

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

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Khosla Ventures IV, L.P.</u> <hr/> (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u> <hr/> (Street) <u>MENLO PARK</u> <u>CA</u> <u>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) 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 B Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	4,199,074	(4)	I	See footnote ⁽²⁾
Series B Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	268,455	(4)	I	See footnote ⁽³⁾
Series C Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	771,039	(5)	I	See footnote ⁽²⁾
Series C Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	49,294	(5)	I	See footnote ⁽³⁾
Series D Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	636,220	(6)	I	See footnote ⁽²⁾
Series D Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	40,675	(6)	I	See footnote ⁽³⁾
Series E Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	552,313	(7)	I	See footnote ⁽²⁾
Series E Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	35,310	(7)	I	See footnote ⁽³⁾
Series F Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	39,113	(8)	I	See footnote ⁽²⁾
Series F Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	2,501	(8)	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Khosla Ventures IV, L.P.</u> <hr/> (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u> <hr/> (Street) <u>MENLO PARK</u> <u>CA</u> <u>94025</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
Khosla Ventures IV (CF), L.P.		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Khosla Ventures Associates IV, LLC		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
VK Services, LLC		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
KHOSLA VINOD		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

1. 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.
2. Consists of securities held of record by Khosla Ventures IV, L.P. ("KV IV"), of which Khosla Ventures Associates IV, LLC ("KVA IV") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV, and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
3. Consists of securities held of record by Khosla Ventures IV (CF), L.P. ("KV IV (CF)"), of which KVA IV is the general partner. Vinod Khosla is the managing member of VK Services, which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV (CF), and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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:

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla 04/06/2017
Ventures Associates IV, LLC,
in its capacity as general
partner of Khosla Ventures IV,
L.P.

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla 04/06/2017
Ventures Associates IV, LLC,
in its capacity as general
partner of Khosla Ventures IV
(CF), L.P.

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity 04/06/2017
as Manager of Khosla
Ventures Associates IV, LLC

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as 04/06/2017
Managing Member of VK
Services, LLC

/s/ John J. Demeter, as attorney 04/06/2017
in fact for Vinod Khosla

** 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.

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