

| OMB APPROVAL | |
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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

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* Schwartz Larissa | | | 2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ See Remarks | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 11/06/2023 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 100 FIRST STREET, SUITE 600 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) SAN FRANCISCO CA 94105 | | | Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | | | |
| Class A Common Stock | 11/06/2023 | | s ⁽¹⁾ | | 2,334 | D | \$70 | 21,477 | D | |

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 | | | | | |
| Restricted Stock Units | (2) | | | | | | | (3) | (3) | Class A Common Stock | 533 | 533 | D | |
| Restricted Stock Units | (2) | | | | | | | (4) | (4) | Class A Common Stock | 519 | 519 | D | |
| Restricted Stock Units | (2) | | | | | | | (5) | (5) | Class A Common Stock | 1,011 | 1,011 | D | |
| Restricted Stock Units | (2) | | | | | | | (6) | (6) | Class A Common Stock | 2,844 | 2,844 | D | |
| Restricted Stock Units | (2) | | | | | | | (7) | (7) | Class A Common Stock | 1,082 | 1,082 | D | |
| Restricted Stock Units | (2) | | | | | | | (8) | (8) | Class A Common Stock | 44,454 | 44,454 | D | |
| Employee Stock Option (Right to Buy) | \$8.62 | | | | | | | (9) | 12/16/2025 | Class B Common Stock | 14,167 | 14,167 | D | |
| Employee Stock Option (Right to Buy) | \$8.73 | | | | | | | (9) | 06/01/2026 | Class B Common Stock | 9,000 | 9,000 | D | |
| Employee Stock Option (Right to Buy) | \$11.36 | | | | | | | (9) | 03/05/2027 | Class B Common Stock | 5,000 | 5,000 | D | |

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 14, 2023.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 6.25% of the shares underlying the RSU vested on September 15, 2020, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- 6.25% of the shares underlying the RSU vested on March 15, 2021, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's

continuous employment with the Issuer on each such date.

5. 6.25% of the shares underlying the RSU vested on June 15, 2021, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

6. 6.25% of the shares underlying the RSU vested on March 15, 2022, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

7. 6.25% of the shares underlying the RSU vested on June 15, 2022, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

8. 8.33% of the shares underlying the RSU vested on June 15, 2023, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

9. The shares subject to the option are fully vested and exercisable by the Reporting Person.

Remarks:

Chief Legal Officer and Secretary

/s/ Alan Smith, attorney-in-fact
of the Reporting Person

11/08/2023

** 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.

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.