

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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) <u>C/O OKTA, INC.</u> <u>100 FIRST ST, SUITE 600</u> _____ (Street) <u>SAN FRANCISCO CA 94105</u> _____ (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>04/09/2020</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	04/09/2020		C <sup>(1)</sup>		15,000	A	\$0.00	15,000	I	By Trust
Class A Common Stock	04/13/2020		G <sup>(2)</sup>	V	15,000	D	\$0.00	0	I	By Trust
Class A Common Stock								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
Class B Common Stock	(1)	04/09/2020		C <sup>(1)</sup>			15,000	(1)	(1)	Class A Common Stock	15,000	\$0.00	5,182,781	I	By Trust
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	128,247		128,247	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							(3)	08/27/2025	Class B Common Stock	486,053		486,053	D	
Employee Stock Option (Right to Buy)	\$8.97							(4)	07/29/2026	Class B Common Stock	1,798,891		1,798,891	D	
Employee Stock Option (Right to Buy)	\$39.21							(5)	03/21/2028	Class A Common Stock	87,000		87,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(6)	03/24/2029	Class A Common Stock	110,573		110,573	D	
Restricted Stock Units	(7)							(8)	(8)	Class A Common Stock	28,250		28,250	D	
Restricted Stock Units	(7)							(9)	(9)	Class A Common Stock	38,164		38,164	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 15,000 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.
- 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.

5. 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.

6. 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.

7. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.

8. 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.

9. 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.

**Remarks:**

/s/ Larissa Schwartz, attorney-  
in-fact of the Reporting Person      04/13/2020

\*\* 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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