

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

OKTA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-

Your **Vote** Counts!

OKTA, INC.

2024 Annual Meeting of Stockholders

Vote by June 19, 2024

11:59 PM ET

OKTA, INC.
100 FIRST STREET
SUITE 600
SAN FRANCISCO, CALIFORNIA 94105



V38556-P09839

You invested in OKTA, INC. and it's time to vote!

You have the right to vote on proposals being presented at the 2024 Annual Meeting of Stockholders (the "Annual Meeting"). **This is an important notice regarding the availability of proxy materials for the Annual Meeting to be held on June 20, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and 2024 Annual Report online OR you can receive a free paper or email copy of the materials by requesting prior to June 6, 2024. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Annual Meeting*

June 20, 2024
9:00 AM PT

Virtually at:
www.virtualshareholdermeeting.com/OKTA2024

*Please check the meeting materials for any special requirements for Annual Meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming Annual Meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect three Class I directors to serve until the 2027 Annual Meeting of Stockholders or until their successors are duly elected and qualified: Nominees: 01) Emilie Choi 02) Todd McKinnon 03) Michael Stankey	✔ For All
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2025.	✔ For
3. To approve, on an advisory non-binding basis, the compensation of our named executive officers.	✔ For
NOTE: The proxies may vote in their discretion upon any other matters as may properly come before the Annual Meeting or any adjournments, continuations or postponements thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".