

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Race Charles</u>  (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>100 FIRST ST, SUITE 600</u>  (Street) <u>SAN FRANCISCO CA 94105</u>  (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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock							15,401	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						Title
Employee Stock Option (Right to Buy)	\$142.47	04/15/2020		A		26,790		(1)	04/14/2030	Class A Common Stock	26,790	\$0.00	26,790	D	
Restricted Stock Units	(2)	04/15/2020		A		12,683		(3)	(3)	Class A Common Stock	12,683	\$0.00	12,683	D	
Restricted Stock Units	(2)	04/15/2020		A		2,199		(4)	(4)	Class A Common Stock	2,199	\$0.00	2,199	D	
Employee Stock Option (Right to Buy)	\$8.97							(5)	10/23/2026	Class B Common Stock	600,000		600,000	D	
Employee Stock Option (Right to Buy)	\$39.21							(6)	03/21/2028	Class A Common Stock	58,500		58,500	D	
Employee Stock Option (Right to Buy)	\$82.16							(7)	03/24/2029	Class A Common Stock	39,024		39,024	D	
Restricted Stock Units	(2)							(8)	(8)	Class A Common Stock	12,650		12,650	D	
Restricted Stock Units	(2)							(9)	(9)	Class A Common Stock	13,469		13,469	D	

**Explanation of Responses:**

- 25% of the shares subject to the option shall vest 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.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 25% of the shares underlying the RSU shall vest 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.
- 17% of the shares underlying the RSU shall vest on June 15, 2020, 33% of the shares underlying the RSU shall vest on September 15, 2020, 39% of the shares underlying the RSU shall vest on December 15, 2020, and the remaining 11% of the shares underlying the RSU shall vest on March 15, 2021, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- 25% of the shares subject to the option vested on October 20, 2017 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 through each vesting date. The option is early exercisable by the Reporting Person.
- 25% of the shares subject to the option vested on February 1, 2019, 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.

7. 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.

8. 25% of the shares underlying the RSU vested on March 15, 2019, 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.

9. 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.

**Remarks:**

President, Worldwide Field Operations

/s/ Larissa Schwartz, attorney-  
in-fact of the Reporting Person      04/17/2020

\*\* 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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