

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

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

1. Name and Address of Reporting Person* <u>Khosla Ventures IV, L.P.</u> (Last) (First) (Middle) 2128 SAND HILL ROAD (Street) MENLO PARK CA 94025 (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) *Former 10% Owner
	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017	
	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	12/11/2017		C ⁽¹⁾		939,910	A	\$0.00	939,910	I	See footnote ⁽²⁾
Class A Common Stock	12/11/2017		C ⁽¹⁾		60,090	A	\$0.00	60,090	I	See footnote ⁽³⁾
Class A Common Stock	12/11/2017		J ⁽⁴⁾		939,910	D	\$0.00	0	I	See footnote ⁽²⁾
Class A Common Stock	12/11/2017		J ⁽⁵⁾		60,090	D	\$0.00	0	I	See footnote ⁽³⁾
Class A Common Stock	12/11/2017		J ⁽⁴⁾		101,409	A	\$0.00	101,409	I	See footnote ⁽⁶⁾
Class A Common Stock	12/11/2017		J ⁽⁵⁾		90	A	\$0.00	101,499	I	See footnote ⁽⁶⁾
Class A Common Stock	12/11/2017		J ⁽⁷⁾		101,499	D	\$0.00	0	I	See footnote ⁽⁶⁾
Class A Common Stock	12/11/2017		J ⁽⁷⁾		90,002	A	\$0.00	263,253	I	See footnote ⁽⁸⁾
Class A Common Stock	12/12/2017		C ⁽¹⁾		281,973	A	\$0.00 ⁽¹⁾	281,973	I	See footnote ⁽²⁾
Class A Common Stock	12/12/2017		S		262,672	D	\$25.45 ⁽⁹⁾	19,301	I	See footnote ⁽²⁾
Class A Common Stock	12/12/2017		S		19,301	D	\$26.01 ⁽¹⁰⁾	0	I	See footnote ⁽²⁾
Class A Common Stock	12/12/2017		C ⁽¹⁾		18,027	A	\$0.00 ⁽¹⁾	18,027	I	See footnote ⁽³⁾
Class A Common Stock	12/12/2017		S		16,793	D	\$25.45 ⁽¹¹⁾	1,234	I	See footnote ⁽³⁾
Class A Common Stock	12/12/2017		S		1,234	D	\$26.01 ⁽¹²⁾	0	I	See footnote ⁽³⁾
Class A Common Stock	12/13/2017		C ⁽¹⁾		234,977	A	\$0.00 ⁽¹⁾	234,977	I	See footnote ⁽²⁾
Class A Common Stock	12/13/2017		S		234,789	D	\$25.45 ⁽¹³⁾	188	I	See footnote ⁽²⁾
Class A Common Stock	12/13/2017		S		188	D	\$26.06 ⁽¹⁴⁾	0	I	See footnote ⁽²⁾
Class A Common Stock	12/13/2017		C ⁽¹⁾		15,023	A	\$0.00 ⁽¹⁾	15,023	I	See footnote ⁽³⁾
Class A Common Stock	12/13/2017		S		15,011	D	\$25.45 ⁽¹⁵⁾	12	I	See footnote ⁽³⁾

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	12/13/2017		S		12	D	\$26.06 ⁽¹⁶⁾	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				
Class B Common Stock	(17)	12/11/2017		C ⁽¹⁾		939,910		(17)	(17)	Class A Common Stock	939,910	(17)	3,613,007	I	See footnote ⁽²⁾
Class B Common Stock	(17)	12/11/2017		C ⁽¹⁾		60,090		(17)	(17)	Class A Common Stock	60,090	(17)	230,987	I	See footnote ⁽³⁾
Class B Common Stock	(17)	12/12/2017		C ⁽¹⁾		281,973		(17)	(17)	Class A Common Stock	281,973	(17)	3,331,034	I	See footnote ⁽²⁾
Class B Common Stock	(17)	12/12/2017		C ⁽¹⁾		18,027		(17)	(17)	Class A Common Stock	18,027	(17)	212,960	I	See footnote ⁽³⁾
Class B Common Stock	(17)	12/13/2017		C ⁽¹⁾		234,977		(17)	(17)	Class A Common Stock	234,977	(17)	3,096,057	I	See footnote ⁽²⁾
Class B Common Stock	(17)	12/13/2017		C ⁽¹⁾		15,023		(17)	(17)	Class A Common Stock	15,023	(17)	197,937	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. Pursuant to a conversion exempt under Rule 16b-6(b), shares of Class B Common Stock were automatically converted into shares of Class A Common Stock on a one-for-one basis.
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. On December 11, 2017, 939,910 shares of Class A Common Stock held by KV IV were distributed to the limited partners and general partners of KV IV.
5. On December 11, 2017, 60,090 shares of Class A Common Stock held by KV IV (CF) were distributed to the limited partners and general partners of KV IV (CF).
6. Consists of securities held of record by KVA IV. 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 KVA IV, and each of VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KVA IV. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
7. On December 11, 2017, 101,499 shares of Class A Common Stock held by KVA IV were distributed to the members of KVA IV.
8. Consists of securities held of record by VK Services. Vinod Khosla is the managing member of VK Services. Each of VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.96 to \$25.955, inclusive. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (9) to this Form 4.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.96 to \$26.25, inclusive. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (10) to this Form 4.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.96 to \$25.955, inclusive. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (11) to this Form 4.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.96 to \$26.25, inclusive. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (12) to this Form 4.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.06 to \$26.05, inclusive. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (13) to this Form 4.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at \$26.06. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (14) to this Form 4.
15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$25.06 to \$26.05, inclusive. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (15) to this Form 4.
16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at \$26.06. Each reporting person undertakes to provide Okta, Inc., any security holder of Okta, Inc., 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 ranges set forth in footnote (16) to this Form 4.
17. 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 12/13/2017
Manager of Khosla Ventures
Associates IV, LLC, in its
capacity as general partner of
Khosla Ventures IV, L.P.

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity as 12/13/2017
Manager of Khosla Ventures
Associates IV, LLC, in its
capacity as general partner of
Khosla Ventures IV (CF), L.P.

/s/ John J. Demeter, as attorney
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC, in its capacity as 12/13/2017
Manager of Khosla Ventures
Associates IV, LLC

/s/ John J. Demeter, as attorney. 12/13/2017
in fact for Vinod Khosla, as
Managing Member of VK
Services, LLC

/s/ John Demeter, as attorney in 12/13/2017
fact for Vinod Khosla

** 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.