

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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* <u>HOROWITZ BENJAMIN A</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>03/18/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/18/2020		S ⁽¹⁾		13,990	D	\$110.2287 ⁽²⁾	1,104,703	I	By Trust ⁽³⁾
Class A Common Stock	03/18/2020		S ⁽¹⁾		8,989	D	\$111.1409 ⁽⁴⁾	1,095,714	I	By Trust ⁽³⁾
Class A Common Stock	03/18/2020		S ⁽¹⁾		5,000	D	\$112.0895 ⁽⁵⁾	1,090,714	I	By Trust ⁽³⁾
Class A Common Stock	03/18/2020		S ⁽¹⁾		9,899	D	\$113.2646 ⁽⁶⁾	1,080,815	I	By Trust ⁽³⁾
Class A Common Stock								15,735	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(7)						(8)	(8)	Class A Common Stock	1,535		1,535	D	

Explanation of Responses:

1. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
2. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.00 to \$110.92 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.
3. The reported securities are held directly by a family trust for which the Reporting Person is a trustee.
4. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.00 to \$111.39 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 \$112.00 to \$112.29 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.
6. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.00 to \$113.59 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.
7. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
8. The RSUs vest in full on the earlier of June 13, 2020 or the date immediately prior to the Issuer's next regular annual shareholders meeting, subject to the Reporting Person's continued service to the Issuer through such vesting date.

Remarks:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person 03/20/2020

** 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.