Restricted Stock Units

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Name and Address of Reporting Person* Race Charles						2. Issuer Name and Ticker or Trading Symbol Okta, Inc. OKTA								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					mer
(Last) (First) (Middle) C/O OKTA, INC. 100 FIRST ST, SUITE 600						3. Date of Earliest Transaction (Month/Day/Year) 01/08/2021								X	X Officer (give title Other (specify below) See Remarks				
				- 4.	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable											licable			
(Street)														Line)	ne) X Form filed by One Reporting Person				
FRANCISCO CA 94105														Form fill Person	ed by More	e than	One Repor	ing	
(City) (State) (Zip)															. 0.00				
		Та	ble I -	Non-De	rivati	ve Se	ecuritie	es Ac	quir	ed, C	isposed o	f, or B	enefic	cially	Owned		,		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea		Execution Date,		te,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Di Of (D) (Instr. 3, 4 and 5)			Securitie Beneficia Owned F		es ally Following	Form (D) o	: Direct r Indirect str. 4)	7. Nature of ndirect Beneficial Ownership	
							-	Code	v	Amount	(A) or (D) Price			Reported Transaction(s) (Instr. 3 and 4)				Instr. 4)	
Class A (Common Sto	ock		01/08/2021					C ⁽¹⁾	П	50,000	Α	\$0	.00	81,	,559		D	
Class A (Common Sto	ock		01/08/	01/08/2021				S ⁽²⁾	П	1,397	D	\$248.3143(3)		80,),162		D	
Class A C	Common Sto	ock		01/08/2021					S ⁽²⁾		5,343	D	\$249.	\$249.3677(4)		74,819		D	
Class A C	Common Sto	ock		01/08/2021					S ⁽²⁾		6,889	D	\$250.8217 ⁽⁵⁾		67,	67,930		D	
Class A (Common Sto	ock		01/08/	1/08/2021				S ⁽²⁾		14,303	D	\$251.	\$251.8537(6)		53,627		D	
Class A Common Stock			01/08/	01/08/2021				S ⁽²⁾		17,061	D	\$252.	\$252.8541 ⁽⁷⁾		36,566		D		
Class A Common Stock			01/08/2021					S ⁽²⁾		3,907	D	\$253	\$253.751 ⁽⁸⁾		32,659		D		
Class A Common Stock			01/08/	2021			S			1,100	D	\$254.44		31,	31,559		D		
			Table								sposed of				wned				
1. Title of 2. 3. Transaction 3A. Deemed					, puts	s, cai	5. Numb		nts, options, convertible securitie						8. Price of	9. Numbe	er of	10.	11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of	version Date Execution Date, if any CM (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 8)			Transa Code ((Md	piration	Date				Derivative Security	derivative Securities Beneficially Owned Following Reported		Ownership Form: Direct (D) or Indirect	
	Derivative Security		(Month/	Day/Year)	8)		Dispose (D) (Inst	d of	r	onth/Da	ıy/Year)	Deriva	3 and 4))	(Instr. 5)	Owned Following	,		Beneficial Ownership (Instr. 4)
	Derivative		(Month/	Day/Year)	8)		Dispose (D) (Inst	d of		onth/Da	ny/Year)	Deriva	3 and 4)	nount	(Instr. 5)	Owned Following	3	Direct (D) or Indirect	Ownership
	Derivative		(Month/	Day/Year)	8)	v	Dispose (D) (Inst	d of	Dat		Expiration	Deriva (Instr.	And 4)	nount	(Instr. 5)	Owned Following Reported Transaction	3	Direct (D) or Indirect	Ownership
Employee Stock Option (Right to Buy)	Derivative	01/08/2021	(Month/l	Day/Year)		v	Dispose (D) (Inst and 5)	ed of r. 3, 4	Dai Exc	te	Expiration	Deriva (Instr.	And 4) An or Nu of Sh	nount	\$0.00	Owned Following Reported Transaction	on(s)	Direct (D) or Indirect	Ownership
Stock Option (Right to	Derivative Security	01/08/2021	(Month/l	Day/Year)	Code	v	Dispose (D) (Inst and 5)	ed of r. 3, 4	Dai Exc	te ercisab	Expiration le Date	Deriva (Instr. Title Class Comm	An or Nu of sh	nount imber ares		Owned Following Reported Transacti (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership
Stock Option (Right to Buy) Class B Common	Derivative Security		(Month/l	Day/Year)	Code	v	Dispose (D) (Inst and 5)	ed of r. 3, 4	Dat Ext	te ercisab	Expiration Date	Deriva (Instr. Title Class Comm Stoc	An on k	nount mber ares	\$0.00	Owned Following Reported Transacti (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership
Stock Option (Right to Buy) Class B Common Stock Class B Common	\$8.97	01/08/2021	(Month/l	Day/Year)	Code M M	v	Dispose (D) (Inst and 5)	(D)	Dat Ext	(9)	Expiration Date 10/23/2024	Class Comm Stoc Comm Stoc Comm Stoc Class Comm Stoc Comm	Anon S8	nount mber ares	\$0.00	Owned Following Reported Transacti (Instr. 4)	on(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership
Stock Option (Right to Buy) Class B Common Stock Class B Common Stock Employee Stock Option (Right to	\$8.97	01/08/2021	(Month/l	Day/Year)	Code M M	v	Dispose (D) (Inst and 5)	(D)	Dat Ext	(9) (1)	Expiration 10/23/2020 (1) (1)	Class Comm Stoc Comm Sto	Anon Solution Solutio	nount imber ares 0,000	\$0.00	Owned Following Reported Transacti (Instr. 4)	3 oon(s) 552	Direct (D) or Indirect (I) (Instr. 4)	Ownership
Stock Option (Right to Buy) Class B Common Stock Class B Common Stock Employee Stock Option (Right to Buy) Employee Stock Option (Right to Right to Right to Right to Right to Right to Right to	\$8.97 (1) (1) \$39.21	01/08/2021	(Month/l	Day/Year)	Code M M	v	Dispose (D) (Inst and 5)	(D)	Dat Ext	(9) (1) (10)	Expiration 10/23/2021 10/23/2021 (1) (1) (1) (2) (3/21/2021 (2) (2) (3/21/2021 (2) (3/21/2021 (2) (3/21/2021 (2) (3/21/2021 (2) (3/21/2021 (2) (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3/21/2021 (3	Class Comm Stoc Comm	Anon kk	nount mber ares 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,000 0,	\$0.00	Owned Following Reported Transacti (Instr. 4)	3 oon(s) 552 0	Direct (D) or Indirect (I) (Instr. 4) D D	Ownership

Class A Common Stock

10,102

10,102

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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(13)							(16)	(16)	Class A Common Stock	241		241	D	
Restricted Stock Units	(13)							(17)	(17)	Class A Common Stock	12,683		12,683	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 \$247.72 to \$248.666 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 \$248.945 to \$249.935 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. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$250.258 to \$251.18 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 formore.
- 6. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$251.292 to \$252.27 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.
- 7. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$252.305 to \$253.292 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.
- 8. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.37 to \$254.137 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.
- 9. The shares subject to the option are fully vested and exercisable by the Reporting Person.
- 10. 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.
- 11. 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.
- 12. 25% of the shares subject to the option shall vest 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.
- 13. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 14. 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.
- 15. 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.
- 16. 17% of the shares underlying the RSU vested on June 15, 2020, 33% of the shares underlying the RSU vested on September 15, 2020, 39% of the shares underlying the RSU vested on December 15, 2020, and the remaining 11% of the shares underlying the RSU shall vest on March 15, 2021, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- 17. 25% of the shares underlying the RSU shall vest 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.

Remarks:

President, Worldwide Field Operations

/s/ Larissa Schwartz, attorneyin-fact of the Reporting Person

01/12/2021

** 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.