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)
Runyan Jonathan T	**Okta, Inc.** [OKTA]	

1. Name and Address of Reporting Person*

Runyan Jonathan T

(Last)   (First)   (Middle)

C/O OKTA, INC.

100 FIRST ST, SUITE 600

(Street)

SAN FRANCISCO   **CA**   **94105**

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Okta, Inc. [OKTA]

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

General Counsel and Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)

X	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	10/11/2019		G[(1)]	V	3,595	D	$0.00	44,000	I	By Trust
Class A Common Stock	12/12/2019		M		459	A	$0.00	459	D	
Class A Common Stock	12/12/2019		S[(2)]		459	D	$117.75	0	D	
Class A Common Stock	12/15/2019		M		1,406	A	$0.00	1,406	D	
Class A Common Stock	12/16/2019		S[(3)]		707	D	$116.6294[(4)]	699	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)	$7.17	12/12/2019		M			459	(5)	08/27/2025	Class B Common Stock	459	$0.00	11,000	D	
Class B Common Stock	(6)	12/12/2019		M		459		(6)	(6)	Class A Common Stock	459	$0.00	459	D	
Class B Common Stock	(6)	12/12/2019		C			459	(6)	(6)	Class A Common Stock	459	$0.00	0	D	
Restricted Stock Units	(7)	12/15/2019		M			1,406	(8)	(8)	Class A Common Stock	1,406	$0.00	12,657	D	
Employee Stock Option (Right to Buy)	$8.62							(9)	02/24/2026	Class B Common Stock	35,417		35,417	D	
Employee Stock Option (Right to Buy)	$8.97							(10)	07/29/2026	Class B Common Stock	195,625		195,625	D	
Employee Stock Option (Right to Buy)	$39.21							(11)	03/21/2028	Class A Common Stock	52,000		52,000	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)	$82.16							(10)	03/24/2029	Class A Common Stock	32,520		32,520	D	
Restricted Stock Units	(7)							(11)	(11)	Class A Common Stock	14,966		14,966	D	

Explanation of Responses:

1. The transaction reported is a charitable gift by the Reporting Person of 3,595 shares of Class A Common Stock to the Morgan Stanley Global Impact Funding Trust, Inc., a donor advised fund.

2. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

3. 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.

4. 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 $115.16 to $117.80, 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.

5. 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.

6. 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.

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

8. 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.

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 shall vest 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.

11. 25% of the shares underlying the RSU shall vest 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.

Remarks:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person	12/16/2019
** Signature of Reporting Person	Date