

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>100 FIRST ST, SUITE 600</u> (Street) <u>SAN FRANCISCO CA 94105</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2023</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 Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	12/15/2023		M		2,058	A	\$0.00	2,659	D	
Class A Common Stock	12/18/2023		S ⁽¹⁾		754	D	\$83.3306 ⁽²⁾	1,905	D	
Class A Common Stock	12/15/2023		M		1,849	A	\$0.00	3,754	D	
Class A Common Stock	12/18/2023		S ⁽¹⁾		626	D	\$83.3306 ⁽²⁾	3,128	D	
Class A Common Stock	12/15/2023		M		843	A	\$0.00	3,971	D	
Class A Common Stock	12/18/2023		S ⁽¹⁾		282	D	\$83.3306 ⁽²⁾	3,689	D	
Class A Common Stock	12/19/2023		G ⁽³⁾		8,800	D	\$0.00	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					
Restricted Stock Units	(4)	12/15/2023		M		2,058	(5)(6)	(5)(6)	Class A Common Stock	2,058	\$0.00	2,058	D	
Restricted Stock Units	(4)	12/15/2023		M		1,849	(6)(7)	(6)(7)	Class A Common Stock	1,849	\$0.00	9,249	D	
Restricted Stock Units	(4)	12/15/2023		M		843	(6)(8)	(6)(8)	Class A Common Stock	843	\$0.00	7,582	D	
Class B Common Stock	(9)						(9)	(9)	Class A Common Stock	1,153,387		1,153,387	I	By Trust
Class B Common Stock	(9)						(9)	(9)	Class A Common Stock	115,376		115,376	I	By Trust
Class B Common Stock	(9)						(9)	(9)	Class A Common Stock	257,668		257,668	I	By Trust
Employee Stock Option (Right to Buy)	\$3.11						(10)	08/26/2024	Class B Common Stock	12,707		12,707	D	
Employee Stock Option (Right to Buy)	\$7.17						(10)	08/27/2025	Class B Common Stock	235,953		235,953	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	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.97							(10)	07/29/2026	Class B Common Stock	988,852		988,852	D	
Employee Stock Option (Right to Buy)	\$39.21							(10)	03/21/2028	Class A Common Stock	114,000		114,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(6)(11)	03/24/2029	Class A Common Stock	71,547		71,547	D	
Employee Stock Option (Right to Buy)	\$142.47							(6)(10)	04/14/2030	Class A Common Stock	41,673		41,673	D	
Employee Stock Option (Right to Buy)	\$274.96							(6)(10)	04/21/2031	Class A Common Stock	13,263		13,263	D	
Employee Stock Option (Right to Buy)	\$274.96							(6)(10)	04/21/2031	Class A Common Stock	26,527		26,527	D	

Explanation of Responses:

- Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
- The price reported in Column 4 is a weighted average price calculated by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from \$82.55 to \$84.12, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, 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 range set forth in this footnote with regard to the block trade.
- The transaction reported involved a gift by the Trust of 8,800 shares of Class A Common Stock to the American Endowment Foundation FBO Kerrest Family Foundation, a donor advised fund.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 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 service with the Issuer on each such date.
- As previously disclosed in the Issuer's Form 8-Ks filed with the Securities and Exchange Commission on August 31, 2022 and August 30, 2023, the Reporting Person was on sabbatical from November 1, 2022 through October 31, 2023, during which time the vesting of the Reporting Person's equity awards, including the stock options and RSUs reported in this Form 4, were tolled; however, such equity awards remained outstanding in accordance with their terms. Following the conclusion of the Reporting Person's sabbatical, the Reporting Person did not return as an employee, but continues to serve as a member of the Company's board of directors as Vice Chairman. In connection with the foregoing, the Reporting Person agreed to forfeit 76,549 stock options that are out of the money, and his remaining RSUs and stock options continue to vest in accordance with their original terms.
- 25% of the shares underlying the RSU vested 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 service with the Issuer on each such date.
- 25% of the shares underlying the RSU vested on March 15, 2022, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous service with the Issuer on each such date.
- 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.
- The shares subject to the option are fully vested and exercisable by the Reporting Person.
- 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 service with the Issuer through each vesting date.

Remarks:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person 12/19/2023

** 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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