

| 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>HOROWITZ BENJAMIN A</u> (Last) (First) (Middle) <u>C/O OKTA, INC.</u> <u>301 BRANNAN STREET</u> (Street) <u>SAN FRANCISCO CA 94107</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [OKTA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2018</u> | |
| | 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 | 12/10/2018 | | C | | 620,195 | A | \$0.00 | 620,195 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 12/10/2018 | | S | | 184,669 | D | \$64.8522 ⁽³⁾ | 435,526 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 12/10/2018 | | S | | 184,604 | D | \$64.2329 ⁽⁴⁾ | 250,922 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 12/10/2018 | | S | | 30,727 | D | \$63.3114 ⁽⁵⁾ | 220,195 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 12/11/2018 | | S | | 1,100 | D | \$66.1851 ⁽⁶⁾ | 219,095 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 12/12/2018 | | S | | 45,135 | D | \$67.0303 ⁽⁷⁾ | 173,960 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 12/12/2018 | | S | | 173,960 | D | \$66.4539 ⁽⁸⁾ | 0 | I | By AH Parallel fund IV, L.P. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | | | | | | | | 1,712,116 | I | By Trust ⁽⁹⁾ |
| Class A Common Stock | | | | | | | | 11,765 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

**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 | | | | |
| Class B Common Stock | (10) | 12/10/2018 | | C | | | 620,195 | (10) | (10) | Class A Common Stock | 620,195 | \$0.00 ⁽¹⁰⁾ | 0 | I | By AH Parallel fund IV, L.P. |

Explanation of Responses:

- The reported securities are held by AH Parallel Fund IV, L.P., for itself and as nominee for AH Parallel Fund IV-A, L.P., AH Parallel Fund IV-B, L.P., and AH Parallel Fund IV-Q, L.P. (collectively, the "AH Parallel Fund IV Entities"). AH Equity Partners IV (Parallel), L.L.C. ("AH EP IV Parallel") is the general partner of the AH Parallel Fund IV Entities and has sole voting and investment power with regard to the securities held by the AH Parallel Fund IV Entities.
- Continued from Footnote 1) The managing members of AH EP IV Parallel are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and investment power with respect to the shares held by the AH Parallel Fund IV Entities. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of these securities 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.72 to \$64.94. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) through (8) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.73 to \$64.715.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.72 to \$63.71.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.025 to \$66.60.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.00 to \$67.21.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.00 to \$66.995.
- The reported securities are held directly by a family trust for which the Reporting Person is a trustee.
- 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 12/12/2018

** 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.