

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Kerrest Jacques Frederic</u> (Last) (First) (Middle) 100 FIRST ST, SUITE 600 (Street) SAN FRANCISCO CA 94105 (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) 06/20/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	06/20/2024		S ⁽¹⁾		1,252	D	\$86.8219 ⁽²⁾	300	D	
Class A Common Stock	06/20/2024		S ⁽¹⁾		300	D	\$87.6951 ⁽³⁾	0	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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(4)	06/20/2024		A		2,832		(5)	(5)	Class A Common Stock	\$0	2,832	D	
Employee Stock Option (Right to Buy)	\$7.17							(6)	08/27/2025	Class B Common Stock		235,953	D	
Employee Stock Option (Right to Buy)	\$8.97							(6)	07/29/2026	Class B Common Stock		988,852	D	
Employee Stock Option (Right to Buy)	\$39.21							(6)	03/21/2028	Class A Common Stock		114,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(6)	03/24/2029	Class A Common Stock		71,547	D	
Employee Stock Option (Right to Buy)	\$142.47							(6)	04/14/2030	Class A Common Stock		41,673	D	
Employee Stock Option (Right to Buy)	\$274.96							(6)	04/21/2031	Class A Common Stock		13,263	D	
Employee Stock Option (Right to Buy)	\$274.96							(6)	04/21/2031	Class A Common Stock		26,527	D	
Restricted Stock Units	(4)							(7)	(7)	Class A Common Stock		5,549	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)							(8)	(8)	Class A Common Stock	5,897		5,897	D	
Class B Common Stock	(9)							(9)	(9)	Class A Common Stock	1,139,387		1,139,387	I	By Trust
Class B Common Stock	(9)							(9)	(9)	Class A Common Stock	257,668		257,668	I	By Trust
Class B Common Stock	(9)							(9)	(9)	Class A Common Stock	129,376		129,376	I	By Trust

Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 6, 2024.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.54 to \$87.47 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the U.S. Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.55 to \$87.81 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- The RSUs vest in full on the earlier of June 20, 2025 or the date immediately prior to the Issuer's next regular annual stockholders meeting, subject to the Reporting Person's continued service to the Issuer through such vesting date.
- The shares subject to the option are fully vested and exercisable by the Reporting Person.
- 25% of the shares underlying the RSU vested on March 15, 2021, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous service with the Issuer on each such date, and subject to tolling from November 1, 2022 through October 31, 2023 per a Sabbatical Agreement between the Reporting Person and the Issuer.
- 25% of the shares underlying the RSU vested on March 15, 2022, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous service with the Issuer on each such date, and subject to tolling from November 1, 2022 through October 31, 2023 per a Sabbatical Agreement between the Reporting Person and the Issuer.
- 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 06/24/2024

** 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.

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