FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

vvasnington, D.C. 200

Okta, Inc. [OKTA]

STATEMENT	OF CHANGES IN BENEFICIAL	OWNERSHIP

2. Issuer Name ${\bf and}\ {\sf Ticker}\ {\sf or}\ {\sf Trading}\ {\sf Symbol}$

OMB APPRO	DVAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

10% Owner

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director

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*

Kerrest Jacques Frederic

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) C/O OKTA, INC. 100 FIRST ST, SUITE 600						3. Date of Earliest Transaction (Month/Day/Year) 02/10/2022									X Officer (give title below) See Remarks Other (specify below)				
(Street) SAN FRANCISCO CA 94105							endmer	nt, Date	e of Orig	jinal F	Filed (Month/		6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicab Form filed by One Reporting Person Form filed by More than One Reporting Person				n	
(City)	(S	State)	(Zip)																
		Та	ıble I -	Non-De	rivati	ve Se	curit	ties A	cquir	ed,	Disposed	of, or E	Benefic	ially (Owned				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Ye		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Dis Of (D) (Instr. 3, 4 and 5)			Securit Benefic		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(11150.4)
Class A	Common St	ock		02/10/	2022				G		9,785	D	\$0.00		7,	592		D	
Class A	Common St	ock		02/10/	2022				G		9,785	A	\$0.00		9,	785		I	By Trust
Class A	Common St	ock		02/10/2022					S ⁽¹⁾		8,800	D	\$200.419(2)		9	85		I	By Trust
Class A	Common St	ock		02/10/	2022				S ⁽¹⁾		985	D	\$201.1	481 ⁽³⁾		0		I	By Trust
Class A	Common St	ock		02/10/	2022				C ⁽⁴⁾		525	A	\$0.	00	5	25		I	By Trust
Class A	Common St	ock		02/10/2022					S ⁽¹⁾		525	D	D \$200			0		I	By Trust
Class A Common Stock				02/10/	02/10/2022				C ⁽⁴⁾		1,764	A	\$0.	00	1,	764		I	By Trust
Class A Common Stock				02/10/	2/10/2022				S ⁽¹⁾		1,764	D	\$200.0	169 ⁽⁵⁾	0			I	By Trust
			Table								isposed o				wned				
Security or Exercise (Month/Day/Year) if any		ion Date, Transa		nsaction de (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable Expiration Date (Month/Day/Year)			7. Title and Amour Securities Underly Derivative Securit (Instr. 3 and 4)			B. Price of Derivative			10. Ownership	11. Nature of Indirect			
(msu. 3)	Derivative	(Montal Day) Tear)		Day/Year)		(Instr.	Derive Secur Acqui (A) or Dispo of (D) (Instr.	rities iired r osed) 1. 3, 4				Derivative	e Security nd 4)		Security Instr. 5)	Securities Beneficia Owned Following Reported Transacti	s Illy I	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
(msu. 3)	Derivative	(Montal Day) Tear)		Day/Year)		(Instr.	Deriving Securion Acquired (A) or Disposof (D) (Instrand 5	rities iired r osed) 1. 3, 4		/Day/\		Derivative	e Security	or	Security	Securities Beneficia Owned Following Reported Transacti	s Illy I	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
Class B Common Stock	Derivative	02/10/2022		Day/Year)	8)		Deriving Securion Acquired (A) or Disposof (D) (Instrand 5	rities lired r osed) . 3, 4	(Month)	/Day/\	fear)	Derivative (Instr. 3 a	e Security nd 4) Amount Number	or of	Security	Securities Beneficia Owned Following Reported Transacti	s Illy J on(s)	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
Class B Common	Derivative Security			Day/Year)	8)		Derive Securial Acqui (A) or Dispo of (D) (Instr. and 5	rities ired r osed) c. 3, 4 5)	Date Exercis	/Day/\	Expiration Date	Derivative (Instr. 3 a	Amount Number Shares	or of	Security Instr. 5)	Securities Beneficia Owned Following Reported Transacti (Instr. 4)	s illy J on(s)	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
Class B Common Stock Class B Common	Derivative Security	02/10/2022		Day/Year)	Code		Derive Securial Acqui (A) or Dispo of (D) (Instr. and 5	rities iired r obsed) 1. 3, 4 5) (D)	Date Exercis	/Day/\	Expiration Date	Title Class A Common Stock Class A Common	Amount Number Shares	or of	security (instr. 5)	Securities Beneficia Owned Following Reported Transacti (Instr. 4)	s Illy J on(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Class B Common Stock Class B Common Stock	Derivative Security (4)	02/10/2022		Day/Year)	Code		Derive Securial Acqui (A) or Dispo of (D) (Instr. and 5	rities iired r obsed) 1. 3, 4 5) (D)	Date Exercis	/Day/\	Expiration Date (4)	Title Class A Common Stock Class A Common	Amount Number Shares 525	or of 4	security (instr. 5)	Securities Beneficia Owned Following Reported Transacti (Instr. 4)	6 6 658	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4) By Trust
Class B Common Stock Class B Common Stock Class B Common Stock Employee Stock Option (Right to	(4)	02/10/2022		Day/Year)	Code		Derive Securial Acqui (A) or Dispo of (D) (Instr. and 5	rities iired r obsed) 1. 3, 4 5) (D)	Date Exercis (4) (4)	sable	Expiration Date (4) (4)	Title Class A Common Stock Class A Common Stock Class A Common Stock Class B Common	Amount Number Shares 525 1,766 1,183,3	or of 4	security (instr. 5)	Securities Beneficia Owned Following Reported Transacti (Instr. 4) 86,47 257,76	6 6 68 22	Form: Direct (D) Or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4) By Trust
Class B Common Stock Class B Common Stock Class B Common Stock Employee Stock Option (Right to Buy) Employee Stock Option (Right to Buy)	(4) (4) (4) (4)	02/10/2022		Day/Year)	Code		Derive Securial Acqui (A) or Dispo of (D) (Instr. and 5	rities iired r obsed) 1. 3, 4 5) (D)	Date Exercis (4) (4) (6)	sable .	Expiration Date (4) (4) (4) (8) (8) (9) (9) (9) (1)	Title Class A Common Stock Class A Common Stock Class B Common Stock Class B Common	Amount Number Shares 525 1,766 1,183,3	or of 4	security (instr. 5)	Securities Beneficia Owned Following Reported Transacti (Instr. 4) 86,47 257,76 1,183,5	s silly J oon(s) 6 6 2 2	Form: Direct (D) Or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4) By Trust

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.				6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$39.21							(6)	03/21/2028	Class A Common Stock	114,000		114,000	D	
Employee Stock Option (Right to Buy)	\$82.16							(7)	03/24/2029	Class A Common Stock	71,547		71,547	D	
Employee Stock Option (Right to Buy)	\$142.47							(8)	04/14/2030	Class A Common Stock	62,511		62,511	D	
Employee Stock Option (Right to Buy)	\$274.96							(9)	04/21/2031	Class A Common Stock	31,834		31,834	D	
Employee Stock Option (Right to Buy)	\$274.96							(9)	04/21/2031	Class A Common Stock	63,667		63,667	D	
Restricted Stock Units	(10)							(11)	(11)	Class A Common Stock	3,088		3,088	D	
Restricted Stock Units	(10)							(12)	(12)	Class A Common Stock	10,290		10,290	D	
Restricted Stock Units	(10)							(13)	(13)	Class A Common Stock	16,647		16,647	D	
Restricted Stock Units	(10)							(14)	(14)	Class A Common Stock	13,479		13,479	D	

Explanation of Responses:

- 1. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- 2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$200.00 to \$200.98 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
- 3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$201.01 to \$201.20 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
- 4. 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.
- 5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$200.00 to \$200.22 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to 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.
- 6. The shares subject to the option are fully vested and exercisable by the Reporting Person.
- 7. 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 through each vesting date.
- 8. 25% of the shares subject to the option vested on February 1, 2021 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 through each vesting date.
- 9. 25% of the shares subject to the option vested on February 1, 2022 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 through each vesting date.
- 10. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Issuer's Class A Common Stock.
- 11. 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.
- 12. 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.
- 13. 25% of the shares underlying the RSU vested on March 15, 2021, 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.
- 14. 25% of the shares underlying the RSU shall vest on March 15, 2022, 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:

Executive Vice Chairperson of the Board and Chief Operating Officer

/s/ Larissa Schwartz, attorneyin-fact of the Reporting Person

02/14/2022

** 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.