SEC Form	14
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burde	n
hours per response:	0.5

1. Name and Address <u>SC US (TTGE</u>	1 0	1*	2. Issuer Name and Ticker or Trading Symbol Okta, Inc. [OKTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) 2800 SAND HIL	(First) L ROAD, SUITE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2018	Officer (give title Other (specify below) below)
(Street) MENLO PARK (City)	CA (State)	94025 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person

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. Transa Code (8)	iction Instr.	4. Securities A Disposed Of (D	cquired ()) (Instr. 3	A) or 8, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	01/02/2018		С		2,071,223	A	\$0.00	2,071,223	I	By SC US GF V Holdings, Ltd. ⁽²⁾
Class A Common Stock	01/02/2018		С		1,318,174	A	\$0.00	1,318,174	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾
Class A Common Stock	01/02/2018		С		66,026	A	\$0.00	66,026	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾
Class A Common Stock	01/02/2018		J ⁽¹⁾		2,071,223	D	\$0.00	0	I	By SC US GF V Holdings, Ltd. ⁽²⁾
Class A Common Stock	01/02/2018		J ⁽¹⁾		1,318,174	D	\$0.00	0	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾
Class A Common Stock	01/02/2018		J ⁽¹⁾		66,026	D	\$0.00	0	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. ⁽²⁾
Class A Common Stock	01/04/2018		С		2,071,223	A	\$0.00	2,071,223	I	By SC US GF V Holdings, Ltd. ⁽²⁾

		T	able I - No	n-Deriva	ative S	Secu	irities Ac	quired	, Dis	posed	of, or	Ben	eficially	Owned				
1. Title of S	Security (Ins	tr. 3)		2. Transad Date (Month/Da		Exe if ar	Deemed cution Date, iy nth/Day/Year	3. Transa Code () 8)	action (Instr.	4. Securi Disposed	ities Aco d Of (D)	quired (Instr	l (A) or . 3, 4 and 5)	5. Amount Securities Beneficiall Owned Fo	у	6. Ownership Form: Direct (D) or Indirec (I) (Instr. 4)	t Bo O	Nature of direct eneficial wnership
								Code	v	Amount		(A) or (D)	Price	Reported Transactio (Instr. 3 an			(1)	nstr. 4)
Class A C	Common St	ock		01/04/	2018			С		1,318,	174	A	\$0.00	1,318	,174	I	C U G F	equoia apital J.S. Growth und VI, .P. ⁽²⁾
Class A C	Common St	ock		01/04/	2018			С		66,02	26	A	\$0.00	66,0)26	Ι	C U G V P F	equoia apital J.S. Frowth
Class A C	Common St	ock		01/04/	2018			J ⁽¹⁾		2,071,	223	D	\$0.00	0		I	U H	by SC JS GF V Ioldings, td. ⁽²⁾
Class A C	Common St	ock		01/04/	2018			J ⁽¹⁾		1,318,	174	D	\$0.00	0		Ι	C U G F	equoia Gapital J.S. Growth und VI, P. ⁽²⁾
Class A C	Common St	ock		01/04/	2018			J ⁽¹⁾		66,02	26	D	\$0.00	0		I	C U G V P F	equoia Capital U.S. Growth
			Table II -	Derivat	ive Se	ecuri alls.	ities Acq warrants	uired, I	Disp ns. (osed of	, or B ible s	Bene ecui	ficially O	wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Dat if any (Month/Day/Ye	te, 4. Code	action (Instr.	5. N Deri Sec Acq or D	umber of ivative urities uired (A) Disposed of (Instr. 3, 4		xercis	able and	7. Title Secur	e and rities L ative S	Amount of Inderlying Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securitie Beneficia Owned Following Reported	e Owne s Form: ally Direct or Ind g (I) (Ins	(D) irect	11. Nature of Indirec Beneficial Ownershi (Instr. 4)
				Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	I I	Amount or Number of Shares		Transacti (Instr. 4)	ion(s)		
Class B Common Stock	(3)	01/02/2018		С			2,071,223	(3)		(3)	Class Comn Stoc	non	2,071,223	\$0.00	6,213,6	670 1		By SC US GF V Holdings, Ltd. ⁽²⁾
Class B Common Stock	(3)	01/02/2018		С			1,318,174	(3)		(3)	Class Comn Stoc	non	1,318,174	\$0.00	3,954,5	520 1		By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾

SLOCK								Slock					Ltd. ⁽²⁾
Class B Common Stock	(3)	01/02/2018	С		1,318,174	(3)	(3)	Class A Common Stock	1,318,174	\$0.00	3,954,520	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾
Class B Common Stock	(3)	01/02/2018	С		66,026	(3)	(3)	Class A Common Stock	66,026	\$0.00	198,080	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. (2)
Class B Common Stock	(3)	01/04/2018	С		2,071,223	(3)	(3)	Class A Common Stock	2,071,223	\$0.00	4,142,447	I	By SC US GF V Holdings, Ltd. ⁽²⁾
Class B Common Stock	(3)	01/04/2018	С		1,318,174	(3)	(3)	Class A Common Stock	1,318,174	\$0.00	2,636,346	I	By Sequoia Capital U.S. Growth Fund VI, L.P. ⁽²⁾

			Table II - De (e.e					uired, Dis s, options,				wned			
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. Transa Code 8)		Deriv Secu Acqu or Di	Imber of vative Irities Jired (A) sposed of nstr. 3, 4 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title an Securities Derivative (Instr. 3 ai		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B Common Stock	(3)	01/04/2018		С			66,026	(3)	(3)	Class A Common Stock	66,026	\$0.00	132,054	I	By Sequoia Capital U.S. Growth VI Principals Fund, L.P. (2)
	nd Address of (TTGP),	Reporting Person [*]													
(Last) 2800 SA	ND HILL I	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												
		Reporting Person [*] Didings, Ltd.													
(Last) 2800 SA	ND HILL I	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												
SEQUO	DIA CAP	Reporting Person [*] ITAL U.S. G UND, L.P.													
(Last) 2800 SA	ND HILL I	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												
		Reporting Person [*] ITAL U.S. G		ND \	<u>/I</u> ,										
(Last) 2800 SA	ND HILL I	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												
		Reporting Person [*] TH VI MAN		<u>L.P.</u>											
(Last) 2800 SA	ND HILL I	(First) ROAD, SUITE 1	(Middle)												
(Street) MENLO	PARK	СА	94025												
(City)		(State)	(Zip)												

1. Name and Address of <u>SCGF V Manag</u>		
(Last) 2800 SAND HILL	(First) ROAD, SUITE 101	(Middle)
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of <u>SEQUOIA CA</u>	of Reporting Person [*] PITAL USGF PRI	NCIPALS FUND
(Last) 2800 SAND HILL	(First) ROAD, SUITE 101	(Middle)
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)
1. Name and Address of SEQUOIA CA	of Reporting Person [*] PITAL U.S. GRO	WTH FUND V,
(Last) 2800 SAND HILL	(First) ROAD, SUITE 101	(Middle)
(Street) MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents a distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members. 2. SC US (TTGP), Ltd. is the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VI, L.P. and Sequoia Capital U.S. Growth VI Principals Fund, L.P. Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. together own 100% of the outstanding shares held by SC US GF V Holdings, Ltd. SC US (TTGP), Ltd. is the general partner of SCGF V Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital U.S. Growth Fund V, L.P. and Sequoia Capital USGF Principals Fund V, L.P. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

3. 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.

Remarks:

* /s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SC U.S. Growth VI Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth VI Principals Fund, L.P. ** /s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd., which is the general partner of SC US (TGP), Ltd., Schward, LtP., which is the general partner of SC US (TGP), Ltd., which is the general partner of SC US (TGP), Ltd., Schward, LtP., and Sequoia Capital USGF Principals Fund V, L.P., which together own 100% of the outstanding shares of SC US (TGP) Vholdings, Lt

<u>/s/ Jung Yeon Son, by power of</u> attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd.	<u>01/04/2018</u>
<u>/s/Jung Yeon Son, by power of</u> <u>attorney for Patrick W. Grady, a</u> <u>Director of SC US (TTGP), Ltd.</u> <u>which is the general partner of</u> <u>SC U.S. Growth VI</u> <u>Management, L.P.</u>	0 <u>1/04/2018</u>
* See Remarks	01/04/2018
Oce Remarks	01/04/2010
/s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd. which is the general partner of SCGF V Management, L.P.	
/s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd. which is the general partner of	
<u>/s/ Jung Yeon Son, by power of attorney for Patrick W. Grady, a Director of SC US (TTGP), Ltd. which is the general partner of SCGF V Management, L.P.</u>	<u>01/04/2018</u>

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.