

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

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>McKinnon Todd</u> (Last) (First) (Middle) C/O OKTA, INC. 301 BRANNAN STREET (Street) SAN FRANCISCO CA 94107 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2018</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 12/24/2018 | | c ⁽¹⁾ | | 3,500 | A | \$0.00 | 3,500 | I | By Trust |
| Class A Common Stock | 12/27/2018 | | g ⁽²⁾ | V | 3,500 | D | \$0.00 | 0 | I | By Trust |

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 |
| Class B Common Stock | (1) | 12/24/2018 | | c ⁽¹⁾ | | | 3,500 | (1) | (1) | Class A Common Stock | 3,500 | \$0.00 | 5,183,906 | I | By Trust |
| Class B Common Stock | (1) | | | | | | | (1) | (1) | Class A Common Stock | 129,115 | | 129,115 | I | By Trust |
| Employee Stock Option (Right to Buy) | \$1.4 | | | | | | | (3) | 08/29/2023 | Class B Common Stock | 112,500 | | 112,500 | D | |
| Employee Stock Option (Right to Buy) | \$7.17 | | | | | | | (4) | 08/27/2025 | Class B Common Stock | 500,000 | | 500,000 | D | |
| Employee Stock Option (Right to Buy) | \$8.97 | | | | | | | (5) | 07/29/2026 | Class B Common Stock | 2,000,000 | | 2,000,000 | D | |
| Employee Stock Option (Right to Buy) | \$39.21 | | | | | | | (6) | 03/21/2028 | Class A Common Stock | 130,500 | | 130,500 | 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) | | | | 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 | (7) | | | | | | | (8) | (8) | Class A Common Stock | 56,500 | | 56,500 | D | |

Explanation of Responses:

- 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.
- The transaction reported involved a gift by the Reporting Person of 3,500 shares of Class A Common Stock to the McKinnon-Stachon Family Charitable Trust, a donor advised fund.
- The shares subject to the option are fully vested and exercisable by the Reporting Person.
- The shares subject to the option shall vest in 48 equal monthly installments commencing on August 1, 2015, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
- 20% of the shares subject to the option vested on July 29, 2017, 20% of the shares subject to the option vested on July 29, 2018, and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date. The option is early exercisable by the Reporting Person.
- 25% of the shares subject to the option shall vest on February 1, 2019, and the remaining shares subject to the option shall vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class A Common Stock.
- 25% of the shares underlying the RSU shall vest on March 15, 2019, and the remaining shares underlying the RSU shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

Remarks:

/s/ Larissa Schwartz, attorney-
in-fact of the Reporting Person 12/27/2018

** 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.

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