

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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

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

1. Name and Address of Reporting Person* <u>Greylock XIII GP LLC</u> (Last) (First) (Middle) <u>2550 SAND HILL ROAD, SUITE 200</u> (Street) <u>MENLO PARK CA 94025</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2017</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			
Common Stock ⁽¹⁾	04/12/2017		C		12,255,309	A	\$0.00	12,255,309 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Common Stock ⁽¹⁾	04/12/2017		C		1,103,342	A	\$0.00	1,103,342 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Common Stock ⁽¹⁾	04/12/2017		J ⁽¹⁾		12,255,309	D	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Common Stock ⁽¹⁾	04/12/2017		J ⁽¹⁾		1,103,342	D	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾

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				
Series A Preferred Stock	⁽²⁾	04/12/2017		C			4,929,790	⁽²⁾	⁽²⁾	Common Stock	4,929,790	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Series A Preferred Stock	⁽²⁾	04/12/2017		C			443,829	⁽²⁾	⁽²⁾	Common Stock	443,829	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Series B Preferred Stock	⁽³⁾	04/12/2017		C			2,877,993	⁽³⁾	⁽³⁾	Common Stock	2,877,993	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Series B Preferred Stock	⁽³⁾	04/12/2017		C			259,105	⁽³⁾	⁽³⁾	Common Stock	259,105	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Series C Preferred Stock	⁽⁴⁾	04/12/2017		C			1,245,772	⁽⁴⁾	⁽⁴⁾	Common Stock	1,245,772	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾

**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				
Series C Preferred Stock	(4)	04/12/2017		C			112,156	(4)	(4)	Common Stock	112,156	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Series D Preferred Stock	(5)	04/12/2017		C			1,158,939	(5)	(5)	Common Stock	1,158,939	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Series D Preferred Stock	(5)	04/12/2017		C			104,338	(5)	(5)	Common Stock	104,338	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Series E Preferred Stock	(6)	04/12/2017		C			949,734	(6)	(6)	Common Stock	949,734	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Series E Preferred Stock	(6)	04/12/2017		C			85,504	(6)	(6)	Common Stock	85,504	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Series F Preferred Stock	(7)	04/12/2017		C			1,093,081	(7)	(7)	Common Stock	1,093,081	\$0.00	0	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Series F Preferred Stock	(7)	04/12/2017		C			98,410	(7)	(7)	Common Stock	98,410	\$0.00	0	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾
Class B Common Stock	(10)	04/12/2017		J ⁽¹⁾		12,255,309		(9)	(9)	Class A Common Stock	12,255,309	\$0.00	12,255,309	I	By Greylock XIII Limited Partnership ⁽⁸⁾
Class B Common Stock	(10)	04/12/2017		J ⁽¹⁾		1,103,342		(9)	(9)	Class A Common Stock	1,103,342	\$0.00	1,103,342	I	By Greylock XIII-A Limited Partnership ⁽⁹⁾

1. Name and Address of Reporting Person*

[Greylock XIII GP LLC](#)

(Last) (First) (Middle)

2550 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Greylock XIII Limited Partnership](#)

(Last) (First) (Middle)

2550 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Greylock XIII-A Limited Partnership

(Last) (First) (Middle)

2550 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
2. The Series A Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
3. The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
4. The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
5. The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
6. The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
7. The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
8. The shares are held directly by Greylock XIII Limited Partnership ("Greylock XIII LP"). Greylock XIII GP Limited Liability Company ("Greylock XIII GP") is the sole General Partner of Greylock XIII LP and may be deemed to share voting and dispositive power with respect to the shares held by Greylock XIII LP. Greylock XIII GP disclaims beneficial ownership of the securities held by Greylock XIII LP except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission by Greylock XIII GP of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
9. The shares are held directly by Greylock XIII-A Limited Partnership ("Greylock XIII-A LP"). Greylock XIII GP Limited Liability Company ("Greylock XIII GP") is the sole General Partner of Greylock XIII-A LP and may be deemed to share voting and dispositive power with respect to the shares held by Greylock XIII-A LP. Greylock XIII GP disclaims beneficial ownership of the securities held by Greylock XIII LP except to the extent of any pecuniary interest therein and the inclusion of these securities in this report shall not be deemed an admission by Greylock XIII GP of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
10. 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.

Remarks:

/s/ Donald A. Sullivan, as
Administrative Partner of 04/12/2017
Greylock XIII GP LLC

/s/ Donald A. Sullivan, as
Administrative Partner of
Greylock XIII GP LLC, the 04/12/2017
general partner of Greylock
XIII Limited Partnership

/s/ Donald A. Sullivan, as
Administrative Partner of
Greylock XIII GP LLC, the 04/12/2017
general partner of Greylock
XIII-A Limited Partnership

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.