

| 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*<br><u>Dixon Robert L JR</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Okta, Inc. [ OKTA ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/14/2021</u>     |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |
| <u>C/O OKTA, INC. 100 FIRST ST, SUITE 600</u>                        |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |  |  |   |  |  |
| (Street)<br><u>SAN FRANCISCO CA 94105</u>                            |         |          |   |  |  |   |  |  |
| (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         |   |  |   |
| <u>Class A Common Stock</u>     | <u>06/14/2021</u>                    |  | <u>M</u>                       |   | <u>905</u>  | <u>A</u>   | <u>\$0.00</u> | <u>1,810</u>  | <u>D</u>   |   |
| <u>Class A Common Stock</u>     | <u>06/16/2021</u>                    |  | <u>M</u>                       |   | <u>1,064</u>  | <u>A</u>   | <u>\$0.00</u> | <u>2,874</u>  | <u>D</u>   |   |

**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 |  |  |   |  |
| <u>Restricted Stock Units</u>              | <u>(1)</u>   | <u>06/14/2021</u>                    |  | <u>M</u>                       |   | <u>905</u>   |     | <u>(2)</u>   | <u>(2)</u>      | <u>Class A Common Stock</u>   | <u>905</u>                 | <u>\$0.00</u>                              | <u>905</u>   | <u>D</u>  |  |
| <u>Restricted Stock Units</u>              | <u>(1)</u>   | <u>06/16/2021</u>                    |  | <u>M</u>                       |   | <u>1,064</u>   |     | <u>(3)</u>   | <u>(3)</u>      | <u>Class A Common Stock</u>   | <u>1,064</u>               | <u>\$0.00</u>                              | <u>0</u>   | <u>D</u>  |  |

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 33-1/3% of the shares underlying the RSU vested on June 14, 2020, and the remaining shares underlying the RSU shall vest in 2 equal annual installments thereafter, subject to the Reporting Person's continued service with the Issuer on each such date.
- The RSUs vested in full on June 16, 2021.

**Remarks:**

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person 06/16/2021

\*\* 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.