

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

1. Name and Address of Reporting Person* <u>Kerrest Jacques Frederic</u> (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 <u>Okta, Inc. [OKTA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	04/12/2017		J ⁽¹⁾		3,274,189	D	(2)	0	I	By Trust
Common Stock	04/12/2017		J ⁽¹⁾		196,885	D	(2)	0	I	By Trust
Common Stock	04/12/2017		J ⁽¹⁾		210,335	D	(2)	0	I	By Trust
Common Stock	04/12/2017		J ⁽¹⁾		70,111	D	(2)	0	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				
Class B Common Stock	(2)	04/12/2017		J ⁽¹⁾		3,274,189		(2)	(2)	Class A Common Stock	3,274,189	(2)	3,274,189	I	By Trust
Class B Common Stock	(2)	04/12/2017		J ⁽¹⁾		196,885		(2)	(2)	Class A Common Stock	196,885	(2)	196,885	I	By Trust
Class B Common Stock	(2)	04/12/2017		J ⁽¹⁾		210,335		(2)	(2)	Class A Common Stock	210,335	(2)	210,335	I	By Trust
Class B Common Stock	(2)	04/12/2017		J ⁽¹⁾		70,111		(2)	(2)	Class A Common Stock	70,111	(2)	70,111	I	By Trust
Employee Stock Option (Right to Buy)	\$1.4	04/12/2017		J ⁽¹⁾		75,000		(3)	08/29/2023	Common Stock	75,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$1.4	04/12/2017		J ⁽¹⁾		75,000		(3)	08/29/2023	Class B Common Stock	75,000	\$0.00	75,000	D	
Employee Stock Option (Right to Buy)	\$3.11	04/12/2017		J ⁽¹⁾		75,000		(4)	08/26/2024	Common Stock	75,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$3.11	04/12/2017		J ⁽¹⁾		75,000		(4)	08/26/2024	Class B Common Stock	75,000	\$0.00	75,000	D	
Employee Stock Option (Right to Buy)	\$7.17	04/12/2017		J ⁽¹⁾		250,000		(5)	08/27/2025	Common Stock	250,000	\$0.00	0	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				
Employee Stock Option (Right to Buy)	\$7.17	04/12/2017		J ⁽¹⁾		250,000		(5)	08/27/2025	Class B Common Stock	250,000	\$0.00	250,000	I	By Trust
Employee Stock Option (Right to Buy)	\$8.97	04/12/2017		J ⁽¹⁾			1,000,000	(6)	07/29/2026	Common Stock	1,000,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$8.97	04/12/2017		J ⁽¹⁾		1,000,000		(6)	07/29/2026	Class B Common Stock	1,000,000	\$0.00	1,000,000	D	

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- 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.
- 25% of the shares subject to the option vested on August 1, 2014, 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. The option is early exercisable by the Reporting Person.
- 25% of the shares subject to the option vested on August 1, 2015, and the remaining shares subject to the option vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.
- 25% of the shares subject to the option vested on August 1, 2016, 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. The option is early exercisable by the Reporting Person.
- 20% of the shares subject to the option shall vest on July 29, 2017, 20% of the shares subject to the option shall vest 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 continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.

Remarks:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person 04/12/2017

** 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.

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