

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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>Losch William E</u> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>301 BRANNAN STREET</u> (Street) <u>SAN FRANCISCO CA 94107</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) <p style="text-align: center;">Chief Financial Officer</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/24/2018</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 | | | |
| Class A Common Stock | 09/24/2018 | | c ⁽¹⁾ | | 15,000 | A | \$0.00 | 15,000 | D | |
| Class A Common Stock | 09/24/2018 | | s ⁽²⁾ | | 600 | D | \$66.4683 ⁽³⁾ | 14,400 | D | |
| Class A Common Stock | 09/24/2018 | | s ⁽²⁾ | | 700 | D | \$67.4686 ⁽⁴⁾ | 13,700 | D | |
| Class A Common Stock | 09/24/2018 | | s ⁽²⁾ | | 9,136 | D | \$68.5654 ⁽⁵⁾ | 4,564 | D | |
| Class A Common Stock | 09/24/2018 | | s ⁽²⁾ | | 4,464 | D | \$69.3368 ⁽⁶⁾ | 100 | D | |
| Class A Common Stock | 09/24/2018 | | s ⁽²⁾ | | 100 | D | \$69.94 | 0 | D | |
| Class A Common Stock | | | | | | | | 2,500 | 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) | \$7.17 | 09/24/2018 | | M | | | 15,000 | (7) | 08/27/2025 | Class B Common Stock | 15,000 | \$0.00 | 119,536 | D | |
| Class B Common Stock | (1) | 09/24/2018 | | M | | 15,000 | | (1) | (1) | Class A Common Stock | 15,000 | \$0.00 | 15,000 | D | |
| Class B Common Stock | (1) | 09/24/2018 | | c ⁽¹⁾ | | 15,000 | | (1) | (1) | Class A Common Stock | 15,000 | \$0.00 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$1.4 | | | | | | | (8) | 08/29/2023 | Class B Common Stock | 163,820 | | 163,820 | D | |
| Employee Stock Option (Right to Buy) | \$8.97 | | | | | | | (9) | 07/29/2026 | Class B Common Stock | 315,200 | | 315,200 | D | |
| Employee Stock Option (Right to Buy) | \$39.21 | | | | | | | (10) | 03/21/2028 | Class A Common Stock | 81,500 | | 81,500 | D | |
| Restricted Stock Units | (11) | | | | | | | (12) | (12) | Class A Common Stock | 35,300 | | 35,300 | D | |
| Class B Common Stock | (1) | | | | | | | (1) | (1) | Class A Common Stock | (1) | | 402,886 | I | By Trust |

Explanation of Responses:

1. 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.
2. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
3. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.81 to \$66.76 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.84 to \$67.80 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
5. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.91 to \$68.90 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
6. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.91 to \$69.86 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
7. The shares subject to the option shall vest in 48 equal monthly installments commencing on August 1, 2015, subject to the Reporting Person's continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.
8. The shares subject to the option are fully vested and exercisable by the Reporting Person.
9. 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 continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.
10. 25% of the shares subject to the option shall vest 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.
11. Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class A Common Stock.
12. 25% of the shares underlying the RSU shall vest 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.

Remarks:

[/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person](#) [09/26/2018](#)

** 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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