

Okta, Inc.
301 Brannan Street
San Francisco, California 94107

VIA EDGAR

April 4, 2017

Ivan Griswold
Staff Attorney
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549

**Re: Okta, Inc.
Acceleration Request for Registration Statement on Form S-1
File No. 333-216654**

Dear Mr. Griswold:

Pursuant to Rule 461 under the Securities Act of 1933, as amended (the "Act"), Okta, Inc. (the "Company") hereby requests that the effective date and time of the above-referenced registration statement (the "Registration Statement") be accelerated to April 6, 2017, at 4:00 p.m., Eastern Time, or at such later time as the Company or its counsel may orally request via telephone call to the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the "Commission"). In making this acceleration request, the Company acknowledges that it is aware of its responsibilities under the Act. Once the Registration Statement is effective, please orally confirm the event with our counsel, Goodwin Procter LLP, by calling Richard A. Kline at (650) 752-3139. We also respectfully request that a copy of the written order from the Commission verifying the effective time and date of the Registration Statement be sent to our counsel, Goodwin Procter LLP, Attention: Richard A. Kline, rkline@goodwinlaw.com.

Under separate cover, Goldman, Sachs & Co. and J.P. Morgan Securities LLC, as representatives of the underwriters, will send the Commission a letter joining in this request for acceleration of the effective date. The representatives will also provide you with information with respect to clearance from the Financial Industry Regulatory Authority prior to the effective date.

[signature page follows]

If you have any questions regarding this request, please contact Richard A. Kline of Goodwin Procter LLP at (650) 752-3139.

Sincerely,

OKTA, INC.

/s/ William E. Losch

William E. Losch

Chief Financial Officer

cc: Jonathan Runyan, *Okta, Inc.*
Sarah Axtell, *Goodwin Procter LLP*
Dianne Glynn, *Ernst & Young LLP*
Tony Jeffries, *Wilson Sonsini Goodrich & Rosati, PC*