

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> (Last) (First) (Middle) 2865 SAND HILL ROAD, SUITE 101 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Class A Common Stock	12/08/2017		C		6,342,793	A	\$0.00	6,342,793	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		6,342,793	D	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		1,696,259	A	\$0.00	1,696,259	I	By AH Equity Partners I, L.L.C. ⁽¹⁾
Class A Common Stock	12/08/2017		C		1,653,850	A	\$0.00	1,653,850	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		1,653,850	D	\$0.00	0	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		16,143	A	\$0.00	16,143	I	By AH Equity Partners IV (Parallel), L.L.C. ⁽³⁾⁽⁴⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		1,696,259	D	\$0.00	0	I	By AH Equity Partners I, L.L.C. ⁽¹⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		16,143	D	\$0.00	0	I	By AH Equity Partners IV (Parallel), ⁽³⁾⁽⁴⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		31,909	A	\$0.00	31,909	I	By AH Capital Management, L.L.C. ⁽⁵⁾
Class A Common Stock	12/08/2017		J ⁽²⁾		970,778	A	\$0.00	972,056	I	See footnote ⁽⁶⁾
Class A Common Stock								1,279	I	See footnote ⁽⁷⁾

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

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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. 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)
Class B Common Stock	(8)	12/08/2017		C	(A) 6,342,793	Date Exercisable (8) Expiration Date (8)	Class A Common Stock	\$0.00 ⁽⁸⁾	6,342,793	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class B Common Stock	(8)	12/08/2017		C	1,653,850	(8) (8)	Class A Common Stock	\$0.00 ⁽⁸⁾	1,653,850	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾

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*
Andreessen Horowitz Fund I-A, L.P.

(Last) (First) (Middle)
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(Street)
 MENLO PARK CA 94025

(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)
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(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)
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(Street)
 MENLO PARK CA 94025

(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 PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

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

(Last) (First) (Middle)

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(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

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

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AH Equity Partners IV \(Parallel\), L.L.C.](#)

(Last) (First) (Middle)

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(Street)

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(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)

Explanation of Responses:

1. 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 investment power with regard to the securities held by the AH I Fund Entities. The managing members of AH EP I are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and investment power with respect to the shares held by the AH Fund I Entities. Each of the Reporting Persons disclaims the existence of a "group" and 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.

2. Represents pro rata, in-kind distributions, and not a purchase or sale, of securities without consideration, by such distributing entity to its partners, members and/or assigns.

3. 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 investment power with regard to the securities held by the AH Parallel Fund IV Entities.

4. (Continued from Footnote 3) The managing members of AH EP IV Parallel are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and investment power with respect to the shares held by the AH Parallel Fund IV Entities. Each of the Reporting Persons disclaims the existence of a "group" and 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.

5. The reported securities are held by AH Capital Management, L.L.C. The managing members of AH Capital Management, L.L.C. are Marc Andreessen and Ben Horowitz, who share voting and investment power with respect to the shares held by AH Capital Management, L.L.C. Each of the Reporting Persons disclaims the existence of a "group" and 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.

6. The reported securities are held by the LAMA Community Trust of which Marc Andreessen and his spouse are trustees. Each of the Reporting Persons disclaims the existence of a "group" and, other than Marc Andreessen, disclaims beneficial ownership of these securities, 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.

7. The reported securities are held by JP Morgan Trust Company, NA and Marc Andreessen as trustees of the Andreessen 1996 Living Trust. Each of the Reporting Persons disclaims the existence of a "group" and, other than Marc Andreessen, disclaims beneficial ownership of these securities, 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.

8. 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:

This report is one of two reports (the other report is being filed by Ben Horowitz on the same filing date), each on a separate Form 4, but relating to the same transactions being reported by entities affiliated with AH Capital Management and their associated managing members.

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 12/12/2017

AH Equity Partners I, L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer 12/12/2017

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 Equity Partners IV (Parallel), L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer 12/12/2017

AH Equity Partners IV (Parallel), L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer 12/12/2017

Marc Andreessen, By: /s/ Scott Kupor, Scott Kupor, attorney-in-fact of Marc Andreessen 12/12/2017

** 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.