

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <b>Tighe Brett</b>			2. Issuer Name and Ticker or Trading Symbol <b>Okta, Inc. [ OKTA ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Financial Officer _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/11/2024</b>			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		
100 FIRST ST, SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street) <b>SAN FRANCISCO CA 94105</b>								
(City) (State) (Zip)								

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	03/11/2024		A		5,049 <sup>(1)</sup>	A	\$0	75,432 <sup>(2)</sup>	D	
Class A Common Stock	03/11/2024		A		12,407 <sup>(3)</sup>	A	\$0	87,839 <sup>(4)</sup>	D	
Class A Common Stock								1,250	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					
Restricted Stock Units	(5)							(6)	(6)	Class A Common Stock		604	D	
Restricted Stock Units	(5)							(7)	(7)	Class A Common Stock		1,660	D	
Restricted Stock Units	(5)							(8)	(8)	Class A Common Stock		1,011	D	
Restricted Stock Units	(5)							(9)	(9)	Class A Common Stock		41,222	D	
Restricted Stock Units	(5)							(10)	(10)	Class A Common Stock		56,679	D	
Class B Common Stock	(11)							(11)	(11)	Class A Common Stock		69,046	I	By Trust

Explanation of Responses:

- On March 22, 2022, the Reporting Person was granted Performance Stock Units ("PSUs"), the vesting of which is subject to the achievement of certain performance criteria and to a service-based vesting criteria. On March 11, 2024, the Compensation Committee of the Board of Directors determined that 5,049 shares of the Issuer's Class A Common Stock were earned as result of the achievement of the performance criteria, with vesting to occur once the service-based vesting criteria are satisfied on March 15, 2024.
- Includes 5,049 PSUs, with each PSU representing the right to receive one share of the Issuer's Class A Common Stock.
- On March 21, 2023, the Reporting Person was granted PSUs, the vesting of which is subject to the achievement of certain performance criteria and to a service-based vesting criteria. On March 11, 2024, the Compensation Committee of the Board of Directors determined that 12,407 shares of the Issuer's Class A Common Stock were earned as result of the achievement of the performance criteria, with vesting to occur once the service-based vesting criteria are satisfied on March 15, 2024.
- Includes 17,456 PSUs, with each PSU representing the right to receive one share of the Issuer's Class A Common Stock.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class A Common Stock.
- 6.25% of the shares underlying the RSU vested on September 15, 2020, and the remaining shares underlying the RSU shall vest in 15 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, 2021, and the remaining shares underlying the RSU shall vest in 15 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 June 15, 2021, and the remaining shares underlying the RSU shall vest in 15 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 June 15, 2022, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

continuous employment with the Issuer on each such date.

10. 8.33% of the shares underlying the RSU vested on June 15, 2023, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

11. 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.

**Remarks:**

/s/ Alan Smith, attorney-in-fact 03/13/2024  
of the Reporting Person

\*\* 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.**