

OMB APPROVAL	
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**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

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>McKinnon Todd</u> <hr/> (Last) (First) (Middle) C/O OKTA, INC. 100 FIRST ST, SUITE 600 <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Okta, Inc. [ OKTA ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2020 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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) Chief Executive Officer <hr/> 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		
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**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	03/15/2020		M		1,597	A	\$0.00	5,113	D	
Class A Common Stock	03/16/2020		S <sup>(1)</sup>		869	D	\$97.6704 <sup>(2)</sup>	4,244	D	
Class A Common Stock	03/15/2020		M		3,532	A	\$0.00	7,776	D	
Class A Common Stock	03/16/2020		S <sup>(1)</sup>		1,383	D	\$97.6704 <sup>(2)</sup>	6,393	D	
Class A Common Stock	03/15/2020		M		12,722	A	\$0.00	19,115	D	
Class A Common Stock	03/16/2020		S <sup>(1)</sup>		5,970	D	\$97.6704 <sup>(2)</sup>	13,145	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	(3)	03/15/2020		A		1,597		(4)	(4)	Class A Common Stock	1,597	\$0.00	1,597	D	
Restricted Stock Units	(4)	03/15/2020		M			1,597	(4)	(4)	Class A Common Stock	1,597	\$0.00	0	D	
Restricted Stock Units	(3)	03/15/2020		M		3,532		(5)	(5)	Class A Common Stock	3,532	\$0.00	28,250	D	
Restricted Stock Units	(3)	03/15/2020		M		12,722		(6)	(6)	Class A Common Stock	12,722	\$0.00	38,164	D	
Class B Common Stock	(7)							(7)	(7)	Class A Common Stock	5,197,781		5,197,781	I	By Trust
Class B Common Stock	(7)							(7)	(7)	Class A Common Stock	128,247		128,247	I	By Trust
Employee Stock Option (Right to Buy)	\$1.4							(8)	08/29/2023	Class B Common Stock	112,500		112,500	D	
Employee Stock Option (Right to Buy)	\$7.17							(8)	08/27/2025	Class B Common Stock	486,053		486,053	D	
Employee Stock Option (Right to Buy)	\$8.97							(9)	07/29/2026	Class B Common Stock	1,798,891		1,798,891	D	
Employee Stock Option (Right to Buy)	\$39.21							(10)	03/21/2028	Class A Common Stock	87,000		87,000	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)	\$82.16							(11)	03/24/2029	Class A Common Stock	110,573		110,573	D	

**Explanation of Responses:**

- Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
- The price reported in Column 4 is a weighted average price calculated by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from \$88.67 to \$103.14, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) with regard to the block trade.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 100% of the shares underlying the RSU vested on March 15, 2020.
- 25% of the shares underlying the RSU vested 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.
- 25% of the shares underlying the RSU shall vest 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.
- 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.
- 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 vested 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.
- 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.

**Remarks:**

/s/ Larissa Schwartz, attorney-in-fact of the Reporting Person      03/18/2020

\*\* 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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