

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Runyan Jonathan T</u>  (Last) (First) (Middle) C/O OKTA, INC. 100 FIRST ST, SUITE 600  (Street) SAN FRANCISCO CA 94105  (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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2023</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			
Class A Common Stock	01/17/2023		S <sup>(1)</sup>		10	D	\$69.77	72,210 <sup>(2)</sup>	I	By Trust

**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
Restricted Stock Units	(3)							(4)	(4)	Class A Common Stock		936		D	
Restricted Stock Units	(3)							(5)	(5)	Class A Common Stock		4,624		D	
Restricted Stock Units	(3)							(6)	(6)	Class A Common Stock		3,033		D	
Restricted Stock Units	(3)							(7)	(7)	Class A Common Stock		49,619		D	
Employee Stock Option (Right to Buy)	\$8.97							(8)	07/29/2026	Class B Common Stock		134,900		D	
Employee Stock Option (Right to Buy)	\$39.21							(8)	03/21/2028	Class A Common Stock		52,000		D	
Employee Stock Option (Right to Buy)	\$82.16							(9)	03/24/2029	Class A Common Stock		32,520		D	
Employee Stock Option (Right to Buy)	\$142.47							(10)	04/14/2030	Class A Common Stock		31,255		D	
Employee Stock Option (Right to Buy)	\$274.96							(11)	04/21/2031	Class A Common Stock		12,734		D	
Employee Stock Option (Right to Buy)	\$274.96							(11)	04/21/2031	Class A Common Stock		101,867		D	

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
2. Includes 3,289 shares of Class A Common Stock transferred to the Reporting Person's trust, of which 297 shares were acquired under a Section 423 Employee Stock Purchase Plan.
3. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
4. 25% of the shares underlying the RSU vested on March 15, 2020, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
5. 25% of the shares underlying the RSU vested on March 15, 2021, and the remaining shares underlying the RSU shall vest in 12 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, 2022, and the remaining shares underlying the RSU shall vest in 12 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. The shares subject to the option are fully vested and exercisable by the Reporting Person.
9. 25% of the shares subject to the option vested on February 1, 2020 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
10. 25% of the shares subject to the option vested on February 1, 2021 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
11. 25% of the shares subject to the option vested on February 1, 2022 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

**Remarks:**

/s/ Larissa Schwartz, attorney-  
in-fact of the Reporting Person      01/19/2023

\*\* 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.

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