
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Okta, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

26-4175727
(I.R.S. Employer
Identification No.)

301 Brannan Street
San Francisco, California
(Address of principal executive offices)

94107
(Zip Code)

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

**Title of each class
to be so registered**
Class A Common Stock, par value \$0.0001 per share

**Name of each exchange on which
each class is to be registered**
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates:
333-216654

Securities to be registered pursuant to Section 12(g) of the Act:
None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Okta, Inc. (the "**Registrant**") registers hereunder its Class A common stock, par value \$0.0001 per share (the "**Class A Common Stock**"). A description of the Registrant's Class A Common Stock is incorporated by reference herein from the information set forth under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-216654) (the "**Registration Statement**"), confidentially submitted to the Securities and Exchange Commission (the "**Commission**") on December 20, 2016 and publicly filed with the Commission on March 13, 2017, under the Securities Act of 1933, as amended (the "**Securities Act**"). The description of the Class A Common Stock included in any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

OKTA, INC.

Date: March 27, 2017

By: /s/ Todd McKinnon
Todd McKinnon
Chief Executive Officer