

OMB APPROVAL	
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**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* <u>Andreessen Horowitz Fund I, L.P.</u>  (Last) (First) (Middle) 2865 SAND HILL ROAD, SUITE 101  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [ OKTA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2017	
6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	10/04/2017		J <sup>(1)</sup>		1,279	A	\$0.00	1,279	I	See Footnote <sup>(1)</sup>
Class A Common Stock	12/08/2017		J <sup>(2)</sup>		1,278	A	\$0.00	1,278	I	See Footnote <sup>(2)</sup>

**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					
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	12,685,586	12,685,586 <sup>(4)(5)</sup>	I	By Andreessen Horowitz Fund I, L.P. <sup>(4)(5)</sup>
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	3,307,700	3,307,700 <sup>(6)(7)</sup>	I	By AH Parallel Fund IV, L.P. <sup>(6)(7)</sup>

1. Name and Address of Reporting Person\*  
Andreessen Horowitz Fund I, L.P.  
  
 (Last) (First) (Middle)  
 2865 SAND HILL ROAD, SUITE 101  
  
 (Street)  
 MENLO PARK CA 94025  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Andreessen Horowitz Fund I-A, L.P.  
  
 (Last) (First) (Middle)  
 2865 SAND HILL ROAD, SUITE 101  
  
 (Street)  
 MENLO PARK CA 94025  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Andreessen Horowitz Fund I-B, L.P.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

AH Equity Partners I, L.L.C.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

AH Parallel Fund IV, L.P.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

AH Parallel Fund IV-A, L.P.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

AH Parallel Fund IV-B, L.P.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

AH Parallel Fund IV-Q, L.P.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

AH Equity Partners IV (Parallel), L.L.C.

(Last) (First) (Middle)

2865 SAND HILL ROAD, SUITE 101

(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person*			
<a href="#">Andreessen Marc L</a>			
(Last)	(First)	(Middle)	
2865 SAND HILL ROAD, SUITE 101			
(Street)	MENLO PARK	CA	94025
(City)	(State)	(Zip)	

**Explanation of Responses:**

- The reported securities were distributed to JP Morgan Trust Company, NA and Marc Andreessen as trustees of the Andreessen 1996 Living Trust in connection with a pro rata, in-kind distribution, and not a purchase or sale, of the shares by Greylock XIII-A Limited Partnership to its general and limited partners without consideration. Each of the Reporting Persons disclaims the existence of a "group" and, other than Marc Andreessen, disclaims beneficial ownership of these securities, 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.
- The reported securities were distributed to Marc Andreessen and his spouse as trustees of the LAMA Community Trust in connection with a pro rata, in-kind distribution, and not a purchase or sale, of the shares by Greylock XIII-A Limited Partnership to its general and limited partners without consideration. Each of the Reporting Persons disclaims the existence of a "group" and, other than Marc Andreessen, disclaims beneficial ownership of these securities, 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.
- 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.
- There is no reportable change since the last filing. This is a reiteration of holdings only. The reported securities are held by Andreessen Horowitz Fund I, L.P., for itself and as nominee for Andreessen Horowitz Fund I-A, L.P. and Andreessen Horowitz Fund I-B, L.P. (collectively, the "AH Fund I Entities"). AH Equity Partners I, L.L.C. ("AH EP I") is the general partner of the AH Fund I Entities and has sole voting and investment power with regard to the securities held by the AH I Fund Entities.
- (Continued from Footnote 4) The managing members of AH EP I are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and investment power with respect to the shares held by the AH Fund I Entities. Each of the Reporting Persons disclaims the existence of a "group" and 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.
- There is no reportable change since the last filing. This is a reiteration of holdings only. The reported securities are held by AH Parallel Fund IV, L.P., for itself and as nominee for AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., and AH Parallel Fund IV-Q, L.P. (collectively, the "AH Parallel Fund IV Entities"). AH Equity Partners IV (Parallel), L.L.C. ("AH EP IV Parallel") is the general partner of the AH Parallel Fund IV Entities and has sole voting and investment power with regard to the securities held by the AH Parallel Fund IV Entities.
- (Continued from Footnote 6) The managing members of AH EP IV Parallel are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and investment power with respect to the shares held by the AH Parallel Fund IV Entities. Each of the Reporting Persons disclaims the existence of a "group" and 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.

**Remarks:**

[Andreessen Horowitz Fund I, L.P., Andreessen Horowitz Fund I-A, L.P., Andreessen Horowitz Fund I-B, L.P., By: AH Equity Partners I, L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 12/12/2017

[AH Equity Partners I, L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 12/12/2017

[AH Parallel Fund IV, L.P., AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., AH Parallel Fund IV-Q, L.P., By: AH Equity Partners IV \(Parallel\), L.L.C., Its: General Partner, By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 12/12/2017

[AH Equity Partners IV \(Parallel\), L.L.C., By: /s/ Scott Kupor, Scott Kupor, Chief Operating Officer](#) 12/12/2017

[Marc Andreessen, /s/ Scott Kupor, Scott Kupor, attorney-in-fact of Marc Andreessen](#) 12/12/2017

\*\* 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 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.