third-party law firms, accountants, and other representatives for regulatory compliance, sales, and other purposes in several countries. We sell directly and indirectly, via third-party representatives, to both private and government sectors in the United States and in other jurisdictions. Our employees and third-party representatives interact with these customers, which may include government officials. We can be held liable for the corrupt or other illegal activities of these third-party representatives, our employees, contractors, and other agents, even if we do not explicitly authorize such activities. Noncompliance with these laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, suspension and/or debarment from contracting with certain persons, the loss of export privileges, reputational harm, adverse media coverage, and other collateral consequences. If any subpoenas or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our reputation, business, results of operations and financial condition could be materially harmed. In addition, responding to any action will likely result in a materially significant diversion of management's attention and resources and significant defense costs and other professional fees. Enforcement actions and sanctions could further harm our business, results of operations, and financial condition. Moreover, as an issuer of securities, we also are subject to the accounting and internal controls provisions of the FCPA. These provisions require us to maintain accurate books and records and a system of internal controls sufficient to detect and prevent corrupt conduct. Failure to abide by these provisions may have an adverse effect on our business, operations or financial condition.

We are subject to governmental export and import controls and economic and trade sanctions that could impair our ability to conduct business in international markets and subject us to liability if we are not in compliance with applicable laws and regulations.

The United States and other countries maintain and administer export and import laws and regulations. Our products are subject to U.S. export control and import laws and regulations, including the U.S. Export Administration Regulations, U.S. Customs regulations, and various economic and trade sanctions administered by the U.S. Treasury Department's Office of Foreign Assets Control. We are required to comply with these laws and regulations. If we fail to comply with such laws and regulations, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers. Obtaining the necessary authorizations, including any required license, for a particular sale may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities. In addition, changes in our solutions, or changes in applicable export or import laws and regulations may create delays in the introduction and sale of our products in international markets or, in some cases, prevent the export or import of our solutions to certain countries, governments or persons altogether. Any change in export or import laws and regulations or economic or trade sanctions, shift in the enforcement or scope of existing laws and regulations, or change in the countries, governments, persons or technologies targeted by such laws and regulations could also result in decreased use of our products, or in our decreased ability to export or sell our products to existing or potential customers. Any decreased use of our products or limitation on our ability to export or sell our products would likely adversely affect our business, financial condition, and results of operations.

Furthermore, we incorporate encryption technology into certain of our solutions. Various countries regulate the import of certain encryption technology, including import permitting and licensing requirements, and have enacted laws that could limit our ability to distribute our solutions or could limit our customers' ability to implement our solutions in those countries. Encrypted products and the underlying technology may also be subject to export control restrictions. Governmental regulation of encryption technology and regulation of imports or exports of encryption solutions, or our failure to obtain required import or export approval for our solutions, could harm our international sales and adversely affect our revenue. Compliance with applicable laws and regulations regarding the export and import of our solutions, including with respect to new solutions or changes in existing solutions, may create delays in the introduction of our solutions in international markets, prevent our customers with international operations from deploying our solutions globally or, in some cases, could prevent the export or import of our solutions to certain countries, governments, entities or persons altogether.

Moreover, U.S. export control laws and economic sanctions programs prohibit the shipment of certain products and services to countries, governments and persons that are subject to U.S. economic embargoes and trade sanctions. Any violations of such economic embargoes and trade sanction regulations could have negative consequences, including government investigations, penalties and reputational harm.

Uncertainties in the interpretation and application of existing, new and proposed tax laws could materially affect our tax obligations and effective tax rate. Our operating results may be negatively affected if we are required to pay additional taxes, including sales and use tax, value added tax, or other transaction taxes, and we could be subject to liability with respect to all or a portion of past or future sales.

The tax regimes to which we are subject or under which we operate, including income and non-income taxes, are unsettled and may be subject to significant change. For example, the 2017 Tax Cuts and Jobs Act, or the Tax Act, as modified in 2020 by the Coronavirus Aid, Relief, and Economic Security Act, or the CARES Act, made broad and complex changes to the U.S. tax code, including changes to U.S. federal tax rates, additional limitations on the deductibility of interest, both positive and negative changes to the utilization of future net operating loss, or NOL, carryforwards, allowing for the expensing of certain capital expenditures, and adopting a modified territorial system. The issuance of additional regulatory or accounting guidance related to the Tax Act, or changes proposed or implemented by the current U.S. presidential administration or otherwise, could materially affect our tax obligations and effective tax rate.

In addition, forecasts of our income tax position and effective tax rate for financial accounting purposes are complex and subject to uncertainty because our income tax position for each year combines the effects of a mix of profits earned and losses incurred by us in various tax jurisdictions with a broad range of income tax rates, as well as changes in the valuation of deferred tax assets and liabilities, the impact of various accounting rules and tax laws (and changes to these rules and tax laws), the results of examinations by various tax authorities, and the impact of any acquisition, business combination or other reorganization or financing transaction. To forecast our global tax rate, we estimate our pre-tax profits and losses and tax expense by jurisdiction. If the mix of profits and losses, our ability to use tax assets and attributes, our assessment of the need for valuation allowances, effective tax rates by jurisdiction or other factors are different than those estimated, our actual tax rate could be materially different than forecasted, which could have a material impact on our business, financial condition and results of operations.

We currently collect and remit sales and use, value added and other transaction taxes in certain of the jurisdictions where we do business based on our assessment of the amount of taxes owed by us in such jurisdictions. However, in some jurisdictions in which we do business, we do not believe that we owe such taxes, and therefore we currently do not collect and remit such taxes in those jurisdictions or record contingent tax liabilities in respect of those jurisdictions. A successful assertion that we are required to pay additional taxes in connection with sales of our solutions, or the imposition of new laws or regulations or the interpretation of existing laws and regulations requiring the payment of additional taxes, would result in increased costs and administrative burdens for us. If we are subject to additional taxes and determine to offset such increased costs by collecting and remitting such taxes from our customers, or otherwise passing those costs through to our customers, companies may be discouraged from using our solutions. Any increased tax burden may decrease our ability or willingness to compete in relatively burdensome tax jurisdictions, result in substantial tax liabilities related to past or future sales or otherwise harm our business and operating results.

Our ability to use net operating losses to offset future taxable income may be subject to certain limitations.

As of December 31, 2020 we had U.S. federal, state and foreign NOLs, of $254.7 million, $188.5 million, and $209.8 million, respectively, available to offset future taxable income, some of which begin to expire in 2030. Federal NOLs incurred in taxable years beginning after December 31, 2017 can be carried forward indefinitely, but the deductibility of federal NOLs in taxable years beginning after December 31, 2020, is subject to certain limitations. A lack of future taxable income would adversely affect our ability to utilize these NOLs before they expire.

In addition, under the provisions of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, substantial changes in our ownership may limit the amount of pre-change NOLs that can be utilized annually in the future to offset taxable income. Section 382 of the Internal Revenue Code imposes limitations on a company’s ability to use its NOLs if one or more stockholders or groups of stockholders that own at least 5% of the company’s stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws. Based upon an analysis as of December 31, 2020, we determined that we do not expect these limitations to materially impair our ability to use our NOLs prior to expiration. However, if changes in our ownership occurred after such date, or occur in the future, our ability to use our NOLs may be further limited. Subsequent statutory or regulatory changes in respect of the utilization of NOLs for federal or state purposes, such as suspensions on the use of NOLs or limitations on the deductibility of NOLs carried forward, or other unforeseen reasons, may result in our existing NOLs expiring or otherwise being unavailable to offset future income tax liabilities. For these reasons, we may not be able to utilize a material portion of the NOLs, even if we achieve profitability.

We are obligated to maintain proper and effective internal controls over financial reporting, and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in our company and, as a result, the value of our common stock.

We are required, pursuant to Section 404 of the Sarbanes-Oxley Act, or Section 404, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting on an annual basis. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. We are also required to disclose significant changes made in our internal control procedures on a quarterly basis.

During the evaluation and testing process of our internal controls, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines we have a material weakness or significant deficiency in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the Nasdaq, the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

Use of Proceeds

On July 30, 2018, we completed our IPO, in which we issued and sold 12,535,000 shares of common stock at a price to the public of $23.00 per share, including 1,635,000 shares of common stock purchased by our underwriters pursuant to the full exercise of their over-allotment option to purchase additional shares. The offer and sale of all of the shares in the IPO were registered under the Securities Act pursuant to a registration statement on Form S-1 (File No. 333-226002), which was declared effective by the SEC on July 25, 2018.

Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC, Allen & Company LLC and Deutsche Bank Securities Inc. acted as active book-running managers for the offering. Stifel, Nicolaus & Company, Incorporated acted as passive book-running manager for the offering, and William Blair & Company, L.L.C. and BTIG, LLC acted as co-managers for the offering. The offering commenced on July 25, 2018 and did not terminate before all securities registered on the registration statement were sold.

We received net proceeds of $264.6 million after deducting underwriting discounts and commissions and offering expenses. No offering expenses incurred by us were paid directly or indirectly to any of our directors, officers or persons owning ten percent or more of our capital stock (or their associates or affiliates).

There has been no material change in the planned use of the IPO proceeds as described in our final prospectus for our IPO dated as of July 25, 2018 and filed with the SEC pursuant to Rule 424(b)(4) under the Securities Act on July 26, 2018.

Items 3, 4 and 5 are not applicable and have been omitted.

Item 6. Exhibits

The following is a list of Exhibits filed as part of this Quarterly Report on Form 10-Q:

Exhibit Number	Description	Location
3.1	Amended and Restated Certificate of Incorporation of Tenable Holdings, Inc.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-38600) on July 30, 2018
3.2	Amended and Restated Bylaws of Tenable Holdings, Inc.	Previously filed as Exhibit 3.4 to the Company's Registration Statement on Form S-1 (File No. 333-226002) on June 29, 2018
4.1	Common Stock Certificate of Tenable Holdings, Inc.	Previously filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-226002) on July 1 2018
10.1	Credit Agreement, dated as of July 7, 2021, by and among Tenable, Inc., the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent.	Previously filed as Exhibit 10.2 to the Company's Form 10-Q (File No. 001-38600) on August 2, 2021
10.2	Share Purchase Agreement, dated as of September 13, 2021, by and among Tenable, Inc., Accurics, Inc., the shareholders of Accurics identified in the Purchase Agreement or joined to the Purchase Agreement pursuant to a joinder agreement, and Shareholder Representative Services LLC, as the representative of Accurics' shareholders thereunder.	Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-38600) on September 13, 2021
31.1	Certification of the Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1*	Certification of the Principal Executive Officer and the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	
104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibits 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE)	

(*) This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

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:	November 3, 2021	By:	/s/ Amit Yoran
			Amit Yoran
			Chairman and Chief Executive Officer
			(On Behalf of the Registrant and as Principal Executive Officer)
Date:	November 3, 2021	By:	/s/ Stephen A. Vintz
			Stephen A. Vintz
			Chief Financial Officer
			(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Amit Yoran, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tenable Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2021

By: /s/ Amit Yoran
Amit Yoran
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen A. Vintz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Tenable Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 3, 2021

By: /s/ Stephen A. Vintz
Stephen A. Vintz
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Tenable Holdings, Inc. for the fiscal quarter ended September 30, 2021 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Tenable Holdings, Inc.

Date:	November 3, 2021	By:	/s/ Amit Yoran
			Amit Yoran
			Chairman and Chief Executive Officer
			(Principal Executive Officer)
Date:	November 3, 2021	By:	/s/ Stephen A. Vintz
			Stephen A. Vintz
			Chief Financial Officer
			(Principal Financial Officer and Principal Accounting Officer)