

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* <u>Khosla Ventures IV, L.P.</u> (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u> (Street) <u>MENLO PARK CA 94025</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2017</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			
Common Stock ⁽¹⁾	04/12/2017		C		6,197,759	A	(4)(5)(6)(7)(8)	6,197,759	I	See Footnote ⁽²⁾
Common Stock ⁽¹⁾	04/12/2017		C		396,235	A	(4)(5)(6)(7)(8)	396,235	I	See Footnote ⁽³⁾
Common Stock ⁽¹⁾	04/12/2017		J ⁽¹⁾		6,197,759	D	(1)	0	I	See Footnote ⁽²⁾
Common Stock ⁽¹⁾	04/12/2017		J ⁽¹⁾		396,235	D	(1)	0	I	See Footnote ⁽³⁾

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	Amount or Number of Shares				
Series B Preferred Stock	(4)	04/12/2017		C			4,199,074	(4)	(4)	Common Stock	4,199,074	\$0.00	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(4)	04/12/2017		C			268,455	(4)	(4)	Common Stock	268,455	\$0.00	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(5)	04/12/2017		C			771,039	(5)	(5)	Common Stock	771,039	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(5)	04/12/2017		C			49,294	(5)	(5)	Common Stock	49,294	\$0.00	0	I	See Footnote ⁽³⁾
Series D Preferred Stock	(6)	04/12/2017		C			636,220	(6)	(6)	Common Stock	636,220	\$0.00	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	(6)	04/12/2017		C			40,675	(6)	(6)	Common Stock	40,675	\$0.00	0	I	See Footnote ⁽³⁾
Series E Preferred Stock	(7)	04/12/2017		C			552,313	(7)	(7)	Common Stock	552,313	\$0.00	0	I	See Footnote ⁽²⁾
Series E Preferred Stock	(7)	04/12/2017		C			35,310	(7)	(7)	Common Stock	35,310	\$0.00	0	I	See Footnote ⁽³⁾
Series F Preferred Stock	(8)	04/12/2017		C			39,113	(8)	(8)	Common Stock	39,113	\$0.00	0	I	See Footnote ⁽²⁾
Series F Preferred Stock	(8)	04/12/2017		C			2,501	(8)	(8)	Common Stock	2,501	\$0.00	0	I	See Footnote ⁽³⁾
Class B Common Stock	(1)(9)	04/12/2017		J ⁽¹⁾			6,197,759	(9)	(1)(9)	Class A Common Stock	6,197,759	\$0.00	6,197,759	I	See Footnote ⁽²⁾

**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	Amount or Number of Shares				
Class B Common Stock	(1)(9)	04/12/2017		J ⁽¹⁾		396,235		(9)	(1)(9)	Class A Common Stock	396,235	\$0.00	396,235	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*

[Khosla Ventures IV, L.P.](#)

(Last) (First) (Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Khosla Ventures IV \(CF\), L.P.](#)

(Last) (First) (Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Khosla Ventures Associates IV, LLC](#)

(Last) (First) (Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VK Services, LLC](#)

(Last) (First) (Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KHOSLA VINOD

(Last) (First) (Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
2. Consists of securities held of record by Khosla Ventures IV, L.P. ("KV IV"), of which Khosla Ventures Associates IV, LLC ("KVA IV") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV, and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
3. Consists of securities held of record by Khosla Ventures IV (CF), L.P. ("KV IV (CF)"), of which KVA IV is the general partner. Vinod Khosla is the managing member of VK Services, which is the manager of KVA IV. Each of KVA IV, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV IV (CF), and each of KVA IV, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV IV (CF). Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
4. The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis and has no expiration date.
5. The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis and has no expiration date.
6. The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis and has no expiration date.
7. The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis and has no expiration date.
8. The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis and has no expiration date.
9. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla
Ventures Associates IV, LLC,
in its capacity as general
partner of Khosla Ventures IV,
L.P. 04/12/2017

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla
Ventures Associates IV, LLC,
in its capacity as general
partner of Khosla Ventures IV
(CF), L.P. 04/12/2017

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity
as Manager of Khosla
Ventures Associates IV, LLC 04/12/2017

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC 04/12/2017

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla 04/12/2017

** 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.