

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK0001700842

Filer CCCXXXXXXXX

Is this a LIVE or TEST Filing?

☒ LIVE☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

SEC File Number

Address of Issuer

Phone

Name of Person for Whose Account the Securities are To Be Sold

Relationship to Issuer

Okta, Inc.
001-38044
100 First Street
Suite 600
San Francisco
CALIFORNIA
94105
1-888-722-7871
Jacques F Kerrest
Director

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Class A Common Stock	Goldman Sachs & Co. LLC 200 West Street New York NY 10282	101571	9050991.81	160950261	06/10/2024	NASD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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		Transaction	Whom Acquired	a Gift?	Acquired	Acquired	
Class A Common Stock	08/27/2014	Acquired as compensation -- Stock Options	Okta, Inc.	<input type="checkbox"/>	12707	08/27/2014	Compensation -- Cashless exercise / same-day sale
Class A Common Stock	08/01/2015	Acquired as compensation -- Stock Options	Okta, Inc	<input type="checkbox"/>	82482	08/01/2015	Compensation -- Cashless exercise / same-day sale
Class A Common Stock	03/15/2023	Acquired as compensation -- Restricted Stock Units	Okta, Inc	<input type="checkbox"/>	601	03/15/2023	Compensation
Class A Common Stock	12/15/2023	Acquired as compensation -- Restricted Stock Units	Okta, Inc	<input type="checkbox"/>	3088	12/15/2023	Compensation
Class A Common Stock	06/15/2024	Acquired as compensation -- Restricted Stock Units	Okta, Inc.	<input type="checkbox"/>	2693	06/15/2024	Compensation

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report ☒

144: Remarks and Signature

Remarks	The sales of shares set forth herein are made in connection with a selling plan dated March 6, 2024 that is intended to comply with Rule 10b5-1(c).
Date of Notice	06/10/2024
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	03/06/2024
ATTENTION:	

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature Goldman Sachs & Co. LLC on behalf of Jacques F Kerrest

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)