

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>Tighe Brett</u>  (Last) (First) (Middle) C/O OKTA, INC. 100 FIRST ST, 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 _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2022</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								30,834	D	
Class A Common Stock								1,250	I	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. 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	(1)	03/22/2022		A		73,282		(2)	(2)	Class A Common Stock	\$0.00	73,282	D	
Restricted Stock Units	(1)							(3)	(3)	Class A Common Stock		761	D	
Restricted Stock Units	(1)							(4)	(4)	Class A Common Stock		2,333	D	
Restricted Stock Units	(1)							(5)	(5)	Class A Common Stock		2,716	D	
Restricted Stock Units	(1)							(6)	(6)	Class A Common Stock		4,565	D	
Restricted Stock Units	(1)							(7)	(7)	Class A Common Stock		2,427	D	
Restricted Stock Units	(1)							(8)	(8)	Class A Common Stock		4,354	D	
Employee Stock Option (Right to Buy)	\$3.92							(9)	04/20/2025	Class B Common Stock		25,500	D	
Employee Stock Option (Right to Buy)	\$8.73							(9)	06/01/2026	Class B Common Stock		23,546	D	
Employee Stock Option (Right to Buy)	\$9.74							(9)	01/22/2027	Class B Common Stock		20,000	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class A Common Stock.
- 6.25% of the shares underlying the RSU shall vest 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.

3. 25% of the shares underlying the RSU vested on June 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.
4. 25% of the shares underlying the RSU vested on June 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.
5. 6.25% of the shares underlying the RSU vested on September 15, 2020, 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. 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.
7. 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.
8. 25% of the shares underlying the RSU vested on September 15, 2021, and the remaining shares underlying the RSU shall vest in 3 equal quarterly installments thereafter, subject to the Reporting Person's continuous employment with the Issuer on each such date.
9. The shares subject to the option are fully vested and exercisable by the Reporting Person.

**Remarks:**

Larissa Schwartz, attorney-in-  
fact of the Reporting Person      03/24/2022

\*\* 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.

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