

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>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
100 FIRST ST, SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication		
(Street) SAN FRANCISCO CA 94105			<input 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.					
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/15/2024		M		2,058	A	\$0	5,747	D	
Class A Common Stock	03/15/2024		F		1,047	D	\$0	4,700	D	
Class A Common Stock	03/15/2024		M		1,850	A	\$0	6,550	D	
Class A Common Stock	03/15/2024		F		849	D	\$0	5,701	D	
Class A Common Stock	03/15/2024		M		842	A	\$0	6,543	D	
Class A Common Stock	03/15/2024		F		372	D	\$0	6,171	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
Restricted Stock Units	(1)	03/15/2024		M		2,058		(2)(3)	(2)(3)	Class A Common Stock	2,058	\$0	0	D	
Restricted Stock Units	(1)	03/15/2024		M		1,850		(2)(4)	(2)(4)	Class A Common Stock	1,850	\$0	7,399	D	
Restricted Stock Units	(1)	03/15/2024		M		842		(2)(5)	(2)(5)	Class A Common Stock	842	\$0	6,740	D	
Class B Common Stock	(6)							(6)	(6)	Class A Common Stock	1,153,387		1,153,387	I	By Trust
Class B Common Stock	(6)							(6)	(6)	Class A Common Stock	115,376		115,376	I	By Trust
Class B Common Stock	(6)							(6)	(6)	Class A Common Stock	257,668		257,668	I	By Trust
Employee Stock Option (Right to Buy)	\$3.11							(7)	08/26/2024	Class B Common Stock	12,707		12,707	D	
Employee Stock Option (Right to Buy)	\$7.17							(7)	08/27/2025	Class B Common Stock	235,953		235,953	D	
Employee Stock Option (Right to Buy)	\$8.97							(7)	07/29/2026	Class B Common Stock	988,852		988,852	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				
Employee Stock Option (Right to Buy)	\$39.21							(7)	03/21/2028	Class A Common Stock	114,000		114,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(2)(7)	03/24/2029	Class A Common Stock	71,547		71,547	D	
Employee Stock Option (Right to Buy)	\$142.47							(2)(7)	04/14/2030	Class A Common Stock	41,673		41,673	D	
Employee Stock Option (Right to Buy)	\$274.96							(2)(7)	04/21/2031	Class A Common Stock	13,263		13,263	D	
Employee Stock Option (Right to Buy)	\$274.96							(2)(7)	04/21/2031	Class A Common Stock	26,527		26,527	D	

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- As previously disclosed in the Issuer's Form 8-Ks filed with the Securities and Exchange Commission on August 31, 2022 and August 30, 2023, the Reporting Person was on sabbatical from November 1, 2022 through October 31, 2023, during which time the vesting of the Reporting Person's equity awards, including the stock options and RSUs reported in this Form 4, were tolled; however, such equity awards remained outstanding in accordance with their terms. Following the conclusion of the Reporting Person's sabbatical, the Reporting Person did not return as an employee, but continues to serve as a member of the Company's board of directors as Vice Chairman. In connection with the foregoing, the Reporting Person agreed to forfeit 76,549 stock options that are out of the money, and his remaining RSUs and stock options continue to vest in accordance with their original terms.
- The shares underlying the RSU fully vested on March 15, 2024.
- 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.
- 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.
- 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 shares subject to the option are fully vested and exercisable by the Reporting Person.

Remarks:

/s/ Larissa Schwartz, attorney-
in-fact of the Reporting Person 03/19/2024

** 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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