

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Runyan Jonathan T</u><br><br>(Last) (First) (Middle)<br><u>C/O OKTA, INC.</u><br><u>100 FIRST ST, SUITE 600</u><br><br>(Street)<br><u>SAN FRANCISCO</u> <u>CA</u> <u>94105</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Okta, Inc. [ OKTA ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/15/2020</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>General Counsel and Secretary</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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            |                                      |  |                                |   |   |            |       | 47,653  | 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 |   |  |  |   |  |
| Employee Stock Option (Right to Buy)       | \$142.47   | 04/15/2020                           |  | A                              |   | 31,255   |     | (1)  | 04/14/2030      | Class A Common Stock<br>31,255  | \$0.00                                     | 31,255   | D   |  |
| Restricted Stock Units                     | (2)  | 04/15/2020                           |  | A                              |   | 14,797   |     | (3)  | (3)             | Class A Common Stock<br>14,797  | \$0.00                                     | 14,797   | D   |  |
| Restricted Stock Units                     | (2)  | 04/15/2020                           |  | A                              |   | 2,105  |     | (4)  | (4)             | Class A Common Stock<br>2,105   | \$0.00                                     | 2,105  | D   |  |
| Employee Stock Option (Right to Buy)       | \$8.62   |                                      |  |                                |   |  |     | (5)  | 02/24/2026      | Class B Common Stock<br>26,417  |  | 26,417   | D   |  |
| Employee Stock Option (Right to Buy)       | \$8.97   |                                      |  |                                |   |  |     | (6)  | 07/29/2026      | Class B Common Stock<br>195,625   |  | 195,625  | D   |  |
| Employee Stock Option (Right to Buy)       | \$39.21  |                                      |  |                                |   |  |     | (7)  | 03/21/2028      | Class A Common Stock<br>52,000  |  | 52,000   | D   |  |
| Employee Stock Option (Right to Buy)       | \$82.16  |                                      |  |                                |   |  |     | (8)  | 03/24/2029      | Class A Common Stock<br>32,520  |  | 32,520   | D   |  |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   |  |     | (9)  | (9)             | Class A Common Stock<br>11,250  |  | 11,250   | D   |  |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   |  |     | (10)   | (10)            | Class A Common Stock<br>11,224  |  | 11,224   | D   |  |

Explanation of Responses:

1. 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.
2. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
3. 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.
4. 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.

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

6. 20% of the shares subject to the option vested on July 29, 2017, 20% of the shares subject to the option vested on July 29, 2018 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.

7. 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.

8. 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.

9. 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.

10. 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:**

[/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.

**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.**