
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported)
February 2, 2023**

Okta, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38044
(Commission
File Number)

26-4175727
(I.R.S. Employer
Identification Number)

**100 First Street, Suite 600
San Francisco, California 94105**
(Address of principal executive offices)

(888) 722-7871
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	OKTA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 – Other Events.

On February 2, 2023, Okta, Inc. (the “Company”) announced to its employees a restructuring plan intended to reduce operating expenses and improve profitability. The plan involves a reduction of the Company’s workforce by approximately 300 full-time employees. In connection with the plan, the Company estimates that it will recognize approximately \$15 million of restructuring charges in the fourth quarter of fiscal 2023 for future cash employee severance and benefits costs, which primarily will be paid in the first quarter of fiscal 2024. The Company also expects to record an insignificant adjustment to its stock-based compensation expense in the first quarter of fiscal 2024 related to equity compensation for employees who were terminated. The Company intends to exclude the charges associated with the plan from its non-GAAP financial measures.

This current report on Form 8-K contains forward-looking statements, which are any predictions, projections or other statements about future events based on current expectations and assumptions that are subject to risks and uncertainties, which are described in our filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and the Company undertakes no duty to update any forward-looking statement to conform the statement to actual results or changes in the Company’s expectations.

Item 9.01 - Financial Statements and Exhibits.**(d) Exhibits**

Exhibit Number	Description
99.1	Okta, Inc. Employee email dated February 2, 2023
104	Cover Page Interactive Data File—the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 2nd day of February 2023.

Okta, Inc.

By: /s/ Brett Tighe

Name: Brett Tighe

Title: Chief Financial Officer
(Principal Financial Officer)

Subject: Reducing our Workforce by 5%

Hi Everyone,

I have made the very difficult decision to reduce our global workforce by 5% or approximately 300 employees.

If you work in the US, you will receive an email in the next 15 minutes notifying you if your role is impacted or not. If your role is impacted, your leadership will schedule a meeting this morning to discuss next steps. For employees outside the US, the notification process may be different due to local laws and practices.

A workforce reduction like this is the last thing I wanted to do, and I am truly sorry.

What led us here

We entered fiscal 2023 with a growth plan based on the demand we experienced in the prior year. This led us to overhire for the macroeconomic reality we're in today. In addition, in the first half of FY23, we faced our own execution challenges. I wish I had responded sooner, but we're doing the best we can today to adjust to this reality.

What's next for our departing colleagues

For those whose roles were impacted, we are doing everything we can to ensure you have the resources you need to navigate this time and find your next opportunity.

Here are a few of the resources for US employees:

- **Severance:** A minimum of 13 weeks of pay through a combination of notice and severance.
- **Healthcare:** Benefits through June 30.
- **Bonus:** Eligibility for the FY23 annual bonus or sales incentive, as applicable.
- **RSU vesting:** RSU vesting through March 15.
- **Career support:** Career transition support with our outplacement partner.
- **Immigration support:** Additional support for our impacted visa-dependent employees.

For employees outside of the US, our local processes will align with employment laws in each country.

What's next for Okta

Looking ahead, we will operate our business in a way that enables us to execute through any market condition. That means reducing spend, improving our profitability, and investing in the key areas of innovation and growth that will build on our market leadership over the long term. A workforce reduction is just one of several actions we're taking to create a stronger path to profitable growth.

We have a huge opportunity ahead of us. You'll see us continue to focus on scale and efficiency, apply greater overall financial discipline, and continue to invest in our two clouds to further extend our position as the digital identity leader for all use cases.

As we say goodbye to those who are leaving: thank you for investing your time and talent in Okta, and for your help getting Okta to where it is today.

Todd