(Last)

(Street)

SAN

(City)

FRANCISCO

C/O OKTA, INC.

100 FIRST ST, SUITE 600

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287

Form filed by One Reporting Person

Person

Form filed by More than One Reporting

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* **HOROWITZ BENJAMIN A**

(First)

CA

(State)

(Middle)

94105

(Zip)

| STATEMEN | OMB Number: 3235-028 Estimated average burden | | | |
|----------|---|---|----------|--|
| Filed | hours per respon | se: 0.5 | | |
| alal a) | 2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA] | 5. Relationship of R (Check all applicable) X Director Officer (giver below) | ve title | s) to Issuer 10% Owner Other (specify below) |
| ddle) | 3. Date of Earliest Transaction (Month/Day/Year) 10/12/2020 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Join | | |

| (City) (State) | (Zip) | | | | | | | | | |
|---------------------------------|--------------------------------------|--|-----------------------------------|---|--------|---------------|----------------------------|---|---|---|
| 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. | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 600 | D | \$239.7375(2) | 945,969 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 900 | D | \$241.3555(4) | 945,069 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 2,000 | D | \$242.1717 ⁽⁵⁾ | 943,069 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 11,100 | D | \$243.4362(6) | 931,969 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 18,497 | D | \$244.318 ⁽⁷⁾ | 913,472 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 13,303 | D | \$245.1915 ⁽⁸⁾ | 900,169 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/12/2020 | | S ⁽¹⁾ | | 3,600 | D | \$246.0261 ⁽⁹⁾ | 896,569 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 3,724 | D | \$243.2364(10) | 892,845 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 1,090 | D | \$244.4552(11) | 891,755 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 4,310 | D | \$245.3712 ⁽¹²⁾ | 887,445 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 13,100 | D | \$246.3726(13) | 874,345 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 12,008 | D | \$247.2505(14) | 862,337 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 13,041 | D | \$248.3251 ⁽¹⁵⁾ | 849,296 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 10/13/2020 | | S ⁽¹⁾ | | 2,727 | D | \$249.1187 ⁽¹⁶⁾ | 846,569 | I | By Trust ⁽³⁾ |

| | 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) | | |
| | | | | | | | | | | | | | |

| | | Т | able II - Deriva | | | | | , | P I | r | lor • | Owned | | | |
|---------------------------------|---|------------------|-------------------------------|----------|----------|--------------------------------|----------------|------------------|---------------|---|-------------------|---------------------------|--|--|---------------------------------------|
| | | | (e.g., ¡ | buts, | ¢alls, | war | rant | , options | converti | ble secu | irities) | | | | |
| 1. Title of Derivative | 2. Conversion | 3. Transaction | 3A. Deemed Execution Date. | 4.ode | lation. | 6A)Nu | m(B)≱r | Expertes Elatero | isDatotke and | TitTetle and | Shares | 8. Price of Derivative | 9. Number of derivative | 10. Ownership | 11. Nature |
| Restricted Stock 3) Units | or Exercise Pric(17) Derivative Security | (Month/Day/Year) | if any | Code (| Otion | Deriv Secu Acqu (A) o | rities ired | (Month/Day/\) | ear) (18) | Class Ass Common of Common | 1,064 Security | Security | Securities Benel,064ly Owned Following | Form: Dire(D(D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | of Respons | | le 10b5-1 trading pla | n previo | uely add | Dispo |) | enorting Perso | n | | | | Reported Transaction(s) | | |

- 2. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$239.5049 to \$239.86 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.
- 3. The reported securities are held directly by a family trust for which the Reporting Person is a trustee.
- 4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$240.71 to \$241.68 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 Amount
- 5. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$241.77 to \$242.74 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 with information regarding the Sumber of shares sold at each separate price within the range extension. set forth in this footnote. . Code . V (A) (D) Exercisable Date . Title Shares
- 6. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$242.78 to \$243.77 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
- 7. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$243.7899 to \$244.78 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.
- 8. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$244.7899 to \$245.78 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.
- 9. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$245.7899 to \$246.43 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.
- 10. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$242.77 to \$243.74 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
- 11. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$243.80 to \$244.79 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
- 12. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$244.84 to \$245.77 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.
- 13. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$245.845 to \$246.84 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.
- 14. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$246.85 to \$247.81 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.
- 15. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$247.85 to \$248.83 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.
- 16. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$248.88 to \$249.475 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.
- 17. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock
- 18. The RSUs vest in full on the earlier of June 16, 2021 or the date immediately prior to the Issuer's next regular annual shareholders meeting, subject to the Reporting Person's continued service to the Issuer through such vesting date.

Remarks:

/s/ Larissa Schwartz, attorney-10/14/2020 in-fact of the Reporting Person

** Signature of Reporting Person

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.

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.