# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

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



(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).

SCHEDULE 13G

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(1)	Nam	ies of re	eporting persons			
		Greylock XIII Limited Partnership				
(2)	Chee	Check the appropriate box if a member of a group (see instructions)				
	(a) [		(b) 🛛			
(3)	SEC	use on	ly			
(4)	Citiz	enship	or place of organization			
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NA       (11)     Percent of class represented by amount in Row (9)						
	0%					
(12)		of repo	orting person (see instructions)			
	PN					

				0		
(1)	Nam	ies of re	eporting persons			
	Grey	lock X	III-A Limited Partnership			
(2)	Cheo	ck the a	ppropriate box if a member of a group (see instructions)			
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(3)		use on				
(4)	Citiz	enship	or place of organization			
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(10)	Chec	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) $\Box$				
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(12)	Туре	of repo	orting person (see instructions)			
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CUSIP N	0.0/92	92102		Page 4 of 12 Pages		
(1)	Nam					
	Greylock XIII GP LLC					
(2)	Chec					
	(a) [		(b) 🗵			
(3)	SEC	use on	ıly			
(4)	Citiz	enship	o or place of organization			
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(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) $\Box$					
	NA					
(11)	11) Percent of class represented by amount in Row (9)					
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(12) Type of reporting person (see instructions)			orting person (see instructions)			
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CUSIP N	10.6/92	95105		Page 5 of 12 Pages			
(1)	Names of reporting persons						
	Willi	William W. Helman					
(2)	Cheo	ck the a	ppropriate box if a member of a group (see instructions)				
	(a) [		(b) 区				
(3)	SEC	use on	ly				
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	•	(5)	Sole voting power				
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(9)	Aggr	egate a	mount beneficially owned by each reporting person				
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(12)	0%	ofree	orting person (see instructions)				
(12)	туре	or rept	ating person (see instructions)				
	IN						

CUSIPN	0.0/32	.55105		Page 6 of 12 Pages		
(1)	Names of reporting persons					
	Anee	el Bhus	sri			
(2)	Cheo	ck the a	appropriate box if a member of a group (see instructions)			
	(a) [		(b) 🗵			
(3)	SEC	use on	ıly			
(4)	Citiz	enship	o or place of organization			
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		(5)	Sole voting power			
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(9)	Aggr	egate a	amount beneficially owned by each reporting person			
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(11)	Perce	ent of c	class represented by amount in Row (9)			
(12)	0%					
(12) Type of reporting person (see instructions)						
	IN					

0.0/92	.93103		Page 7 of 12 Pages			
Names of reporting persons						
Don	Donald A. Sullivan					
Chee	ck the a	ppropriate box if a member of a group (see instructions)				
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Citiz	enship	or place of organization				
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Type	of repo	orting person (see instructions)				
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	Nam Don Chee (a) SEC Citiz Unit eer of res cially d by ch ting son h: Aggr 0 Chec NA Perce 0% Type	Donald A. S         Check the a         (a) □       ()         SEC use on         Citizenship         United State         (5)         er of       (5)         er of       (6)         cially       (7)         ting       (7)         son       (8)         h:       (8)         O       Check if the         NA       Percent of cl         0%       Type of report	Names of reporting persons         Donald A. Sullivan         Check the appropriate box if a member of a group (see instructions)         (a)       (b) 🗵         SEC use only         Citizenship or place of organization         United States         (5)       Sole voting power         (6)       Shared voting power         (7)       Sole dispositive power         (6)       Shared voting power         (7)       Sole dispositive power         (8)       Shared dispositive power         (8)       Shared dispositive power         (9)			

CUSIPN	0.0/32	.55105		Page 8 of 12 Pages			
(1)	Names of reporting persons						
	Davi	id Sze					
(2)	Cheo	Check the appropriate box if a member of a group (see instructions)					
	(a) [		(b) 🗵				
(3)	SEC	use on	ıly				
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(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) $\Box$						
(11)	NA						
(11)	Perce	ent of c	class represented by amount in Row (9)				
0%							
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	IN						

<u>Item 1(a)</u> <u>Name of Issuer:</u> 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.

<u>Item 2(e)</u> <u>CUSIP Number:</u> 679295105

<u>Item 3</u> <u>Description of Person Filing:</u> Not applicable. Item 4 Ownership:

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

(c) <u>Number of Shares as to which the Person has:</u>

	]	NUMBER OF SHARES OF CLASS B COMMON STOCK				
Reporting Person	(i)	(ii)	(iii)	(iv)		
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		

(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

#### SCHEDULE 13G

#### CUSIP No. 679295105

## 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

#### SCHEDULE 13G

#### 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