

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>Kerrest Jacques Frederic</u> <hr/> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>100 FIRST ST, SUITE 600</u> <hr/> (Street) <u>SAN FRANCISCO CA 94105</u> <hr/> (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) <input checked="" type="checkbox"/> 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>11/13/2019</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 <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/13/2019		C <sup>(1)</sup>		18,287	A	\$0.00	26,263	I	By Trust
Class A Common Stock	11/13/2019		S <sup>(2)</sup>		18,287	D	\$115.049 <sup>(3)</sup>	7,976	I	By Trust
Class A Common Stock	11/13/2019		C <sup>(1)</sup>		3,323	A	\$0.00	3,323	I	By Trust
Class A Common Stock	11/13/2019		S <sup>(2)</sup>		3,323	D	\$115.0706 <sup>(4)</sup>	0	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					
Class B Common Stock	\$0.00 <sup>(1)</sup>	11/13/2019		C <sup>(1)</sup>			18,287	(1)	(1)	Class A Common Stock 18,287	\$0.00	1,777,593	I	By Trust
Class B Common Stock	\$0.00 <sup>(1)</sup>	11/13/2019		C <sup>(1)</sup>			3,323	(1)	(1)	Class A Common Stock 3,323	\$0.00	148,101	I	By Trust
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock 39,573		39,573	I	By Trust
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock 11,427		11,427	I	By Trust
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock 178,022		178,022	I	By Trust
Employee Stock Option (Right to Buy)	\$1.4							(5)	08/29/2023	Class B Common Stock 75,000		75,000	D	
Employee Stock Option (Right to Buy)	\$3.11							(5)	08/26/2024	Class B Common Stock 75,000		75,000	D	
Employee Stock Option (Right to Buy)	\$7.17							(6)	08/27/2025	Class B Common Stock 250,000		250,000	D	
Employee Stock Option (Right to Buy)	\$8.97							(7)	07/29/2026	Class B Common Stock 1,000,000		1,000,000	D	

