SEC Form 4	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

	FORM	4	UNITED) STA	TES	S S	ECU					NGE C	OMN	MISS	SION		<u> </u>	10-5-5		
	this hav if == !	Washington, D.C. 20549 OMB APPROVAL OMB Number: 3235-02 OMB Number: 3235-02												VAL 3235-0287						
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).			JIAI	STATEMENT OF CHANGES IN BENEFICIAL OWNER											16	Estim	Estimated average burden hours per response:			
Instruc	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940																			
	nd Address of non Todd	f Reporting Person [*]						and Ticke OKTA	er or Tradi	ing S	ymbol			(Checl	c all applicat		g Perso	n(s) to Issue		
		<u>•</u>												X X	Director Officer (g	give title		10% Ow Other (s		
(Last) C/O OK	`	First)	(Middle)					st Transa	action (Mo	nth/C	ay/Year)			Λ	below) Ch	ief Exec	utive	below) Officer		
	ST ST, SUI	TE 600			06/30/2022															
(Street)					4. lf /	Ame	endment	, Date of	Original F	Filed	(Month/Day		6. Individual or Joint/Group Filing (Check Applicable Line)							
SAN FRANCI	ISCO C	CA	94105											X Form filed by One Reporting Person						
					Form filed by More than One Reporting Person															
(City)	(5	State)	(Zip) able I - Nor	Doriu					irod	Dia	nood of	er Bon			Durad					
1. Title of f	Security (Ins		adie I - Nor	2. Trans			2A. Dee	emed	3.		4. Securiti	ies Acquire	d (A) o	r	5. Amount				7. Nature of	
	- •			Date (Month/Day/Yea		ar)	ar) Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		Disposed Of (D) (Instr.		r. 3, 4 a	ind 5)			Form: Direct I (D) or Indirect I		Indirect Beneficial Ownership	
										v	Amount	Amount (A) or (D)		ce	Reported Transactio (Instr. 3 an	on(s)		ľ	(Instr. 4)	
Class A C	Common St	ock													13,493			D		
			Table II -								osed of, convertib				wned					
1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Dat	4.	5. Number of Derivative				xerci	sable and	7. Title an	d Amo	unt	8. Price of Derivative	9. Number of derivative		10. Ownership	11. Nature of Indirect		
Security (Instr. 3)	or Exercise Price of Derivative	(Month/Day/Year)	if any (Month/Day/Ye	Coc	le (Inst		Securiti	ies ed (A) or	(Month/E		ar) Underlying Derivative Sec		g Secur		Security (Instr. 5)	Securities Beneficially Owned		Form: Direct (D) or Indirect	Beneficial Ownership	
	Security						(D) (Inst and 5)					(Instr. 3 and 4)					Following Reported Transaction(s)		(1130.4)	
									Date		Expiration		Amou or Numt			(Instr. 4)				
				Coc	le V		(A)	(D)	Exercisa	ble	Date	Title	of Sh							
Employee Stock Option	\$1.4	06/30/2022	5/30/2022 M 38,827		(1)		08/29/2023	Class B Common	38,8	327	\$0.00	0		D						
(Right to Buy)												Stock				<u> </u>				
Class B Common Stock	(2)	06/30/2022		М			38,827		(2)		(2)	Class A Common Stock	38,8	327	\$0.00 38,5		27	D		
Employee Stock												Class B								
Option (Right to	\$8.97	06/30/2022		М				4,088 (1) 07/29/2026		Common Stock	4,0	88	\$0.00	1,794,	803	D				
Buy) Class B						\neg						Class A								
Common Stock	(2)	06/30/2022		М			4,088		(2)		(2)	Common Stock	4,0	88	\$0.00	42,915		D		
Class B Common Stock	(2)	06/30/2022		G		v		42,915	(2)		(2)	Class A Common Stock	42,9	\$0.00		0		D		
Class B Common Stock	(2)	06/30/2022		G	\ \	v	42,915	15		(2)		Class A Common Stock	42,9	915	\$0.00	5,225,696		Ι	By Trust	
Class B Common Stock	(2)								(2)		(2)	Class A Common Stock	Common 128,247 128,2		47	I	By Trust			
Employee Stock	67.17					T			(1)	T	08/27/2025	Class B	486,	052		40.00	52	D		
Option (Right to Buy)	\$7.17								(1)		08/27/2025	Common Stock	+00,	000		486,0	0.00	D		
Employee Stock						1				1		Class A							1	
Option	\$39.21								(1)		03/21/2028	Common Stock	5,4	38		5,43	8	D		
(Right to Buy)				_										_				[
Buy) Employee										I		Class A		I						
Buy) Employee Stock Option (Right to	\$82.16								(3)		03/24/2029	Class A Common Stock	32,2	251		32,2:	51	D		
Buy) Employee Stock Option	\$82.16								(3)		03/24/2029	Common	32,2	251		32,2:	51	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. Transa Code (8)		5. Numl Derivati Securiti Acquire Dispose (D) (Inst and 5)	ve es ed (A) or ed of	6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 an	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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	Amount (Instr. 4)					
Employee Stock Option (Right to Buy)	\$274.96							(5)	04/21/2031	Class A Common Stock	63,667		63,667	D	
Employee Stock Option (Right to Buy)	\$274.96							(5)	04/21/2031	Class A Common Stock	127,334		127,334	D	
Restricted Stock Units	(6)							(7)	(7)	Class A Common Stock	9,541		9,541	D	
Restricted Stock Units	(6)							(8)	(8)	Class A Common Stock	18,497		18,497	D	
Restricted Stock Units	(6)							(9)	(9)	Class A Common Stock	18,533		18,533	D	

Explanation of Responses:

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

2. 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.

3. 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.

4. 25% of the shares subject to the option vested 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.

5. 25% of the shares subject to the option vested on February 1, 2022, 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.

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

7. 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.

8. 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 employment with the Issuer on each such date.

9. 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 employment with the Issuer on each such date.

Remarks:

<u>/s/ Larissa Schwartz, attorney-</u> in-fact of the Reporting Person

** Signature of Reporting Person Date

07/05/2022

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.