FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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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

1. Name and Address of Reporting Person* <u>Dixon Robert L JR</u>				Okt	2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 06/21/2023								Officer below)	(give title		Other (specification)	pecify	
C/O OKTA, INC. 100 FIRST ST, SUITE 600					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) SAN FRANCISCO CA 94105														X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)					Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)				Benefici Owned	es For ally (D) Following (I) (I		m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership					
						Code	v	Amount	nt (A) or (D)		Reporte Transac (Instr. 3	tion(s)			Instr. 4)				
Class A Common Stock 06/21/2				1/2023	023 M 2,378 A		\$0.0	5,	5,819		D								
		7	able II -									or Ben ble secu		Owned					
Derivative Conversion Date Execusive Or Exercise (Month/Day/Year) if any		3A. Deeme Execution if any (Month/Da	Date,		ransaction Sode (Instr.) A		Derivative I		6. Date Exercisable ar Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		Or For Direction (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	٧	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	11(3)			
Restricted Stock Units	(1)	06/21/2023			M			2,378	(2)		(2)	Class A Common Stock	2,378	\$0.00	0		D		
Restricted Stock Units	(1)	06/22/2023			A		2,818		(3)		(3)	Class A Common Stock	2,818	\$0.00	2,818		D		

Explanation of Responses:

- 1. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 2. The RSUs vested in full on June 21, 2023.
- 3. The RSUs vest in full on the earlier of June 22, 2024 or the date immediately prior to the Issuer's next regular annual shareholders meeting, subject to the Reporting Person's continued service to the Issuer through such vesting date.

Remarks:

/s/ Larissa Schwartz, attorneyin-fact of the Reporting Person

06/23/2023

** Signature of Reporting Person

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.