

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Andreessen Horowitz Fund I, L.P.</u>	2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [OKTA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
(Last) (First) (Middle) <u>2865 SAND HILL ROAD, SUITE 101</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2017</u>	
(Street) <u>MENLO PARK CA 94025</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person <input type="checkbox"/>
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	04/12/2017		C		12,685,586	A	\$0.00	12,685,586 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	I	By Andreessen Horowitz Fund I, L.P. ⁽⁸⁾
Common Stock ⁽¹⁾	04/12/2017		C		3,307,700	A	\$0.00	3,307,700 ⁽⁶⁾⁽⁷⁾	I	By AH Parallel Fund IV, L.P. ⁽⁹⁾⁽¹⁰⁾
Common Stock ⁽¹⁾	04/12/2017		J ⁽¹⁾		12,685,586	D	⁽¹¹⁾	0	I	By Andreessen Horowitz Fund I, L.P. ⁽⁸⁾
Common Stock ⁽¹⁾	04/12/2017		J ⁽¹⁾		3,307,700	D	⁽¹¹⁾	0	I	By AH Parallel Fund IV, L.P. ⁽⁹⁾⁽¹⁰⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	⁽²⁾	04/12/2017		C			6,385,882	⁽²⁾	⁽²⁾	Common Stock	6,385,882	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽⁸⁾
Series B Preferred Stock	⁽³⁾	04/12/2017		C			3,308,719	⁽³⁾	⁽³⁾	Common Stock	3,308,719	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽⁸⁾
Series C Preferred Stock	⁽⁴⁾	04/12/2017		C			1,551,393	⁽⁴⁾	⁽⁴⁾	Common Stock	1,551,393	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽⁸⁾
Series D Preferred Stock	⁽⁵⁾	04/12/2017		C			1,439,592	⁽⁵⁾	⁽⁵⁾	Common Stock	1,439,592	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽⁸⁾
Series E Preferred Stock	⁽⁶⁾	04/12/2017		C			1,444,953	⁽⁶⁾	⁽⁶⁾	Common Stock	1,444,953	\$0.00	0	I	By AH Parallel Fund IV, L.P. ⁽⁹⁾⁽¹⁰⁾
Series F Preferred Stock	⁽⁷⁾	04/12/2017		C			1,862,747	⁽⁷⁾	⁽⁷⁾	Common Stock	1,862,747	\$0.00	0	I	By AH Parallel Fund IV, L.P. ⁽⁹⁾⁽¹⁰⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(11)	04/12/2017		J ⁽¹⁾		12,685,586		(11)	(11)	Class A Common Stock	12,685,586	\$0.00	12,685,586	I	By Andreessen Horowitz Fund I, L.P. (8)
Class B Common Stock	(11)	04/12/2017		J ⁽¹⁾		3,307,700		(11)	(11)	Class A Common Stock	3,307,700	\$0.00	3,307,700	I	By AH Parallel Fund IV, L.P. (9)(10)

1. Name and Address of Reporting Person*

Andreessen Horowitz Fund I, L.P.

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

AH Equity Partners I, L.L.C.

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

AH Parallel Fund IV, L.P.

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

AH Equity Partners IV (Parallel), L.L.C.

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Andreessen Marc L

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK

CA

94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

Andreessen Horowitz Fund I-A, L.P.

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Andreessen Horowitz Fund I-B, L.P.](#)

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[AH Parallel Fund IV-A, L.P.](#)

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[AH Parallel Fund IV-B, L.P.](#)

(Last)

(First)

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2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[AH Parallel Fund IV-Q, L.P.](#)

(Last)

(First)

(Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARKCA94025

(City)

(State)

(Zip)

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

2. The Series A Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

3. The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

4. The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

5. The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

6. The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

7. The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

8. The reported securities are held by Andreessen Horowitz Fund I, L.P., for itself and as nominee for Andreessen Horowitz Fund I-A, L.P. and Andreessen Horowitz Fund I-B, L.P. (collectively, the "AH Fund I Entities"). AH Equity Partners I, L.L.C. ("AH EP I") is the general partner of the AH Fund I Entities and has sole voting and dispositive power with regard to the securities held by the AH I Fund Entities. The managing members of AH EP I are Marc Andreessen and the Ben Horowitz. Marc Andreessen and the Ben Horowitz share voting and dispositive power with respect to the shares held by the AH Fund I Entities. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

9. The reported securities are held by AH Parallel Fund IV, L.P., for itself and as nominee for AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., and AH Parallel Fund IV-Q, L.P. (collectively, the "AH Parallel Fund IV Entities"). AH Equity Partners IV (Parallel), L.L.C. ("AH EP IV Parallel") is the general partner of the AH Parallel Fund IV Entities and has sole voting and dispositive power with regard to the securities held by the AH Parallel Fund IV Entities. The managing members of AH EP IV Parallel are Marc Andreessen and the Ben Horowitz. Marc Andreessen and the Ben Horowitz share voting and dispositive power with respect to the shares held by the AH Parallel Fund IV Entities.

10. (Continued from Footnote 9) Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

11. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

[Andreessen Horowitz Fund I, L.P., Andreessen Horowitz Fund I-A, L.P., Andreessen Horowitz Fund I-B, L.P., By: AH Equity Partners I, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 04/12/2017

AH Equity Partners I, L.L.C., By: 04/12/2017
/s/ Scott Kupor, Scott Kupor,
Chief Operating Officer
AH Parallel Fund IV, L.P., AH
Parallel Fund IV-A, L.P., AH
Parallel Fund IV-B, L.P., AH
Parallel Fund IV-Q, L.P., By: AH 04/12/2017
Equity Partners IV (Parallel),
L.L.C., Its: General Partner, By:
/s/ Scott Kupor, Scott Kupor,
Chief Operating Officer
AH Equity Partners IV (Parallel),
L.L.C., By: /s/ Scott Kupor, Scott 04/12/2017
Kupor, Chief Operating Officer
Marc Andreessen, /s/ Scott Kupor,
Scott Kupor, attorney-in-fact of 04/12/2017
Marc Andreessen

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.