SEC Form 4

FORM 4

\$82.16

Employee Stock Option

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

								Wash	nington, D.	C. 20	0549					(ОМВ	APPRO	VAL	
		onger subject to	ENT	NT OF CHANGES IN BENEFICIAL OWNERSHIP											OMB Number: 3235-0287 Estimated average burden					
U obligat	n 16. Form 4 or tions may contil ction 1(b).	iled pu												0.5						
					_			.,	ie Investm			ct of 1940								
	nd Address of non Todd	Reporting Person*						ne and Ti	icker or Tra	ading	Symbol				tionship o all applic		g Pers	on(s) to Iss	uer	
									-					Х	Director			10% Ov		
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) X Officer (gi 06/15/2023												Other (s below)	specity	
C/O OK	TA, INC.					Chief Executive Officer														
100 FIR	ST ST, SUI	ГЕ 600			4.	lf Am	endm	ent, Date	e of Origina	l File	ed (Month/I	Day/Year)		. Indiv ine)	ridual or Jo	oint/Group	Filing	(Check Ap	olicable	
(Street)					_	X										Form filed by One Reporting Person				
SAN	C C	A	94105			Form filed by More than One Reporting Person														
FRANC	1500					Rule 10b5-1(c) Transaction Indication														
(City)	(S	tate)	(Zip)			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy														
												1(c). See Ins		ntract,	Instruction	or written p	ian tha	at is intended	to satisfy	
		Та	ble I - N	lon-Der	ivativ	e Se	ecur	ities A	cquired	l, Di	sposed	of, or B	eneficia	ally C	Owned					
1. Title of	Security (Ins	tr. 3)		2. Transa Date	ction		Deer					ies Acquire		5. Amount of Securities				7. Nature of Indirect		
				(Month/Da	ay/Year)	Execution Date, if any (Month/Day/Year)			Code (Instr. 8)		Disposed Of (D) (Ins		II. 3, 4 and 5)		Beneficially Owned Following		Form: Direct (D) or Indirect (I) (Instr. 4)		Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Class A (Common Sto	ack		06/15/	2023	┢			м	_	2,642		\$0.0	0	l.		<u> </u>	D		
	Common Sto			06/16/		_			S ⁽¹⁾		926	D	\$75.59		(2) 29,037		<u> </u>	D		
											_	\$0.0				<u> </u>	D			
	Common Sto				06/15/2023				M		1,684	_	-		29,795		<u> </u>			
Class A Common Stock 06/16/20									S ⁽¹⁾	_	696	D \$75			²⁾ 29,099 39,604		<u> </u>	D		
	Common Sto			06/15/				M		10,505		\$0.0					D			
Class A Common Stock 06/16/20				2023			S ⁽¹⁾		5,275 I		\$75.59	96(2)			D					
, [
			Table I						quired,			of, or Be		y Oı	wned		<u> </u>			
1. Title of	2.	3. Transaction	3A. Deer	(e.g.,	puts, 4.	cal	IS, V 5. N	varrant	quired, s, optio	ercis	CONVER	Tible sec	d Amount of	y O\ of 8	. Price of	9. Numbe		10.	11. Nature	
Derivative Security	Conversion or Exercise	I	3A. Deer Executio if any	(e.g., med on Date,	4. Transac	cal	S, N 5. N of Deri	varrant umber vative	quired, s, optio	ercis	CONVER	7. Title and Securities Derivative	d Amount of Underlying Security	y Ov	. Price of Derivative Security	9. Numbe derivative Securities	5	Ownership Form:	of Indirect Beneficial	
Derivative	Conversion	3. Transaction Date	3A. Deer Executio if any	(e.g., med on Date,	puts, 4. Transac	cal	5. No of Deri Seco Acq (A) d	varrant umber vative urities uired or	quired, s, optio 6. Date Ex Expiration	ercis	CONVER	7. Title and Securities	d Amount of Underlying Security	y Ov	. Price of Derivative	9. Numbe derivative Securities Beneficial Owned Following	e S Ily	Ownership	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deer Executio if any	(e.g., med on Date,	4. Transac	cal	5. No of Deri Seci Acq (A) C Disp of (E	varrant umber vative urities uired or oosed o)	quired, s, optio 6. Date Ex Expiration	ercis	CONVER	7. Title and Securities Derivative	d Amount of Underlying Security	y Ov	. Price of Derivative Security	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio	e S Ily I	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)	
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Derivative Security (Instr. 3) Restricted Stock Units Restricted Stock Units	Conversion or Exercise Price of Derivative Security (3) (3)	3. Transaction Date (Month/Day/Year) 06/15/2023 06/15/2023	3A. Deer Executio if any	(e.g., ned on Date, Day/Year)	Puts, 4. Transac Code (II 8) Code M	cal	5. No of Deri Sect Acq (A) o Disp of (E (Inst and	varrant umber vative uirities uirities uirities uiried or oosed)) r. 3, 4 5) (D) 2,642 1,684	quired, is, optio 6. Date Ex Expiration (Month/Da Date Exercisab	ercis Date by/Yea	CONVER able and arr) Expiration (4) (5)	tible sec 7. Title an Securities Derivative (Instr. 3 ar Title Class A Common Stock Class A Common Stock	Amount of Underlying Security ad 4) Amount of Number of Shares 2,642 1,684	y Ov	\$0.00	9. Numbe derivative Securities Beneficial Owned Following Reported Transacti (Instr. 4) 7,928	2 5 5 1 1 0 0 0 (s) 3 4	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security (3) (3)	3. Transaction Date (Month/Day/Year) 06/15/2023 06/15/2023	3A. Deer Executio if any	(e.g., ned on Date, Day/Year)	Puts, 4. Transac Code (II 8) Code M	cal	5. No of Deri Sect Acq (A) o Disp of (E (Inst and	varrant umber vative uirities uirities uirities uiried or oosed)) r. 3, 4 5) (D) 2,642 1,684	quired, is, optio 6. Date Ex Expiration (Month/Da Date Exercisab	ercis Date by/Yea	CONVER able and arr) Expiration (4) (5)	tible sec 7. Title an Securities Derivative (Instr. 3 ar Title Class A Common Stock Class A Common Stock	Amount of Underlying Security ad 4) Amount of Number of Shares 2,642 1,684	y Ov	\$0.00	9. Numbe derivative Securities Beneficial Owned Following Reported Transacti (Instr. 4) 7,928	2 5 5 1 1 5 0 0 (s) 3 4 4	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
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Derivative Security (Instr. 3)Restricted Stock UnitsRestricted Stock UnitsClass B Common StockClass B Common Stock	Conversion or Exercise Price of Derivative Security (3) (3) (3) (7) (7) (7) (7) \$7.17	3. Transaction Date (Month/Day/Year) 06/15/2023 06/15/2023	3A. Deer Executio if any	(e.g., ned on Date, Day/Year)	Puts, 4. Transac Code (II 8) Code M	cal	5. No of Deri Sect Acq (A) o Disp of (E (Inst and	varrant umber vative uirities uirities uirities uiried or oosed)) r. 3, 4 5) (D) 2,642 1,684	quired, is, option 6. Date Exercisab Date Exercisab (4) (5) (6) (7) (7) (8)	ercis I Date I D	CONVEr able and able and ar) Expiration (4) (5) (7) (7) 8/27/2025	tible sec 7. Title an Securities Derivative (Instr. 3 ar Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock	Amount of Underlying Security and 4) Amount of Underlying Security and 4) Amount of Number of Shares 2,642 1,684 10,505 5,530,65 128,24 181,05	y Ov	\$0.00	9. Numbe derivative Securities Securities Following Reported Transactie (Instr. 4) 7,928 11,79- 115,55 5,530,6 128,24 181,05	 a b a j j<	Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D D D D I I I D	bild Indirect Beneficial Ownership (Instr. 4)	

(8)

32,251

Class A Common Stock

03/24/2029

32,251

D

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)	or Exercise (Month/Day/Year) if any		Execution Date,	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				
(Right to Buy)															
Employee Stock Option (Right to Buy)	\$142.47							(9)	04/14/2030	Class A Common Stock	48,372		48,372	D	
Employee Stock Option (Right to Buy)	\$274.96							(10)	04/21/2031	Class A Common Stock	63,667		63,667	D	
Employee Stock Option (Right to Buy)	\$274.96							(10)	04/21/2031	Class A Common Stock	127,334		127,334	D	

Explanation of Responses:

1. Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

2. The price reported in Column 4 is a weighted average price calculated by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from \$74.75 to \$76.97, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote with regard to the block trade.

3. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.

4. 25% of the shares underlying the RSU vested on March 15, 2021, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

5. 25% of the shares underlying the RSU vested on March 15, 2022, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

6.8.33% of the shares underlying the RSU vested on June 15, 2023, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

7. 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.

8. The shares subject to the option are fully vested and exercisable by the Reporting Person.

9. 25% of the shares subject to the option vested on February 1, 2021, and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

10. 25% of the shares subject to the option vested on February 1, 2022, and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

Remarks:

/s/ Larissa Schwartz, attorneyin-fact of the Reporting Person 06/20/2023

** 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.