SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Race Charles	Okta, Inc. [OKTA]	

1. Name and Address of Reporting Person[*]

Race Charles

(Last)	(First)	(Middle)

C/O OKTA, INC.

100 FIRST ST, SUITE 600

(Street)

SAN FRANCISCO	CA	94105
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Okta, Inc. [OKTA]

3. Date of Earliest Transaction (Month/Day/Year)

11/08/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner

X Officer (give title below)   Other (specify below)

See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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	11/08/2019		C[(1)]		50,000	A	$0.00	60,540	D	
Class A Common Stock	11/08/2019		S[(2)]		9,500	D	$105.2672[(3)]	51,040	D	
Class A Common Stock	11/08/2019		S[(2)]		40,500	D	$106.2806[(4)]	10,540	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	11/08/2019		M			50,000	[(5)]	10/23/2026	Class B Common Stock	50,000	$0.00	800,000	D	
Class B Common Stock	[(1)]	11/08/2019		M		50,000		[(1)]	[(1)]	Class A Common Stock	50,000	$0.00	50,000	D	
Class B Common Stock	[(1)]	11/08/2019		C[(1)]			50,000	[(1)]	[(1)]	Class A Common Stock	50,000	$0.00	0	D	
Employee Stock Option (Right to Buy)	$39.21							[(6)]	03/21/2028	Class A Common Stock	58,500		58,500	D	
Employee Stock Option (Right to Buy)	$82.16							[(7)]	03/24/2029	Class A Common Stock	39,024		39,024	D	
Restricted Stock Units	[(8)]							[(9)]	[(9)]	Class A Common Stock	15,813		15,813	D	
Restricted Stock Units	[(8)]							[(10)]	[(10)]	Class A Common Stock	17,959		17,959	D	

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 $104.62 to $105.59 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 $105.67 to $106.59 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. 25% of the shares subject to the option vested on October 20, 2017 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 through each vesting date. The option is early exercisable by the Reporting Person.

6. 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.

7. 25% of the shares subject to the option shall vest 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.

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

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 shall vest 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:

President, Worldwide Field Operations

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person	11/12/2019
** 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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