

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Tenable Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

Proposed maximum aggregate value of transaction:

Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Form, Schedule or Registration Statement No.:

Filing Party:

Date Filed:



P.O. BOX 8016, CARY, NC 27512-9903

**Tenable Holdings, Inc.
Important Notice Regarding the Availability
of Proxy Materials**

**Stockholders Meeting to be held on
May 24, 2023**

For stockholders of record as of March 30, 2023

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: www.proxydocs.com/TENB

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



**For a convenient way to view the Notice and Proxy Statement
and Annual Report on Form 10-K and VOTE go to
www.proxydocs.com/TENB**

**Have the 12 digit control number located in the shaded box above available
when you access the website and follow the instructions.**

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 12, 2023.

To order materials for this and/or future stockholder meetings, use one of the following methods.


INTERNET
www.investorelections.com/TENB


TELEPHONE
(866) 648-8133


*** E-MAIL**
paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Tenable Holdings, Inc.

Meeting Type: Annual Meeting of Stockholders
Date: Wednesday, May 24, 2023
Time: 1:00 PM, Eastern Time
Place: Annual Meeting to be held live via the internet - please visit www.proxydocs.com/TENB for more details.

You must pre-register to attend and participate at the meeting at www.proxydocs.com/TENB.

SEE REVERSE FOR FULL AGENDA

Tenable Holdings, Inc.

Annual Meeting of Stockholders

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR PROPOSALS 1, 2 AND 3**

PROPOSAL

1. Election of Directors
 - 1.01 John C. Huffard, Jr.
 - 1.02 A. Brooke Seawell
 - 1.03 Raymond Vicks, Jr.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2023.
3. To approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement.
4. To conduct any other business properly brought before the Annual Meeting, including any adjournments or postponements of the meeting.