
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 13, 2019

Okta, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38044
(Commission
File Number)

26-4175727
(IRS Employer
Identification No.)

100 First Street, Suite 600
San Francisco, California 94105
(Address of principal executive offices) (Zip Code)

(888) 722-7871
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	OKTA	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

Effective on June 14, 2019, the Board of Directors of Okta, Inc. (the “**Company**”), upon the recommendation of the Nominating and Corporate Governance Committee, expanded the size of the Board of Directors (the “**Board**”) to ten members and appointed Robert L. Dixon, Jr. to the Board as a Class III director. Mr. Dixon will serve until the 2020 Annual Meeting of Stockholders or until his successor has been duly elected and qualified. Mr. Dixon was appointed to the Compensation Committee of the Board.

There is no arrangement or understanding between Mr. Dixon and any other persons pursuant to which Mr. Dixon was appointed as a director. Furthermore, there are no transactions between Mr. Dixon and the Company that would be required to be reported under Item 404(a) of Regulation S-K.

Mr. Dixon will participate in the Company’s standard non-employee director compensation arrangements. Under the terms of those arrangements, Mr. Dixon will receive, among other things, annual compensation of \$30,000 for his service on the Board and an initial grant of 2,715 restricted stock units that vest annually over three years.

The Company has entered into its standard form of indemnification agreement with Mr. Dixon.

A copy of the press release announcing the appointment of Mr. Dixon to the Board is attached hereto as Exhibit 99.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 13, 2019, the Company held its 2019 Annual Meeting of Stockholders (the “**Meeting**”). The Company’s stockholders voted on four proposals at the Meeting, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 2, 2019 (the “**2019 Proxy Statement**”). Holders of the Company’s Class A Common Stock were entitled to one vote for each share held as of the close of business on April 18, 2019 (the “**Record Date**”), and holders of the Company’s Class B Common Stock were entitled to ten votes for each share held as of the close of business on the Record Date. The Class A Common Stock and Class B Common Stock (the “**Common Stock**”) voted as a single class on all matters. Present at the Meeting in person or by proxy were holders of 105,525,949 shares of Class A and Class B Common Stock, together representing a total of 195,642,851 votes, or a majority of the voting power of all issued and outstanding shares of the Company’s Common Stock as of the Record Date, and constituting a quorum under the Company’s Bylaws. The final results with respect to each such proposal are set forth below:

Proposal 1 — Election of Directors.

The stockholders elected each of the three persons named below as Class II directors to serve until the 2022 annual meeting of stockholders or until their successors are duly elected and qualified. The results of such vote were:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
J. Frederic Kerrest	151,733,770	14,851,817	29,057,264
Rebecca Saeger	166,056,114	529,473	29,057,264
Michelle Wilson	151,867,589	14,717,998	29,057,264

Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm.

The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 31, 2020. The results of such vote were:

For	Against	Abstain
195,170,501	308,002	164,348

Proposal 3 — Advisory Non-Binding Vote on Compensation of Named Executive Officers.

The stockholders approved, on an advisory non-binding basis, the compensation of the Company’s named executive officers, as disclosed in the 2019 Proxy Statement. The results of such vote were:

For	Against	Abstain	Broker Non-Votes
163,386,934	2,937,294	261,359	29,057,264

Proposal 4 — Advisory Non-Binding Vote on Frequency of Future Advisory Non-Binding Votes on Compensation of Named Executive Officers.

The stockholders indicated, on an advisory non-binding basis, their preference for one year as the frequency of holding future advisory non-binding votes on the compensation of the Company's named executive officers. The results of such vote were:

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
164,985,899	95,151	1,258,612	245,925	29,057,264

Pursuant to the recommendation of the Board and consistent with the stockholders' preference, the Company plans to hold future advisory non-binding votes on the compensation of the Company's named executive officers every year. The next required advisory non-binding vote on the frequency of future advisory non-binding votes on the compensation of the Company's named executive officers will take place no later than at the Company's 2025 Annual Meeting of Stockholders.

Item 9.01 - Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated June 17, 2019, issued by Okta, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 17th day of June 2019.

OKTA, INC.

By: /s/ Jonathan T. Runyan

Name: Jonathan T. Runyan

Title: General Counsel

Okta Names Robert L. Dixon, Jr. to Board of Directors

SAN FRANCISCO — June 17, 2019 — [Okta, Inc.](#) (NASDAQ:OKTA), the leading independent provider of identity for the enterprise, announced the addition of Robert L. Dixon, Jr., former Global Chief Information Officer and Senior Vice President of PepsiCo, Inc. to its board of directors, effective June 14.

“Robert’s knowledge and expertise as CIO of one of the world’s most recognizable and successful brands will bring invaluable insight not only to Okta’s board of directors, but to our organization as a whole as we execute on our vision of enabling any organization to use any technology,” said Todd McKinnon, Chief Executive Officer and co-founder, Okta. “We put our customers first in everything we do, and Robert’s guidance will help us as we strive to make organizations of all sizes successful — from digitally transforming businesses engaging with customers online, to the world’s largest organizations evolving their IT infrastructures.”

“I am honored to be joining Okta’s board of directors,” said Robert Dixon. “We’re in a period of rapid change for the modern organization. Successfully adopting cloud technologies, investing in digital transformation initiatives, and increasing security are priorities for every business today. Identity plays a foundational role in creating efficient and effective technology systems, and Okta has the strategy and leaders in place to meet every organization’s identity needs.”

About Robert L. Dixon, Jr.

Mr. Dixon has been the owner of The RD Factor, Inc., a digital and information technology consulting business, since December 2016. Mr. Dixon served as Global Chief Information Officer and Senior Vice President of PepsiCo, Inc., a global food and beverage company, from November 2007 until April 2016 and as Senior Vice President until December 2016. Prior to joining PepsiCo, Inc., Mr. Dixon held various executive positions with The Procter & Gamble Company, a consumer household products company, since 1977, including Vice President of Global Business Services from 2005 until 2007. Mr. Dixon has served on the board of directors of Anthem, Inc., a health benefits company, since July 2011, and he has served on the board of directors of Build-A-Bear Workshop, Inc., a specialty retailer, since February 2018. Mr. Dixon is a Trustee for The Georgia Institute of Technology and serves on the President’s Advisory Board, the College of Engineering Advisory Board and the College of Computing Advisory Board. Mr. Dixon also serves on the Devo, Inc. Growth Advisory Board, a business analytics company. He previously served on the CIO Advisory Board for International Business Machines Corporation. Mr. Dixon holds a Bachelor of Science Degree in Electrical Engineering from The Georgia Institute of Technology.

Mr. Dixon brings to the Okta Board of Directors valuable technology experience and the perspective of our customers through his prior role as Global Chief Information Officer and his service on the CIO Advisory Board for another large public company.

About Okta

Okta is the leading independent provider of identity for the enterprise. The Okta Identity Cloud enables organizations to securely connect the right people to the right technologies at the right time. With over 6,000 pre-built integrations to applications and infrastructure providers, Okta customers can easily and securely use the best technologies for their business. Over 6,550 organizations, including 20th Century Fox, JetBlue, Nordstrom, Slack, Teach for America and Twilio, trust Okta to help protect the identities of their workforces and customers.

Contact

Lindsay Life
press@okta.com