

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Runyan Jonathan T</u> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>100 FIRST ST, SUITE 600</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94105</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc.</u> [<u>OKTA</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	03/15/2020		M		1,333	A	\$0.00	1,333	D	
Class A Common Stock	03/16/2020		S ⁽¹⁾		726	D	\$97.6704 ⁽²⁾	607	D	
Class A Common Stock	03/15/2020		M		1,407	D	\$0.00	2,014	D	
Class A Common Stock	03/16/2020		S ⁽¹⁾		766	D	\$97.6704 ⁽²⁾	1,248	D	
Class A Common Stock	03/15/2020		M		3,742	D	\$0.00	4,990	D	
Class A Common Stock	03/16/2020		S ⁽¹⁾		2,036	D	\$97.6704 ⁽²⁾	2,954	D	
Class A Common Stock								44,699	I	By Trust

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				
Restricted Stock Units	(3)	03/15/2020		A		1,333		(4)	(4)	Class A Common Stock	1,333	\$0.00	1,333	D	
Restricted Stock Units	(3)	03/15/2020		M			1,333	(4)	(4)	Class A Common Stock	1,333	\$0.00	0	D	
Restricted Stock Units	(3)	03/15/2020		M			1,407	(5)	(5)	Class A Common Stock	1,407	\$0.00	11,250	D	
Restricted Stock Units	(3)	03/15/2020		M			3,742	(6)	(6)	Class A Common Stock	3,742	\$0.00	11,224	D	
Employee Stock Option (Right to Buy)	\$8.62							(7)	02/24/2026	Class B Common Stock	31,243		31,243	D	
Employee Stock Option (Right to Buy)	\$8.97							(8)	07/29/2026	Class B Common Stock	195,625		195,625	D	
Employee Stock Option (Right to Buy)	\$39.21							(9)	03/21/2028	Class A Common Stock	52,000		52,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(10)	03/24/2029	Class A Common Stock	32,520		32,520	D	

Explanation of Responses:

1. Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

2. The price reported in Column 4 is a weighted average price calculated by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from \$88.67 to \$103.14, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) with regard to the block trade.
3. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
4. 100% of the shares underlying the RSU vested on March 15, 2020.
5. 25% of the shares underlying the RSU vested on March 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.
6. 25% of the shares underlying the RSU vested on March 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.
7. The shares subject to the option are fully vested and exercisable by the Reporting Person.
8. 20% of the shares subject to the option vested on July 29, 2017, 20% of the shares subject to the option vested on July 29, 2018 and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
9. 25% of the shares subject to the option vested on February 1, 2019 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.
10. 25% of the shares subject to the option vested on February 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.

Remarks:

	<u>/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person</u>	<u>03/18/2020</u>
	** 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.

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