

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* HOROWITZ BENJAMIN A (Last) (First) (Middle) C/O OKTA, INC. 301 BRANNAN STREET (Street) SAN FRANCISCO CA 94107 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018	

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	03/09/2018		C		3,171,398	A	\$0.00	3,171,398	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		3,171,398	D	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class A Common Stock	03/09/2018		C		826,923	A	\$0.00	826,923	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		826,923	D	\$0.00	0	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		921,168	A	\$0.00	921,168	I	By AH Equity Partners I, L.L.C. ⁽¹⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		921,168	D	\$0.00	0	I	By AH Equity Partners I, L.L.C. ⁽¹⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		8,076	A	\$0.00	8,076	I	By AH Equity Partners IV (Parallel), L.L.C. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		8,076	D	\$0.00	0	I	By AH Equity Partners IV (Parallel), L.L.C. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		15,967	A	\$0.00	47,876	I	By AH Capital Management, L.L.C. ⁽⁵⁾

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	03/09/2018		j ⁽²⁾		445,503	A	\$0.00	1,274,033	I	See footnote ⁽⁶⁾

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
Class B Common Stock	(7)	03/09/2018		C			3,171,398	(7)	(7)	Class A Common Stock	3,171,398	\$0.00 ⁽⁷⁾	3,171,395	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class B Common Stock	(7)	03/09/2018		C			826,923	(7)	(7)	Class A Common Stock	826,923	\$0.00 ⁽⁷⁾	826,927	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾

Explanation of Responses:

- 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. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of these securities except to the extent of his 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.
- 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.
- 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.
- (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. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of these securities except to the extent of his 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.
- The reported securities are held by AH Capital Management, L.L.C. The 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. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of these securities except to the extent of his 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.
- The reported securities are held directly by a family trust for which the Reporting Person is a trustee.
- 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, 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. This filing is amended solely to uncheck the "exit box" as the Reporting Person is a Director of the Issuer.

/s/ Larissa Schwartz, as
Attorney-in-Fact

06/12/2018

** 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.

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