

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported)  
August 19, 2022**

**Okta, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-38044**  
(Commission  
File Number)

**26-4175727**  
(I.R.S. Employer  
Identification Number)

**100 First Street, Suite 600  
San Francisco, California 94105**  
(Address of principal executive offices)

**(888) 722-7871**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Class A common stock, par value \$0.0001 per share</b>	<b>OKTA</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

***Appointment of New Director***

Effective August 19, 2022, the Board of Directors (the “**Board**”) of Okta, Inc. (the “**Company**”), upon the recommendation of the Board’s Nominating and Corporate Governance Committee, expanded the size of the Board to ten members and appointed Emilie Choi to the Board as a Class I director. Ms. Choi will serve until the Company’s 2024 Annual Meeting of Stockholders or until her successor has been duly elected and qualified.

There is no arrangement or understanding between Ms. Choi and any other persons pursuant to which she was appointed as a director. Furthermore, there are no transactions between Ms. Choi and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

Ms. Choi will participate in the Company’s standard non-employee director compensation arrangements. Under the terms of those arrangements, she will receive, among other things, annual compensation of \$30,000 for her service on the Board and an initial grant of 3,638 restricted stock units that vest annually over three years, subject to continuous service.

The Company has entered into its standard form of indemnification agreement with Ms. Choi.

A copy of the press release announcing the appointment of Ms. Choi to the Board is attached hereto as Exhibit 99.1.

**Item 9.01 - Financial Statements and Exhibits**

***(d) Exhibits***

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press release dated August 22, 2022 issued by Okta, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 22nd day of August, 2022.

**Okta, Inc.**

**By:** /s/ Jonathan T. Runyan

**Name:** Jonathan T. Runyan

**Title:** General Counsel and Corporate Secretary

**Okta Names Emilie Choi to Board of Directors**

**SAN FRANCISCO – August 22, 2022** – Okta, Inc. (Nasdaq: OKTA), the leading independent identity provider, today announced that Emilie Choi, President and Chief Operating Officer of Coinbase Global, Inc., has been appointed to the company’s board of directors, effective August 19, 2022.

“Emilie’s passion for entrepreneurship, technology, and scaling mission-oriented businesses has helped build some of the most influential technology companies of the last two decades,” said Todd McKinnon, Okta’s CEO and co-founder. “We are excited to welcome her expertise and perspective to Okta’s board of directors as we build the world’s digital identity standard.”

“It’s clear that identity is at the heart of every industry and every digital interaction. I look forward to working with Okta as the company executes on its mission of freeing anyone to safely use any technology and creating a world where your identity belongs to you,” said Choi.

**About Emilie Choi**

Ms. Choi serves as President and Chief Operating Officer at Coinbase Global, Inc., where she has worked since March 2018, previously as Vice President of Business, Data and International. She also served as a member of the board of directors of ZipRecruiter, Inc., Naspers Limited and Prosus N.V., a subsidiary of Naspers Limited.

Previously, Ms. Choi served as the Vice President and Head of Corporate Development at LinkedIn Corporation from 2009 to 2018. Prior to LinkedIn Corporation, Ms. Choi held leadership roles in corporate development, strategy, and operations at Warner Bros. Entertainment Inc. from 2007 to 2009. She also worked in corporate development and strategy at Yahoo! Inc. from 2003 to 2005 and began her career as a Senior Analyst in Investment Banking at Legg Mason Wood Walker, Inc. from 2000 to 2003.

Ms. Choi holds a B.A. in Economics from the Johns Hopkins University and an M.B.A from the Wharton School at the University of Pennsylvania.

**About Okta**

Okta is the leading independent identity provider. The Okta Identity Cloud enables organizations to securely connect the right people to the right technologies at the right time. With more than 7,000 pre-built integrations to applications and infrastructure providers, Okta provides simple and secure access to people and organizations everywhere, giving them the confidence to reach their full potential. More than 15,800 organizations, including JetBlue, Nordstrom, Siemens, Slack, Takeda, Teach for America, and Twilio, trust Okta to help protect the identities of their workforces and customers.

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