

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* HOROWITZ BENJAMIN A (Last) (First) (Middle) C/O OKTA, INC. 301 BRANNAN STREET (Street) SAN FRANCISCO CA 94107 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2018	
		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	03/09/2018		C		3,171,398	A	\$0.00	3,171,398	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		3,171,398	D	\$0.00	0	I	By Andreessen Horowitz Fund I, L.P. ⁽¹⁾
Class A Common Stock	03/09/2018		C		826,923	A	\$0.00	826,923	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		826,923	D	\$0.00	0	I	By AH Parallel Fund IV, L.P. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		921,168	A	\$0.00	921,168	I	By AH Equity Partners I, L.L.C. ⁽¹⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		921,168	D	\$0.00	0	I	By AH Equity Partners I, L.L.C. ⁽¹⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		8,076	A	\$0.00	8,076	I	By AH Equity Partners IV (Parallel), L.L.C. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		8,076	D	\$0.00	0	I	By AH Equity Partners IV (Parallel), L.L.C. ⁽³⁾⁽⁴⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		15,967	A	\$0.00	47,876	I	By AH Capital Management, L.L.C. ⁽⁵⁾
Class A Common Stock	03/09/2018		J ⁽²⁾		445,503	A	\$0.00	1,274,033	I	See footnote ⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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