

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>SC US (TTGP), LTD.</u> (Last) (First) (Middle) C/O SEQUOIA CAPITAL 2800 SAND HILL ROAD, SUITE 101 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/06/2017	3. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [OKTA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(1)	(1)	Common Stock ⁽²⁾	6,939,289	(1)	I	By SC US GF V Holdings, Ltd. ⁽³⁾
Series D Preferred Stock	(4)	(4)	Common Stock ⁽²⁾	3,416,827	(4)	I	By SC US GF V Holdings, Ltd. ⁽³⁾
Series E Preferred Stock	(5)	(5)	Common Stock ⁽²⁾	4,816,975	(5)	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽³⁾
Series E Preferred Stock	(5)	(5)	Common Stock ⁽²⁾	241,279	(5)	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽³⁾
Series F Preferred Stock	(6)	(6)	Common Stock ⁽²⁾	1,773,893	(6)	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽³⁾
Series F Preferred Stock	(6)	(6)	Common Stock ⁽²⁾	88,853	(6)	I	By Sequoia Capital U.S. Growth VI Principals Fund L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>SC US (TTGP), LTD.</u> (Last) (First) (Middle) C/O SEQUOIA CAPITAL 2800 SAND HILL ROAD, SUITE 101 (Street) MENLO PARK CA 94025 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>SC US GF V Holdings, Ltd.</u> (Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. GROWTH VI PRINCIPALS FUND, L.P.](#)

(Last)

(First)

(Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. GROWTH FUND VI, L.P.](#)

(Last)

(First)

(Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SC U.S. GROWTH VI MANAGEMENT, L.P.](#)

(Last)

(First)

(Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL USGF PRINCIPALS FUND V, L.P.](#)

(Last)

(First)

(Middle)

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(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[SEQUOIA CAPITAL U.S. GROWTH FUND V, L.P.](#)

(Last)

(First)

(Middle)

2800 SAND HILL ROAD, SUITE 101

(Street)

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(State)

(Zip)

Explanation of Responses:

1. The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock of the Issuer.
2. Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock

will be reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

3. 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 each 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.

4. The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer.

5. The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock of the Issuer.

6. The Series F Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series F Preferred Stock will be converted into shares of Common Stock of the Issuer.

Remarks:

Exhibit 24.1 - Power of Attorney of Patrick W. Grady * /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 Fund VI, L.P. and 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 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., 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. 04/05/2017

/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. 04/05/2017

* See Remarks 04/05/2017

/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. 04/05/2017

** See Remarks 04/05/2017

*** See Remarks 04/05/2017

** 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 5 (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.

SPECIAL POWER OF ATTORNEY

THIS SPECIAL POWER OF ATTORNEY (this "POA") is executed by Patrick Grady ("Grady") as of February 17, 2017.

1. Grady hereby appoints each of Chris Cooper, Marie Klemchuk and Jung Yeon Son (each acting independently and without any requirement of joint action) as Grady's attorney-in-fact to execute and deliver, in Grady's name and on his behalf, any form, instrument, agreement or other document reasonably expected to be delivered to, or filed with, the U.S. Securities and Exchange Commission, but only to the extent that, in each case, Grady has confirmed his approval of such form, instrument, agreement or other document in writing.

2. This POA shall shall not expire, but shall be revocable on a prospective basis, in whole or in part, upon notice by Grady to the applicable attorney(ies)-in-fact.

Executed by Grady as of the date first above written:

/s/ Patrick Grady

Patrick Grady