

**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Schwartz Larissa</u>  (Last) (First) (Middle) 100 FIRST STREET, SUITE 600  (Street) SAN FRANCISCO CA 94105  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2024	
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	09/15/2024		M		104	A	\$0	27,118	D	
Class A Common Stock	09/15/2024		F		53	D	\$0	27,065	D	
Class A Common Stock	09/15/2024		M		169	A	\$0	27,234	D	
Class A Common Stock	09/15/2024		F		86	D	\$0	27,148	D	
Class A Common Stock	09/15/2024		M		316	A	\$0	27,464	D	
Class A Common Stock	09/15/2024		F		161	D	\$0	27,303	D	
Class A Common Stock	09/15/2024		M		108	A	\$0	27,411	D	
Class A Common Stock	09/15/2024		F		55	D	\$0	27,356	D	
Class A Common Stock	09/15/2024		M		4,446	A	\$0	31,802	D	
Class A Common Stock	09/15/2024		F		2,254	D	\$0	29,548	D	
Class A Common Stock	09/15/2024		M		1,937	A	\$0	31,485	D	
Class A Common Stock	09/15/2024		F		982	D	\$0	30,503	D	
Class A Common Stock	09/16/2024		S <sup>(1)</sup>		2,790	D	\$74.01	27,713	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					
Restricted Stock Units	(2)	09/15/2024		M			104	(3)	(3)	Class A Common Stock	\$0	104	D	
Restricted Stock Units	(2)	09/15/2024		M			169	(4)	(4)	Class A Common Stock	\$0	337	D	
Restricted Stock Units	(2)	09/15/2024		M			316	(5)	(5)	Class A Common Stock	\$0	1,580	D	
Restricted Stock Units	(2)	09/15/2024		M			108	(6)	(6)	Class A Common Stock	\$0	649	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				
Restricted Stock Units	(2)	09/15/2024		M			4,446	(7)	(7)	Class A Common Stock	4,446	\$0	26,672	D	
Restricted Stock Units	(2)	09/15/2024		M			1,937	(8)	(8)	Class A Common Stock	1,937	\$0	19,367	D	
Employee Stock Option (Right to Buy)	\$8.62							(9)	12/16/2025	Class B Common Stock	14,167		14,167	D	
Employee Stock Option (Right to Buy)	\$8.73							(9)	06/01/2026	Class B Common Stock	9,000		9,000	D	
Employee Stock Option (Right to Buy)	\$11.36							(9)	03/05/2027	Class B Common Stock	5,000		5,000	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on April 11, 2024.
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 6.25% of the shares underlying the RSU vested on March 15, 2021, 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.
- 6.25% of the shares underlying the RSU vested on June 15, 2021, 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.
- 6.25% of the shares underlying the RSU vested on March 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.
- 6.25% of the shares underlying the RSU vested 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.
- 8.33% of the shares underlying the RSU vested on June 15, 2023, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- 8.33% of the shares underlying the RSU vested on June 15, 2024, and the remaining shares underlying the RSU shall vest in 11 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
- The shares subject to the option are fully vested and exercisable by the Reporting Person.

**Remarks:**

Chief Legal Officer and Corporate Secretary

/s/ Alan Smith, attorney-in-fact 09/17/2024  
of the Reporting Person

\*\* 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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