

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**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

1. Name and Address of Reporting Person* <u>Grady Patrick W</u>  (Last) (First) (Middle) C/O OKTA, INC. 301 BRANNAN STREET  (Street) SAN FRANCISCO CA 94107  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [ OKTA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	04/12/2017		C		10,356,116	A	\$0.00	10,356,116 <sup>(2)(3)</sup>	I	By SC US GF V Holdings, Ltd. <sup>(6)(7)</sup>
Common Stock <sup>(1)</sup>	04/12/2017		C		6,590,868	A	\$0.00	6,590,868 <sup>(4)(5)</sup>	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(6)(7)</sup>
Common Stock <sup>(1)</sup>	04/12/2017		C		330,132	A	\$0.00	330,132 <sup>(4)(5)</sup>	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(6)(7)</sup>
Common Stock <sup>(1)</sup>	04/12/2017		J <sup>(1)</sup>		10,356,116	D	\$0.00	0	I	By SC US GF V Holdings, Ltd. <sup>(6)(7)</sup>
Common Stock <sup>(1)</sup>	04/12/2017		J <sup>(1)</sup>		6,590,868	D	\$0.00	0	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(6)(7)</sup>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	04/12/2017		J <sup>(1)</sup>		330,132	D	\$0.00	0	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(6)(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Preferred Stock	<sup>(2)</sup>	04/12/2017		C			6,939,289	<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	6,939,289	\$0.00	0	I	By SC US GF V Holdings, Ltd. <sup>(6)(7)</sup>
Series D Preferred Stock	<sup>(3)</sup>	04/12/2017		C			3,416,827	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	3,416,827	\$0.00	0	I	By SC US GF V Holdings, Ltd. <sup>(6)(7)</sup>
Series E Preferred Stock	<sup>(4)</sup>	04/12/2017		C			4,819,975	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	4,819,975	\$0.00	0	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(6)(7)</sup>
Series E Preferred Stock	<sup>(4)</sup>	04/12/2017		C			241,279	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	241,279	\$0.00	0	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(6)(7)</sup>
Series F Preferred Stock	<sup>(5)</sup>	04/12/2017		C			1,773,893	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	1,773,893	\$0.00	0	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(6)(7)</sup>
Series F Preferred Stock	<sup>(5)</sup>	04/12/2017		C			88,853	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	88,853	\$0.00	0	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(6)(7)</sup>
Class B Common Stock	<sup>(8)</sup>	04/12/2017		J <sup>(1)</sup>			10,356,116	<sup>(8)</sup>	<sup>(8)</sup>	Class A Common Stock	10,356,116	\$0.00	10,356,116	I	By SC US GF V Holdings, Ltd. <sup>(6)(7)</sup>
Class B Common Stock	<sup>(8)</sup>	04/12/2017		J <sup>(1)</sup>			6,590,868	<sup>(8)</sup>	<sup>(8)</sup>	Class A Common Stock	6,590,868	\$0.00	6,590,868	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(6)(7)</sup>
Class B Common Stock	<sup>(8)</sup>	04/12/2017		J <sup>(1)</sup>			330,132	<sup>(8)</sup>	<sup>(8)</sup>	Class A Common Stock	330,132	\$0.00	330,132	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(6)(7)</sup>

**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. The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
3. The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

4. The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
5. The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
6. SC US (TTGP), Ltd. is the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VI, L.P. and Sequoia Capital U.S. Growth VI Principals Fund, L.P. Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. together own 100% of the outstanding shares held by SC US GF V Holdings, Ltd. SC US (TTGP), Ltd. is the general partner of SCGF V Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. The Reporting Person is a Director of SC US (TTGP), Ltd.
7. (Continued from footnote 6) The Reporting Person disclaims beneficial ownership of the securities held by the Sequoia Capital funds referred to above except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
8. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

**Remarks:**

/s/ Larissa Schwartz, attorney-  
in-fact of the Reporting Person 04/12/2017

\*\* 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 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.

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