SEC	Form	4
-----	------	---

FORM	4
------	---

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*

## 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

2. Issuer Name and Ticker or Trading Symbol

1. Name and Address of Reporting Person"   Runyan Jonathan T   (Last) (First)   (Middle)   C/O OKTA, INC.   301 BRANNAN STREET				-[	2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [ OKTA ] 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2017								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)								
													General Counsel and Secretary								
reet) AN CA 94107 RANCISCO				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
(S	tate)	(Zip)																			
	Та	ble I - N	lon-De	rivativ	ve S	ecuriti	ies Ac	cquire	ed, D	isposed o	of, or Be	neficially	/ Owned								
1. Title of Security (Instr. 3)		Date		/Year) if an		xecution Date, any						Securitie Beneficia Owned F	5. Amount of Securities Beneficially Owned Following Reported		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
								Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)								
Common Sto	ock							<b>C</b> <sup>(1)</sup>		3,124	Α	\$0.00		124		D					
Common Ste	ock									3,124	D			0		D					
		Table I											Owned								
Derivative Conversion D	n Date Executio e (Month/Day/Year) if any		n Date, Transa Code				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour of Securities Underlying		Derivative Security	derivative Securities Beneficially Owned Following Reported	e S Ily I	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficia Ownershi t (Instr. 4)						
									Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
\$7.17	12/01/2017			М			1,041	(4	•)	08/27/2025	Class B Common Stock	1,041	\$0.00	20,83	4	D					
(1)	12/01/2017			м		1,041		(1	.)	(1)	Class A Common Stock	1,041	\$0.00	1,041	L	D					
\$8.62	12/01/2017			М			2,083	(5	))	02/24/2026	Class B Common Stock	2,083	\$0.00	65,76	7	D					
(1)	12/01/2017			м		2,083		(1	.)	(1)	Class A Common Stock	3,124	\$0.00	3,124		D					
(1)	12/01/2017			<b>C</b> <sup>(1)</sup>			3,124	(1	.)	(1)	Class A Common Stock	3,124	\$0.00	0		D					
\$3.11								(6	))	01/21/2025	Class B Common Stock	163,439		163,43	39	D					
\$8.97								(7	)	07/29/2026	Class B Common Stock	200,000		200,00	00	D					
	Common Stu Common Stu Common Stu Common Stu Common Stu Common Stu Common Stu Security (Inst \$7.17 (1) \$8.62 (1) (1) (1) (1) (1) (1)	EA, INC. INNAN STREET SCO CA (State) Ta Security (Instr 3) Common Store Common Store Common Store Common Store Common Store Common Store Common Store Common Store Common Store Security (Instr 3) Common Store Security (Instr 3) Common Store Security (Instr 3) Common Store Security (Instr 3) Common Store Security (Instr 3) Store Security (Instr 3	CA, INC. NNAN STREET   SCO CA 94107   (State) (Zip)   Table 1 - N   Security (Instrained Colspan="2">Table 1 - N   Security (Instrained Colspan="2">Table 1 - N   Common Stock   Security   \$\$7.17 12/01/2017 \$\$3.00   (1) 12/01/2017 \$\$1   (1) 12/01/2017 \$\$2   (1) 12/01/2017 \$\$2   (1) 12/01/2017 \$\$2   (1) 12/01/2017 \$\$2   (1)	IA, INC. NNAN STREET   SCO CA 94107   (State) (Zip)   Table I - V-Der   Security (Instr. 3)   Security (Instr. 3)   Common Stock 12/01   Common Stock Sa. Deered Execution Date, if any (Month/Day/Year) Sa. Deered Execution Date, if any (Month/Day/Year)   \$7.17 12/01/2017 Sa. Deered Execution Date, if any (Month/Day/Year) Sa. Deered Execution Date, if any (Month/Day/Year)   \$8.62 12/01/2017 Sa. Deered Execution Date, if any (I) I2/01/2017   \$8.62 12/01/2017 Sa. Deered Execution Date, if any (I) I2/01/2017   \$3.11 12/01/2017 Sa. Deered Execution Date, if any (I) I2/01/2017   \$3.11 12/01/2017 I I   \$3.11 I I I   I I	IA, INC. IA, INC. IA IA IA   INNAN STREET IA IA IA   ISCO CA 94107 IA   ISCO ISTATUS ISTATUS ISTATUS   ISCO CA 94107 ISTATUS   ISCO ISTATUS ISTATUS ISTATUS   ISTATUS I	A, INC. I. I. A. I.	Image: Constraint of the second set of the second set of the second set of the	A, INC. Image: Second of the second of	TA, INC. TA, INC. TALE INTERPORT TABLE IN TABLE AND AND STREET   SCO CA 94107   SCO CA 94107   Table I - NON-DEVIENCE SECURITIES Security (Instr. 3) 2. Transaction Date, if colspan="2">3. Transaction Date, if colspan="2">2. Transaction Date, if colspan="2" 2. Transaction Date, if colspan="2"  2. Transaction Date,	A, INC. Image: Security (Instr. 3) 94107 4. If Amendment, Date of Original File   Security (Instr. 3)	A, INC. Image: Constraint of the section of the s	TAI INC. <t< td=""><td><math display="block">   First \ Windel   First \ Windel   First \ First \ Windel   First \ First \ Windel   First \ Windel \ Windel   First \ Windel \ Win</math></td><td>(First) IA, IAC. INNAN STREET   (Midde) IZ(01/2017   (Mide) IZ(01/2017   (Mide) IZ(01/2017   &lt;</td><td>(First) LA, INC.   (Mode) (CA   3. Date of Earliest Transaction (Month/Day/Year) (State)   2. Date of Earliest Transaction (Month/Day/Year) (State)   (Mode) (CA   (Mod) (CA   (Mod) (CA</td><td>(First) DA, INC.   (Middle) TA, INC.   3. Date of Earliest Transaction (Month/DayYear) 12/01/2017   A   A   Below Description (State)   A   Description Description (State)   A   Description Description (State)   A   Description (State)   A   State of Earlies Transaction (State)   A   State of Earlies Transaction (State)   A   <t< td=""><td>(rist) (rist) (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist)           (rist)           (rist)</td></t<></td></t<>	$   First \ Windel   First \ Windel   First \ First \ Windel   First \ First \ Windel   First \ Windel \ Windel   First \ Windel \ Win$	(First) IA, IAC. INNAN STREET   (Midde) IZ(01/2017   (Mide) IZ(01/2017   (Mide) IZ(01/2017   <	(First) LA, INC.   (Mode) (CA   3. Date of Earliest Transaction (Month/Day/Year) (State)   2. Date of Earliest Transaction (Month/Day/Year) (State)   (Mode) (CA   (Mod) (CA   (Mod) (CA	(First) DA, INC.   (Middle) TA, INC.   3. Date of Earliest Transaction (Month/DayYear) 12/01/2017   A   A   Below Description (State)   A   Description Description (State)   A   Description Description (State)   A   Description (State)   A   State of Earlies Transaction (State)   A   State of Earlies Transaction (State)   A <t< td=""><td>(rist) (rist) (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist)           (rist)           (rist)</td></t<>	(rist) (rist) (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist) (rist)         (rist)           (rist)           (rist)				

2. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.42 to \$29.38 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.

4. The shares subject to the option shall vest in 48 equal monthly installments beginning on August 1, 2015, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.

5. The shares subject to the option shall vest in 48 equal monthly installments beginning on February 1, 2016, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.

6. 25% of the shares subject to the option vested on January 20, 2016 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.

7. 20% of the shares subject to the option vested on July 29, 2017, 20% of the shares subject to the option shall vest on July 29, 2018 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person. **Remarks:** 

> /s/ Larissa Schwartz, attorney-<u>12/05/2</u>017 in-fact of the Reporting Person

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.