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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (date of earliest event reported)**  
December 13, 2018

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**Okta, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-38044**  
(Commission  
File Number)

**26-4175727**  
(I.R.S. Employer  
Identification Number)

**301 Brannan Street**  
**San Francisco, California 94107**  
(Address of principal executive offices and zip code)

**(888) 722-7871**  
(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Appointment of New Director***

On December 13, 2018, the Board of Directors of Okta, Inc. (“Okta”), upon the recommendation of the Nominating and Corporate Governance Committee, expanded the size of the Board of Directors (the “Board”) to eight members and appointed Shellye Archambeau to the Board as a Class III director, effective December 13, 2018. Ms. Archambeau will serve until the 2020 annual meeting of stockholders or until her successor has been duly elected and qualified. The Board expects to appoint Ms. Archambeau to serve as a member of one or more committees of the Board.

There is no arrangement or understanding between Ms. Archambeau and any other persons pursuant to which Ms. Archambeau was appointed as a director. Furthermore, there are no transactions between Ms. Archambeau and Okta that would be required to be reported under Item 404(a) of Regulation S-K.

Ms. Archambeau will participate in Okta’s standard non-employee director compensation arrangements. Under the terms of those arrangements, Ms. Archambeau will receive, among other things, annual compensation of \$30,000 for her service on the Board and an initial grant of 5,203 restricted stock units that vest annually over three years.

Okta has entered into its standard form of indemnification agreement with Ms. Archambeau (the “Indemnification Agreement”).

A copy of the press release announcing the appointment of Ms. Archambeau to the Board is attached hereto as Exhibit 99.1.

**Item 9.01 - Financial Statements and Exhibits**

***(d) Exhibits***

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release dated December 13, 2018, issued by Okta, Inc.</a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 13th day of December 2018.

**Okta, Inc.**

**By:** /s/ Jonathan Runyan

**Name:** Jonathan Runyan

**Title:** General Counsel

### Okta Names Shellye Archambeau to Board of Directors

**SAN FRANCISCO — December 13, 2018** — Okta, Inc. (NASDAQ:OKTA), the leading independent provider of identity for the enterprise, announced the addition of Shellye Archambeau, former Chief Executive Officer of MetricStream, Inc., to its board of directors, effective today.

“Shellye is an accomplished leader, and we’re honored to bring her extensive experience in technology to Okta’s board of directors,” said Todd McKinnon, Chief Executive Officer and co-founder, Okta. “Our mission is to enable any organization to use any technology, and Shellye’s expertise developing and marketing technology solutions will support our drive to continuously innovate and scale.”

“I am honored to serve on Okta’s board of directors,” said Shellye Archambeau. “Today, identity is essential to the success of every organization, and Okta has the team and strategy to continue to grow and thrive.”

#### **About Shellye Archambeau**

Ms. Archambeau is the former Chief Executive Officer of MetricStream, Inc., a leading provider of governance, risk, compliance and quality management solutions to corporations across diverse industries. She served in this role from 2002 until 2018. Prior to that, Ms. Archambeau served as Chief Marketing Officer and Executive Vice President of Sales for Loudcloud, Inc., Chief Marketing Officer of NorthPoint Communications, and President of Blockbuster Inc.’s e-commerce division. Before she joined Blockbuster, she held domestic and international executive positions during a 15-year career at IBM. Ms. Archambeau has served on the board of Nordstrom, Inc. since 2015, been a director of Verizon, Inc. since December 2013, served on the board of Roper Technologies since April 2018, and in the past five years, she has served on the board of Arbitron, Inc. Ms. Archambeau brings to the Okta Board of Directors valuable knowledge of technology, digital media and communications platforms.

#### **About Okta**

Okta is the leading independent provider of identity for the enterprise. The Okta Identity Cloud enables organizations to both secure and manage their extended enterprise, and transform their customers’ experiences. With over 5,500 pre-built integrations to applications and infrastructure providers, Okta customers can easily and securely adopt the technologies they need to fulfill their missions. Over 5,600 organizations, including 20th Century Fox, JetBlue, Nordstrom, Slack, Teach for America and Twilio, trust Okta to securely connect their people and technology.

#### **Contact**

Jenna Kozel King  
[press@okta.com](mailto:press@okta.com)