
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

OKTA, INC.
(Name of issuer)

Class A Common Stock, \$0.0001 par value per share
(Title of class of securities)

679295105
(CUSIP number)

December 31, 2018
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	Names of reporting persons Greylock XIII Limited Partnership	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0%	
(12)	Type of reporting person (see instructions) PN	

(1)	Names of reporting persons Greylock XIII-A Limited Partnership	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0	
(12)	Type of reporting person (see instructions) PN	

(1)	Names of reporting persons Greylock XIII GP LLC	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization Delaware	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0	
(12)	Type of reporting person (see instructions) PN	

(1)	Names of reporting persons William W. Helman	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0%	
(12)	Type of reporting person (see instructions) IN	

(1)	Names of reporting persons Aneel Bhusri	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0%	
(12)	Type of reporting person (see instructions) IN	

(1)	Names of reporting persons Donald A. Sullivan	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0%	
(12)	Type of reporting person (see instructions) IN	

(1)	Names of reporting persons David Sze	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization United States	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power 0
	(6)	Shared voting power 0
	(7)	Sole dispositive power 0
	(8)	Shared dispositive power 0
(9)	Aggregate amount beneficially owned by each reporting person 0	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/> NA	
(11)	Percent of class represented by amount in Row (9) 0%	
(12)	Type of reporting person (see instructions) IN	

CUSIP No. 679295105

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Item 1(a) Name of Issuer:

Okta, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

301 Brannan Street
San Francisco, CA 94107

Item 2(a) Name of Person Filing:

The reporting persons are:

- (i) Greylock XIII Limited Partnership;
- (ii) Greylock XIII-A Limited Partnership;
- (iii) Greylock XIII GP LLC, the General Partner of Greylock XIII Limited Partnership and Greylock XIII-A Limited Partnership;
- (iv) William W. Helman, a Managing General Partner of Greylock XIII GP LLC;
- (v) Aneel Bhusri, a Managing General Partner of Greylock XIII GP LLC;
- (vi) Donald A. Sullivan, a Managing General Partner of Greylock XIII GP LLC; and
- (vii) David Sze, a Managing General Partner of Greylock XIII GP LLC.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of each of the reporting persons is:

2550 Sand Hill Road
Suite 200
Menlo Park, CA 94025

Item 2(c) Citizenship:

- (i) Greylock XIII Limited Partnership, a Delaware limited partnership;
- (ii) Greylock XIII-A Limited Partnership, a Delaware limited partnership;
- (iii) Greylock XIII GP LLC, a Delaware limited liability company;
- (iv) William W. Helman, a U.S. citizen;
- (v) Aneel Bhusri, a U.S. citizen;
- (vi) Donald A. Sullivan, a U.S. citizen; and
- (vii) David Sze, a U.S. citizen.

Item 2(d) Title of Class of Securities:

This Schedule 13G report relates to the Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock"), of Okta, Inc.

Item 2(e) CUSIP Number:

679295105

Item 3 Description of Person Filing:

Not applicable.

Item 4 Ownership:

(a) and (b) Amount Beneficially Owned: 0 shares.

(c) Number of Shares as to which the Person has:

<u>Reporting Person</u>	<u>NUMBER OF SHARES OF CLASS B COMMON STOCK</u>			
	<u>(i)</u>	<u>(ii)</u>	<u>(iii)</u>	<u>(iv)</u>
Greylock XIII Limited Partnership	0	0	0	0
Greylock XIII-A Limited Partnership	0	0	0	0
Greylock XIII GP LLC	0	0	0	0
William W. Helman	0	0	0	0
Aneel Bhusri	0	0	0	0
Donald A. Sullivan	0	0	0	0
David Sze	0	0	0	0

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- (i) Sole power to vote or direct the vote
(ii) Shared power to vote or to direct the vote
(iii) Sole power to dispose or to direct the disposition of
(iv) Shared power to dispose or to direct the disposition of

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Each of the reporting persons expressly disclaims membership in a "Group" as defined in Rule 13d-1(b)(ii)(J).

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 6, 2019.

GREYLOCK XIII GP LLC

By: /s/ Aneel Bhusri
Aneel Bhusri, Managing Member

By: /s/ William W. Helman
William W. Helman, Managing Member

By: /s/ Donald A. Sullivan
Donald A. Sullivan, Managing Member

By: /s/ David Sze
David Sze, Managing Member

GREYLOCK XIII LIMITED PARTNERSHIP

By: Greylock XIII GP LLC
General Partner

By: /s/ Aneel Bhusri
Aneel Bhusri, Managing Member

By: /s/ William W. Helman
William W. Helman, Managing Member

By: /s/ Donald A. Sullivan
Donald A. Sullivan, Managing Member

By: /s/ David Sze
David Sze, Managing Member

GREYLOCK XIII-A LIMITED PARTNERSHIP

By: Greylock XIII GP LLC
General Partner

By: /s/ Aneel Bhusri
Aneel Bhusri, Managing Member

By: /s/ William W. Helman
William W. Helman, Managing Member

By: /s/ Donald A. Sullivan
Donald A. Sullivan, Managing Member

By: /s/ David Sze
David Sze, Managing Member

/s/ William W. Helman
William W. Helman

/s/ Aneel Bhusri
Aneel Bhusri

/s/ Donald A. Sullivan
Donald A. Sullivan

/s/ David Sze
David Sze

/s/ Reid Hoffman
Reid Hoffman

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Okta, Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as of this 6th day of February, 2019.

GREYLOCK XIII GP LLC

By: /s/ Aneel Bhusri
Aneel Bhusri, Managing Member

By: /s/ William W. Helman
William W. Helman, Managing Member

By: /s/ Donald A. Sullivan
Donald A. Sullivan, Managing Member

By: /s/ David Sze
David Sze, Managing Member

GREYLOCK XIII LIMITED PARTNERSHIP

By: Greylock XIII GP LLC
General Partner

By: /s/ Aneel Bhusri
Aneel Bhusri, Managing Member

By: /s/ William W. Helman
William W. Helman, Managing Member

By: /s/ Donald A. Sullivan
Donald A. Sullivan, Managing Member

By: /s/ David Sze
David Sze, Managing Member

GREYLOCK XIII-A LIMITED PARTNERSHIP

By: Greylock XIII GP LLC
General Partner

By: /s/ Aneel Bhusri
Aneel Bhusri, Managing Member

By: /s/ William W. Helman
William W. Helman, Managing Member

By: /s/ Donald A. Sullivan
Donald A. Sullivan, Managing Member

By: /s/ David Sze
David Sze, Managing Member

/s/ William W. Helman
William W. Helman

/s/ Aneel Bhusri
Aneel Bhusri

/s/ Donald A. Sullivan
Donald A. Sullivan

/s/ David Sze
David Sze

/s/ Reid Hoffman
Reid Hoffman

