

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Grady Patrick W</u> <hr/> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>301 BRANNAN STREET</u> <hr/> (Street) <u>SAN FRANCISCO CA 94107</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [ OKTA ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2017</u>			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)		
			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	12/15/2017		C		2,071,223	A	\$0.00	2,071,223	I	By SC US GF V Holdings, Ltd. <sup>(2)</sup>
Class A Common Stock	12/15/2017		C		1,318,174	A	\$0.00	1,318,174	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(2)</sup>
Class A Common Stock	12/15/2017		C		66,026	A	\$0.00	66,026	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(2)</sup>
Class A Common Stock	12/15/2017		J <sup>(1)</sup>		2,071,223	D	\$0.00	0	I	By SC US GF V Holdings, Ltd. <sup>(2)</sup>
Class A Common Stock	12/15/2017		J <sup>(1)</sup>		1,318,174	D	\$0.00	0	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(2)</sup>
Class A Common Stock	12/15/2017		J <sup>(1)</sup>		66,026	D	\$0.00	0	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(2)</sup>
Class A Common Stock	12/15/2017		J <sup>(3)</sup>		77,830	A	\$0.00	77,830	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)
Class B Common Stock	(4)	12/15/2018		C	2,071,223	(4) (4)	Class A Common Stock 2,071,223	\$0.00	8,284,893	I	By SC US GF V Holdings, Ltd. <sup>(2)</sup>
Class B Common Stock	(4)	12/15/2018		C	1,318,174	(4) (4)	Class A Common Stock 1,318,174	\$0.00	5,272,694	I	By Sequoia Capital U.S. Growth Fund VI, L.P. <sup>(2)</sup>
Class B Common Stock	(4)	12/15/2018		C	66,026	(4) (4)	Class A Common Stock 66,026	\$0.00	264,106	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. <sup>(2)</sup>

**Explanation of Responses:**

1. Represents a distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.
2. SC US (TTGP), Ltd. is the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VI, L.P. and Sequoia Capital U.S. Growth VI Principals Fund, L.P. Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. together own 100% of the outstanding shares held by SC US GF V Holdings, Ltd. SC US (TTGP), Ltd. is the general partner of SCGF V Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. The Reporting Person is a Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the Sequoia Capital funds except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
3. Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (1) above.
4. 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/ Larissa Schwartz, attorney-in-fact of the Reporting Person      12/19/2017

\*\* 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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