

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001700626
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Okta, Inc.
SEC File Number 001-38044
Address of Issuer 100 First Street, Suite 600
San Francisco
CALIFORNIA
94105
Phone 888-722-7871
Name of Person for Whose Account the Securities are To Be Sold Todd McKinnon

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Director
Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Class A Common Stock	J.P. Morgan Securities LLC 390 Madison Avenue 6th Floor New York NY 10017	457561	34326226	162413965	09/20/2024	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the	Date you	Nature of	Name of	Is	Date	Amount of	Date of	Nature of
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Class	Acquired	Acquisition Transaction	Person from Whom Acquired	this a Gift?	Donor Acquired	Securities Acquired	Payment	Payment *
Class A Common Stock	07/19/2024	Option Exercise	Issuer	<input type="checkbox"/>		449066	09/20/2024	Cash
Class A Common Stock	09/15/2024	RSU Vesting	Issuer	<input type="checkbox"/>		8495	09/15/2024	Compensation

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Todd McKinnon Care of Okta, Inc. 100 First Street, Suite 600 San Francisco CA 94105	Class A Common	07/19/2024	179687	16786839.3
Todd McKinnon Care of Okta, Inc. 100 First Street, Suite 600 San Francisco CA 94105	Class A Common	07/22/2024	92729	8801481.92

144: Remarks and Signature

Remarks	Some of the shares covered by this filing are stock options that will be exercised within three months from the date of this filing.
Date of Notice	09/20/2024
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	04/15/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ J.P. Morgan Securities LLC as agent and attorney-in-fact for Todd McKinnon

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)