SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
KRAMER CHRISTOPHER K	**Okta, Inc.** [OKTA]	Director 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O OKTA	3. Date of Earliest Transaction (Month/Day/Year)	**Chief Accounting Officer**
100 FIRST ST, SUITE 600	10/01/2019	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN FRANCISCO **CA** **94105**		X Form filed by One Reporting Person
(City) (State) (Zip)		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. 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								5,543	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				
Employee Stock Option (Right to Buy)	$103.69	09/19/2019	10/01/2019	A		3,187		(1)	09/18/2029	Class A Common Stock	3,187	$0.00	3,187	D	
Restricted Stock Units	(2)	09/19/2019	10/01/2019	A		1,409		(3)	(3)	Class A Common Stock	1,409	$0.00	1,409	D	
Employee Stock Option (Right to Buy)	$7.17							(4)	08/24/2025	Class B Common Stock	2,865		2,865	D	
Employee Stock Option (Right to Buy)	$8.73							(5)	06/01/2026	Class B Common Stock	15,591		15,591	D	
Employee Stock Option (Right to Buy)	$9.74							(6)	01/22/2027	Class B Common Stock	20,000		20,000	D	
Restricted Stock Units	(2)							(7)	(7)	Class A Common Stock	5,373		5,373	D	
Restricted Stock Units	(2)							(8)	(8)	Class A Common Stock	12,340		12,340	D	
Restricted Stock Units	(2)							(9)	(9)	Class A Common Stock	5,598		5,598	D	

Explanation of Responses:

1. 25% of the shares subject to the option shall vest on October 1, 2020, and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

2. Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class A Common Stock.

3. 25% of the shares underlying the RSU shall vest on September 15, 2020, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

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

5. The shares subject to the option shall vest in 48 equal monthly installments commencing on June 2, 2016, subject to the Reporting Person's continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.

6. The shares subject to the option shall vest in 48 equal monthly installments commencing on January 16, 2017, subject to the Reporting Person's continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.

7. 25% of the shares underlying the RSU vested on June 15, 2018, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

8. 25% of the shares underlying the RSU vested on June 15, 2019, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

9. 25% of the shares underlying the RSU shall vest on June 15, 2020, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

Remarks:

Larissa Schwartz, attorney-in-fact of the Reporting Person	10/02/2019
** 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.

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9. 25% of the shares underlying the RSU shall vest on June 15, 2020, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.