SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB API	PROVAL
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANG

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

	OMB Number:	3235-0287
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	hours per response:	0.5
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1. Name and Address <u>SC US (TTGP</u>	1 0	on*	2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) 2800 SAND HILI	(First) L ROAD, SUIT	(Middle) E 101	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2018	Officer (give title Other (specify below) below)
(Street) MENLO PARK (City)	CA (State)	94025 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

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. Transa Code (8)	ction Instr.	4. Securities A Disposed Of (D	cquired (/)) (Instr. 3	A) or 5, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	01/12/2018		С		2,071,223	A	\$0.00	2,071,223	I	By SC US GF V Holdings, Ltd. ⁽²⁾
Class A Common Stock	01/12/2018		С		1,318,174	A	\$0.00	1,318,174	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾
Class A Common Stock	01/12/2018		С		66,026	A	\$0.00	66,026	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾
Class A Common Stock	01/12/2018		J ⁽¹⁾		2,071,223	D	\$0.00	0	I	By SC US GF V Holdings, Ltd. ⁽²⁾
Class A Common Stock	01/12/2018		J ⁽¹⁾		1,318,174	D	\$0.00	0	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾
Class A Common Stock	01/12/2018		J ⁽¹⁾		66,026	D	\$0.00	0	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾
т	āble II - Derivative Se (e.g., puts, ca	curities Acqu alls, warrants,						wned		L.P. ⁽²⁾

1. Title of Derivative Security (Instr. 3) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 6. Date Exercisable and Expiration Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 3. Transaction 3A. Deemed 5. Number of 8. Price of 9. Number of 10. 11. Nature Conversion or Exercise Price of Date (Month/Day/Year) Derivative Security (Instr. 5) Execution Date, if any (Month/Day/Year) Ownership Form: Direct (D) of Indirect Beneficial Ownership Derivative derivative Securities Acquired (A) Securities Beneficially Derivative Security or Disposed of (D) (Instr. 3, 4 and 5) Owned Following Reported or Indirect (I) (Instr. 4) (Instr. 4)

			Table II - De (e.g	rivati Içdali	ve Se ts _/ , ca	curi II(ຊ _{ັ)}	ties Acc w@rrants	uired, Dis ^{Date}	posed of Expiration	or Ben bila₀seci	eficewilyrO Number of Heitles)	wned	Transaction(s) (Instr. 4)		
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)	action (Instr.	Deri Sec Acq or D	umber of vative urities uired (A) isposed of (Instr. 3, 4 5)	6. Date Exerc Expiration Da (Month/Day/\	ate			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)
Class B Common Stock	(3)	01/12/2018		C Code	v	(A)	2,071,223 (D)	Date(3) Exercisable	Expi ⁽³⁾ tion Date	Class A Common TiStock	Amount or 2,071,223 snares	\$0.00	Transaction(s) (Inctr A) 2,071,224	I	By SC US GF V Holdings, -Ltd. ⁽²⁾
Class B Common Stock	(3)	01/12/2018		С			1,318,174	(3)	(3)	Class A Common Stock	1,318,174	\$0.00	1,318,172	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾
Class B Common Stock	(3)	01/12/2018		С			66,026	(3)	(3)	Class A Common Stock	66,026	\$0.00	66,028	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. (2)
	nd Address of	Reporting Person*	I	J		1	I	1		1	1	I	1		I1
(Last)	<u>(1101)</u> ,	(First)	(Middle)												
	ND HILL H	ROAD, SUITE 1													
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												
		Reporting Person [*] oldings, Ltd.													
(Last) 2800 SA	ND HILL F	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLC	PARK	СА	94025												
(City)		(State)	(Zip)												
SEQU	OIA CAP	Reporting Person [*] ITAL U.S. G UND, L.P.	<u>ROWTH VI</u>												
(Last) 2800 SA	ND HILL F	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												
		Reporting Person [*] ITAL U.S. G		ND \	<u>/I</u> ,										
(Last) 2800 SA	ND HILL F	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLC	PARK	СА	94025												
(City)		(State)	(Zip)												
		Reporting Person [*] TH VI MAN		<u>L.P.</u>											
(Last) 2800 SA	ND HILL F	(First) ROAD, SUITE 1	(Middle)												

(Street) MENLO PARK	СА	94025
(City)	(State)	(Zip)
1. Name and Address of SCGF V Manag		
(Last) 2800 SAND HILL	(First) ROAD, SUITE 101	(Middle)
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
<u>V, L.P.</u> (Last)	(First) ROAD, SUITE 101	INCIPALS FUND (Middle)
(Street) MENLO PARK	CA	94025
(City)	(State)	
	(Oldio)	(Zip)
1. Name and Address of SEQUOIA CA		
SEQUOIA CAN L.P.	of Reporting Person*	
SEQUOIA CAN L.P.	of Reporting Person* <u>PITAL U.S. GRO</u> (First) ROAD, SUITE 101	WTH FUND V,

Explanation of Responses:

1. Represents a distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members. 2. SC US (TTGP), Ltd. is the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VI, L.P. and Sequoia Capital U.S. Growth VI Principals Fund, L.P. Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. together own 100% of the outstanding shares held by SC US GF V Holdings, Ltd. SC US (TTGP), Ltd. is the general partner of SCGF V Management, L.P., which is the general partner of sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital U.S. Growth Fund V, L.P. together own 100% of the outstanding shares held by SC US GF V Holdings, Ltd. SC US (TTGP), Ltd. is the general partner of SCGF V Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

3. 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.

Remarks:

*/s/Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth VI Principals Fund, L.P. ** /s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SCGF V Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. *** /s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of each of Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. *** /s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SCGF V Management, L.P., which is the general partner of SCGF V Management, L.P., which is the general partner of SCGF V Management, L.P., which is the general partner of SCGF V Management, L.P., which is the general partner of SCGF V Management, L.P., which is the general partner of SCGF V Management, L.P., which is the general partner of SCGF V Management, L.P., which is the general partner of sequoia Capital USGF Principals Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P., which together own 100% of the outstanding shares of SC US GF V Holdings, Ltd.

/s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd.	01/17/2018
<u>/s/Jung Yeon Son, by power of</u> attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SC U.S. Growth VI Management, L.P.	<u>01/17/2018</u>
<u>* See Remarks</u>	01/17/2018
<u>/s/ Jung Yeon Son, by power of</u> <u>attorney for Patrick W. Grady, a</u> <u>Director of SC US (TTGP), Ltd.,</u> <u>which is the general partner of</u> <u>SCGF V Management, L.P.</u>	<u>01/17/2018</u>
attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of	<u>01/17/2018</u> <u>01/17/2018</u>
attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SCGF V Management, L.P.	

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.