FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
haiina man nananan	0.5							

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 7								
Name and Address of Reporting Person* Exacts In 166						2. Issuer Name and Ticker or Trading Symbol Okta, Inc. OKTA										tionship of Reporting Person(s) to Issuer all applicable)			
Epstein Jeff						<u> </u>									Directo	Director		10% Ov	/ner
(Last)	(F	(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/19/2024								Officer below)	Officer (give title pelow)		Other (specify below)	
100 FIRST ST, SUITE 600					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
																i filed by One Reporting Person			
(Street) SAN FRANCI	C.	A	94105												Form fi Person		e than	One Repor	ting
FRANCI	isco				R	ule	10h5.	-1(c)	Trans	acti	on Indi	catio	n	-					
(City)	(City) (State) (Zip)				Rule 10b5-1(c) Transaction Indication 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.														
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		Tal	ole I - Non	ı-Deri	ivativ	e Se	curitie	s Acc	quired,	Dis	posed o	f, or B	ene	ficially	Owned				
1. Title of Security (Instr. 3) 2. Trans Date (Month/l						2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Disposed Code (Instr. 5)					5. Amour Securitie Beneficia Owned F	es (D) following d tion(s)		: Direct I	7. Nature of Indirect Beneficial Ownership		
		(Code	v	Amount	nt (A) or P		Price	Reported Transacti (Instr. 3 a		Instr. 4)						
Class A Common Stock 06/19,					19/202	9/2024			М		2,818 A		\$ <mark>0</mark>	7,492			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 D if any (Month/Day/	ate,	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactio	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	0 N 0	Amount or Number of Shares		(Instr. 4)	onia		
Restricted Stock Units	(1)	06/19/2024			M			2,818	(2)		(2)	Class A Commo Stock	on 2	2,818	\$0	0		D	
Restricted Stock Units	(1)	06/20/2024			Α		2,832		(3)		(3)	Class A Commo	on 2	2,832	\$0	2,832	2	D	

Explanation of Responses:

- 1. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 2. The RSUs vested in full on June 19, 2024.
- 3. 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.

Remarks:

/s/ Alan Smith, attorney-in-fact of the Reporting Person

06/21/2024

** 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.

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.