

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**OMB APPROVAL**

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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>Andreessen Horowitz Fund I, L.P.</u> <hr/> (Last) (First) (Middle) <u>2865 SAND HILL ROAD, SUITE 101</u> <hr/> (Street) <u>MENLO PARK CA 94025</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/06/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [OKTA]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock ⁽²⁾	6,385,882	(1)	I	By Andreessen Horowitz Fund I, L.P. ⁽³⁾
Series B Preferred Stock	(6)	(6)	Common Stock ⁽²⁾	3,308,719	(6)	I	By Andreessen Horowitz Fund I, L.P. ⁽³⁾
Series C Preferred Stock	(7)	(7)	Common Stock ⁽²⁾	1,551,393	(7)	I	By Andreessen Horowitz Fund I, L.P. ⁽³⁾
Series D Preferred Stock	(8)	(8)	Common Stock ⁽²⁾	1,439,592	(8)	I	By Andreessen Horowitz Fund I, L.P. ⁽³⁾
Series E Preferred Stock	(9)	(9)	Common Stock ⁽²⁾	1,444,953	(9)	I	By AH Parallel Fund IV, L.P. ⁽⁴⁾⁽⁵⁾
Series F Preferred Stock	(10)	(10)	Common Stock ⁽²⁾	1,862,747	(10)	I	By AH Parallel Fund IV, L.P. ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person* <u>Andreessen Horowitz Fund I, L.P.</u> <hr/> (Last) (First) (Middle) <u>2865 SAND HILL ROAD, SUITE 101</u> <hr/> (Street) <u>MENLO PARK CA 94025</u> <hr/> (City) (State) (Zip)		
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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 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)		
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)
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-Q, L.P.		
(Last)	(First)	(Middle)
2865 SAND HILL ROAD, SUITE 101		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

1. The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock of the Issuer.
2. 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 will be reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
3. 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 Fund I Entities. The managing members of AH EP I are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and dispositive power with respect to the shares held by the AH Fund I Entities. Such persons and entities disclaim beneficial ownership of the securities held by the AH Fund I Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in the AH Fund I Entities.
4. 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 Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and dispositive power with respect to the shares held by the AH Parallel Fund IV Entities.
5. (Continued from Footnote 4) Such persons and entities disclaim beneficial ownership of the securities held by the AH Parallel Fund IV Entities and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in the AH Parallel Fund IV Entities.
6. The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock of the Issuer.
7. The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock of the Issuer.
8. The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer.

9. The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock of the Issuer.

10. The Series F Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series F Preferred Stock will be converted into shares of Common Stock of the Issuer.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney

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 04/05/2017

By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer 04/05/2017

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 04/05/2017

AH Equity Partners IV (Parallel), L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer 04/05/2017

Marc Andreessen, /s/ Scott Kupor, Scott Kupor, attorney-in-fact of Marc Andreessen 04/05/2017

** 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 5 (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.

POWER OF ATTORNEY

The undersigned individual (the "Reporting Person") hereby authorizes and designates AH Equity Partners I, L.L.C. and AH Equity Partners IV, L.L.C. or such other person or entity as is designated in writing by Marc Andreessen (the "Designated Filer") as the beneficial owner to prepare and file on behalf of the Reporting Person individually, or jointly together with other reporting persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13-F, Form 3, Form 4 and Form 5) that the Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by the Reporting Person (collectively, the "Companies").

The Reporting Person hereby further authorizes and designates Scott Kuper (the "Authorized Signatory") to execute and file on behalf of the Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to the Reporting Person shall continue until the Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. The Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

April 5, 2017

By: /s/ Marc Andreessen

Marc Andreessen