### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**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
   Runyan Jonathan T
   C/O OKTA, INC.
   100 FIRST ST, SUITE 600
   SAN FRANCISCO, CA 94105

2. Issuer Name and Ticker or Trading Symbol
   Okta, Inc. [ OKTA ]

3. Date of Earliest Transaction (Month/Day/Year)
   03/22/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   04/14/2030

5. Relationship of Reporting Person(s) to Issuer
   Director
   General Counsel and Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>03/22/2022</td>
<td></td>
<td>A</td>
<td>61,069 (A) 61,069 (D)</td>
<td>61,069 (A) 61,069 (D)</td>
<td>D</td>
<td>By Trust</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(2)</td>
<td>03/22/2022</td>
<td></td>
<td>A</td>
<td>61,069 (A) 61,069 (D)</td>
<td>61,069 (A) 61,069 (D)</td>
<td>Class A Common Stock</td>
<td>$0.00</td>
<td>61,069 (A) 61,069 (D)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(2)</td>
<td>07/29/2026</td>
<td></td>
<td>Class B Common Stock</td>
<td>135,000</td>
<td>Class B Common Stock</td>
<td>135,000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>(6)</td>
<td>03/21/2028</td>
<td></td>
<td>Class A Common Stock</td>
<td>52,000</td>
<td>Class A Common Stock</td>
<td>52,000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>(9)</td>
<td>04/14/2030</td>
<td></td>
<td>Class A Common Stock</td>
<td>31,255</td>
<td>Class A Common Stock</td>
<td>31,255</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>(10)</td>
<td>04/21/2031</td>
<td></td>
<td>Class A Common Stock</td>
<td>12,734</td>
<td>Class A Common Stock</td>
<td>12,734</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>(10)</td>
<td>04/21/2031</td>
<td></td>
<td>Class A Common Stock</td>
<td>101,867</td>
<td>Class A Common Stock</td>
<td>101,867</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Includes 3,643 shares of Class A Common Stock transferred to the Reporting Person's trust.

**Estimated average burden hours per response:** 0.5

**OMB Number:** 3235-0287

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**Instruction 1(b).**

**Explanation of Responses:**

1. Includes 3,643 shares of Class A Common Stock transferred to the Reporting Person's trust.
2. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.

3. 6.25% of the shares underlying the RSU shall vest on June 15, 2022, and the remaining shares underlying the RSU shall vest in 15 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.

4. 25% of the shares underlying the RSU vested on March 15, 2020, 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.

5. 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 employment with the Issuer on each such date.

6. 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 employment with the Issuer on each such date.

7. The shares subject to the option are fully vested and exercisable by the Reporting Person.

8. 25% of the shares subject to the option vested on February 1, 2020 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.

9. 25% of the shares subject to the option vested on February 1, 2021 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.

10. 25% of the shares subject to the option vested on February 1, 2022 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.

Remarks:

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person 03/24/2022

** 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).


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.