

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>Schwartz Larissa</b>			2. Issuer Name and Ticker or Trading Symbol <b>Okta, Inc. [ OKTA ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/13/2024</b>			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		
100 FIRST STREET, SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	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	08/13/2024		S <sup>(1)</sup>		2,795	D	\$92.02	27,014	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
Restricted Stock Units	(2)							(3)	(3)	Class A Common Stock		208		208	D	
Restricted Stock Units	(2)							(4)	(4)	Class A Common Stock		506		506	D	
Restricted Stock Units	(2)							(5)	(5)	Class A Common Stock		1,896		1,896	D	
Restricted Stock Units	(2)							(6)	(6)	Class A Common Stock		757		757	D	
Restricted Stock Units	(2)							(7)	(7)	Class A Common Stock		31,118		31,118	D	
Restricted Stock Units	(2)							(8)	(8)	Class A Common Stock		21,304		21,304	D	
Employee Stock Option (Right to Buy)	\$8.62							(9)	12/16/2025	Class B Common Stock		14,167		14,167	D	
Employee Stock Option (Right to Buy)	\$8.73							(9)	06/01/2026	Class B Common Stock		9,000		9,000	D	
Employee Stock Option (Right to Buy)	\$11.36							(9)	03/05/2027	Class B Common Stock		5,000		5,000	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 11, 2024.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 6.25% of the shares underlying the RSU vested on March 15, 2021, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- 6.25% of the shares underlying the RSU vested on June 15, 2021, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's

continuous employment with the Issuer on each such date.

5. 6.25% of the shares underlying the RSU vested on March 15, 2022, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

6. 6.25% of the shares underlying the RSU vested on June 15, 2022, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

7. 8.33% of the shares underlying the RSU vested on June 15, 2023, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

8. 8.33% of the shares underlying the RSU vested on June 15, 2024, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

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

**Remarks:**

Chief Legal Officer and Corporate Secretary

/s/ Alan Smith, attorney-in-fact 08/15/2024  
of the Reporting Person

\*\* 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.**