1. Name and Address of Reporting Person

Race Charles

(Last) (First) (Middle)
C/O OKTA, INC.
100 FIRST ST, SUITE 600

SAN FRANCISCO CA 94105

2. Issuer Name and Ticker or Trading Symbol

Okta, Inc. [ OKTA ]

3. Date of Earliest Transaction (Month/Day/Year)

12/15/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

12/15/2020

5. Relationship of Reporting Person(s) to Issuer

X Director
10% Owner
Officer (give title below)
Other (specify below)

See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/15/2020</td>
<td></td>
<td>M</td>
<td>A</td>
<td>$0.00</td>
<td>31,367</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/16/2020</td>
<td>8(1)</td>
<td>D</td>
<td>$258,905</td>
<td>30,573</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/15/2020</td>
<td>M</td>
<td>A</td>
<td>$0.00</td>
<td>31,367</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/16/2020</td>
<td>8(1)</td>
<td>D</td>
<td>$258,905</td>
<td>31,312</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/15/2020</td>
<td>M</td>
<td>A</td>
<td>$0.00</td>
<td>31,312</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/16/2020</td>
<td>8(1)</td>
<td>D</td>
<td>$258,905</td>
<td>31,559</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units (Instr. 3)</td>
<td>(3)</td>
<td>12/15/2020</td>
<td>M</td>
<td>1,581 (4) A</td>
<td>1,581 $0.00</td>
<td>7,907</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units (Instr. 3)</td>
<td>(3)</td>
<td>12/15/2020</td>
<td>M</td>
<td>1,123 (5) A</td>
<td>1,123 $0.00</td>
<td>10,102</td>
<td>D</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units (Instr. 3)</td>
<td>(3)</td>
<td>12/15/2020</td>
<td>M</td>
<td>858 (6) A</td>
<td>858 $0.00</td>
<td>241</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$142.47</td>
<td>10/23/2026</td>
<td>M</td>
<td></td>
<td>188,852</td>
<td>188,852</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$142.47</td>
<td>03/24/2029</td>
<td>M</td>
<td></td>
<td>39,024</td>
<td>39,024</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$142.47</td>
<td>04/14/2030</td>
<td>M</td>
<td></td>
<td>26,790</td>
<td>26,790</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td>Restricted Stock Units (Instr. 3)</td>
<td>(3)</td>
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<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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Explanation of Responses:
1. Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

2. The price reported in Column 4 is a weighted average price calculated by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from $253.01 to $261.23, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or 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 (2) with regard to the block trade.

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, 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.

5. 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.

6. 17% of the shares underlying the RSU vested on June 15, 2020, 33% of the shares underlying the RSU shall vest on September 15, 2020, 39% of the shares underlying the RSU vested 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.

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

8. 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.

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 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.

11. 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.

Remarks:
President, Worldwide Field Operations

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person
12/17/2020

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).


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.