

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>Kerrest Jacques Frederic</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2022</u>			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		
C/O OKTA, INC. 100 FIRST ST, SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94105								
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/23/2022		C ⁽¹⁾		26,000	A	\$0.00	26,000	I	By Trust
Class A Common Stock	12/27/2022		G ⁽²⁾	V	26,000	D	\$0.00	0	I	By Trust
Class A Common Stock								100	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
Class B Common Stock	(1)	12/23/2022		C			26,000	(1)	(1)	Class A Common Stock	26,000	\$0.00	1,191,187	I	By Trust
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	86,376		86,376	I	By Trust
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	257,668		257,668	I	By Trust
Employee Stock Option (Right to Buy)	\$3.11							(3)	08/26/2024	Class B Common Stock	12,707		12,707	D	
Employee Stock Option (Right to Buy)	\$7.17							(3)	08/27/2025	Class B Common Stock	235,953		235,953	D	
Employee Stock Option (Right to Buy)	\$8.97							(3)	07/29/2026	Class B Common Stock	988,852		988,852	D	
Employee Stock Option (Right to Buy)	\$39.21							(3)	03/21/2028	Class A Common Stock	114,000		114,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(4)(5)	03/24/2029	Class A Common Stock	71,547		71,547	D	
Employee Stock Option (Right to Buy)	\$142.47							(5)(6)	04/14/2030	Class A Common Stock	62,511		62,511	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)	\$274.96							(5)(7)	04/21/2031	Class A Common Stock	31,834		31,834	D	
Employee Stock Option (Right to Buy)	\$274.96							(5)(7)	04/21/2031	Class A Common Stock	63,667		63,667	D	
Restricted Stock Units	(8)							(5)(9)	(5)(9)	Class A Common Stock	4,116		4,116	D	
Restricted Stock Units	(8)							(5)(10)	(5)(10)	Class A Common Stock	11,098		11,098	D	
Restricted Stock Units	(8)							(5)(11)	(5)(11)	Class A Common Stock	8,425		8,425	D	

Explanation of Responses:

- 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 transaction reported involved a gift by the Trust of 26,000 shares of Class A Common Stock to the American Endowment Foundation FBO Kerrest Family Foundation, a donor advised fund.
- 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 employment with the Issuer through each vesting date.
- As previously disclosed in the Issuer's Form 8-K filed with the Securities and Exchange Commission on August 31, 2022, the Reporting Person is on sabbatical from November 1, 2022 through October 31, 2023. The vesting of the Reporting Person's equity awards, including the stock options and RSUs reported in this Form 4, will be tolled during the sabbatical period; however, such equity awards will remain outstanding in accordance with their terms.
- 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 through each vesting date.
- 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 through each vesting date.
- 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 employment with the Issuer on each such date.
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- 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:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person 12/28/2022

** 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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