
**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)
January 22, 2019**

Okta, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-38044
(Commission File Number)

26-4175727
(I.R.S. Employer
Identification Number)

**100 First Street, Suite 600
San Francisco, California 94105**
(Address of principal executive offices and zip code)

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

**301 Brannan Street
San Francisco, California 94107**
(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))

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 January 22, 2019, the Board of Directors of Okta, Inc. (“Okta”), upon the recommendation of the Nominating and Corporate Governance Committee, expanded the size of the Board of Directors (the “Board”) to nine members and appointed Rebecca Saeger to the Board as a Class II director. Ms. Saeger will serve until the 2019 annual meeting of stockholders or until her successor has been duly elected and qualified. The Board expects to appoint Ms. Saeger to serve as a member of one or more committees of the Board.

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

Ms. Saeger will participate in Okta’s standard non-employee director compensation arrangements. Under the terms of those arrangements, Ms. Saeger will receive, among other things, annual compensation of \$30,000 for her service on the Board and an initial grant of 4,533 restricted stock units that vest annually over three years.

Okta has entered into its standard form of indemnification agreement with Ms. Saeger (the “Indemnification Agreement”).

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

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press release dated January 22, 2019, issued by Okta, Inc.</u>

SIGNATURE

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 22nd day of January 2019.

Okta, Inc.

By: /s/ Jonathan Runyan

Name: Jonathan Runyan

Title: General Counsel

Okta Names Becky Saeger to Board of Directors

SAN FRANCISCO — January 22, 2019 — Okta, Inc. (NASDAQ:OKTA), the leading independent provider of identity for the enterprise, announced the addition of Becky Saeger, former Chief Marketing Officer of Charles Schwab, to its board of directors, effective today.

“Becky has a proven track record as a senior executive and director of some of the world’s most innovative, ubiquitous financial services companies and brands, and we’re thrilled to have her join Okta’s board of directors,” said Todd McKinnon, Chief Executive Officer and co-founder, Okta. “Becky’s wealth of experience in marketing, financial services and technology will help us achieve our vision to enable any company to use any technology, with identity at the forefront.”

“It’s an honor to be joining Okta’s board of directors as the company brings identity mainstream,” said Becky Saeger. “Organizations in every industry, region and of every size now see identity as instrumental to their success and security. Since its founding, Okta has demonstrated the dedication, leadership and strategy necessary to meet its potential and empower its customers.”

About Becky Saeger

Ms. Saeger served as Executive Vice President at Charles Schwab from 2004 until 2011, most recently as Chief Marketing Officer. Prior to joining Charles Schwab, she was Executive Vice President, Marketing at Visa U.S.A. Before joining Visa, Ms. Saeger was Senior Vice President and head of Account Management at Foote, Cone & Belding and Senior Vice President at Ogilvy & Mather. Ms. Saeger serves on the board of E*TRADE Financial Corporation and is a member of the E*TRADE Bank board. She is an advisor to Yext, the leading digital knowledge management company. She served on the board of directors for Turn, a leading advertising technology company, and as Chair of the Association of National Advertisers (ANA). She holds a B.A. from Muhlenberg College and an M.B.A. from the Wharton School at the University of Pennsylvania. Ms. Saeger brings to the Okta Board of Directors valuable expertise in consumer and business-to-business marketing, strategic planning and brand development.

About Okta

Okta is the leading independent provider of identity for the enterprise. The Okta Identity Cloud enables organizations to both secure and manage their extended enterprise, and transform their customers’ experiences. With over 5,500 pre-built integrations to applications and infrastructure providers, Okta customers can easily and securely adopt the technologies they need to fulfill their missions. Over 5,600 organizations, including 20th Century Fox, JetBlue, Nordstrom, Slack, Teach for America and Twilio, trust Okta to securely connect their people and technology.

Contact

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