UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2026
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 001-38044

Okta, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**100 First Street, Suite 600**	**26-4175727**
(State or Other Jurisdiction of Incorporation or Organization)	**San Francisco** **California** **94105** (Address of Principal Executive Offices)	(I.R.S. Employer Identification Number)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.0001 per share	OKTA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files) Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 24, 2026, the number of shares of registrant's Class A common stock outstanding was 167,139,757 and the number of shares of the registrant's Class B common stock outstanding was 7,681,171.

Okta, Inc.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Words such as "expect," "anticipate," "should," "believe," "hope," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "might," "could," "intend," "shall" and similar expressions are intended to identify these forward-looking statements. These statements include, but are not limited to, statements about: our future financial performance, including our revenue, costs of revenue, gross profits, margins and operating expenses; trends in our key business metrics; the impact of general economic, business and market conditions, including economic downturns or recessions, market volatility, geopolitical events, inflation and interest rates and foreign currency fluctuations; our ability to retain and sell additional solutions to existing customers; our growth strategy and ability to compete; our ability to keep pace with technological change and evolving industry standards; our ability to adequately fund research and development, and introduce new solutions, enhance existing solutions and address new use cases; the sufficiency of our cash and cash equivalents, investments and cash provided by sales of our solutions to meet our liquidity needs; our ability to effectively sustain or manage our revenue growth and profitability; our ability to partner with third-party software vendors and system integrators; our ability to expand our international business operations and product sales; our ability to successfully identify, integrate and/or realize the benefits of strategic acquisitions or investments; our ability to successfully expand our existing marketing and sales capabilities, including further specializing our go-to-market organization; our ability to expand our product sales by promoting our brand and engaging channel partners; potential impacts of cybersecurity incidents to our reputation, customer relations and financial results; our ability to detect, minimize or prevent security breaches to our internal systems and our platforms; our ability to maintain the security and service performance of our and our third-party service providers' systems or data or our customers' data; the ability of our solutions to effectively integrate with third-party systems and technologies; our ability to maintain and protect our proprietary rights and intellectual property; our ability to comply with modified or new laws, regulations and industry standards; our ability to release the valuation allowance of our deferred tax assets in the United States; the attraction and retention of qualified employees and key personnel; the impact of recent accounting pronouncements on our financial statements; and our ability to successfully defend litigation or other claims brought against us. These forward-looking statements are made as of the date they were first issued and are based on current expectations and assumptions that are subject to a number of risks and uncertainties, which could cause our actual results to differ materially from those anticipated or implied by any forward-looking statements. Factors that could cause or contribute to such differences include, but not limited to, those discussed in "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K, as well as other documents that may be filed by us from time to time with the U.S. Securities and Exchange Commission (the "SEC"). We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

PART I

Item 1. Financial Statements

OKTA, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(dollars in millions, shares in thousands, except per share data)

	July 31, 2026	January 31, 2026
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 763	$ 858
Short-term investments	1,536	1,695
Accounts receivable, net	469	687
Deferred commissions	173	171
Prepaid expenses and other current assets	148	233
Total current assets	3,089	3,644
Property and equipment, net	33	38
Operating lease right-of-use assets	53	65
Deferred commissions, noncurrent	331	332
Intangible assets, net	80	91
Goodwill	5,487	5,487
Other assets	65	53
Total assets	$ 9,138	$ 9,710
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 10	$ 12
Accrued expenses and other current liabilities	106	104
Accrued compensation	158	213
Convertible senior notes, net	—	350
Deferred revenue	1,751	1,875
Total current liabilities	2,025	2,554
Operating lease liabilities, noncurrent	53	72
Deferred revenue, noncurrent	30	30
Other liabilities, noncurrent	57	55
Total liabilities	2,165	2,711
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock, par value $0.0001 per share; 100,000 shares authorized; no shares issued and outstanding as of July 31, 2026 and January 31, 2026	—	—
Class A common stock, par value $0.0001 per share; 1,000,000 shares authorized; 167,136 and 169,670 shares issued and outstanding as of July 31, 2026 and January 31, 2026, respectively	—	—
Class B common stock, par value $0.0001 per share; 120,000 shares authorized; 7,681 and 7,687 shares issued and outstanding as of July 31, 2026 and January 31, 2026, respectively	—	—
Additional paid-in capital	9,348	9,553
Accumulated other comprehensive income	2	13
Accumulated deficit	(2,377)	(2,567)
Total stockholders' equity	6,973	6,999
Total liabilities and stockholders' equity	$ 9,138	$ 9,710

See Notes to Condensed Consolidated Financial Statements.

OKTA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(dollars in millions, shares in thousands, except per share data)

(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2026	2025	2026	2025
Revenue:				
Subscription	$ 793	$ 711	$ 1,543	$ 1,384
Professional services and other	12	17	27	32
Total revenue	805	728	1,570	1,416
Cost of revenue:				
Subscription	145	147	295	283
Professional services and other	19	21	39	40
Total cost of revenue	164	168	334	323
Gross profit	641	560	1,236	1,093
Operating expenses:				
Research and development	163	160	326	314
Sales and marketing	273	246	551	483
General and administrative	98	113	196	216
Total operating expenses	534	519	1,073	1,013
Operating income	107	41	163	80
Interest expense	—	(1)	(1)	(2)
Interest income and other, net	19	27	42	57
Interest and other, net	19	26	41	55
Income before provision for income taxes	126	67	204	135
Provision for income taxes	10	—	14	6
Net income	$ 116	$ 67	$ 190	$ 129
Net income per share, basic	$ 0.67	$ 0.38	$ 1.09	$ 0.74
Net income per share, diluted	$ 0.65	$ 0.37	$ 1.07	$ 0.72
Weighted-average shares used to compute net income per share, basic	174,298	175,460	175,198	174,827
Weighted-average shares used to compute net income per share, diluted	178,808	180,966	178,233	181,356

See Notes to Condensed Consolidated Financial Statements.

OKTA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2026	**2025**	**2026**	**2025**
Net income	$ 116	$ 67	$ 190	$ 129
Other comprehensive income (loss):				
Net change in unrealized gains or losses on available-for-sale securities	(3)	(4)	(5)	(2)
Foreign currency translation adjustments	(4)	—	(6)	15
Other comprehensive income (loss)	(7)	(4)	(11)	13
Comprehensive income	$ 109	$ 63	$ 179	$ 142

See Notes to Condensed Consolidated Financial Statements.

OKTA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(dollars in millions, shares in thousands)

(unaudited)

	Three and Six Months Ended July 31, 2026							
	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balances as of January 31, 2026	169,670	—	7,687	—	$ 9,553	$ 13	$ (2,567)	$ 6,999
Issuance of common stock, net	1,017	—	—	—	3	—	—	3
Taxes withheld related to net share settlement of equity awards	—	—	—	—	(50)	—	—	(50)
Common stock repurchased	(3,027)	—	—	—	(242)	—	—	(242)
Stock-based compensation	—	—	—	—	119	—	—	119
Other comprehensive loss	—	—	—	—	—	(4)	—	(4)
Net income	—	—	—	—	—	—	74	74
Balances as of April 30, 2026	167,660	—	7,687	—	$ 9,383	$ 9	$ (2,493)	$ 6,899
Issuance of common stock, net	1,012	—	—	—	25	—	—	25
Taxes withheld related to net share settlement of equity awards	—	—	—	—	(52)	—	—	(52)
Common stock repurchased	(1,542)	—	—	—	(125)	—	—	(125)
Conversion of Class B common stock to Class A common stock	6	—	(6)	—	—	—	—	—
Stock-based compensation	—	—	—	—	117	—	—	117
Other comprehensive loss	—	—	—	—	—	(7)	—	(7)
Net income	—	—	—	—	—	—	116	116
Balances as of July 31, 2026	167,136	—	7,681	—	$ 9,348	$ 2	$ (2,377)	$ 6,973

	Three and Six Months Ended July 31, 2025							
	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balances as of January 31, 2025	165,650	—	7,809	—	$ 9,219	$ (12)	$ (2,802)	$ 6,405
Issuance of common stock, net	1,446	—	166	—	9	—	—	9
Taxes withheld related to net share settlement of equity awards	—	—	—	—	(54)	—	—	(54)
Conversion of Class B common stock to Class A common stock	65	—	(65)	—	—	—	—	—
Stock-based compensation	—	—	—	—	128	—	—	128
Other comprehensive income	—	—	—	—	—	17	—	17
Net income	—	—	—	—	—	—	62	62
Balances as of April 30, 2025	167,161	—	7,910	—	$ 9,302	$ 5	$ (2,740)	$ 6,567
Issuance of common stock, net	1,146	—	47	—	24	—	—	24
Taxes withheld related to net share settlement of equity awards	—	—	—	—	(49)	—	—	(49)
Conversion of Class B common stock to Class A common stock	130	—	(130)	—	—	—	—	—
Settlement of capped calls related to convertible senior notes	—	—	—	—	2	—	—	2
Stock-based compensation	—	—	—	—	147	—	—	147
Other comprehensive loss	—	—	—	—	—	(4)	—	(4)
Net income	—	—	—	—	—	—	67	67
Balances as of July 31, 2025	168,437	—	7,827	—	$ 9,426	$ 1	$ (2,673)	$ 6,754

See Notes to Condensed Consolidated Financial Statements.

OKTA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

(unaudited)

	Six Months Ended July 31,	
	2026	2025
Cash flows from operating activities:		
Net income	$ 190	$ 129
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation	231	272
Depreciation and amortization	37	48
Amortization of deferred commissions	92	76
Deferred income taxes	—	3
Other, net	4	4
Changes in operating assets and liabilities:		
Accounts receivable	217	201
Deferred commissions	(96)	(80)
Prepaid expenses and other assets	17	(9)
Operating lease right-of-use assets	10	9
Accounts payable	(1)	(2)
Accrued compensation	(56)	(75)
Accrued expenses and other liabilities	7	(11)
Operating lease liabilities	(17)	(14)
Deferred revenue	(124)	(143)
Net cash provided by operating activities	511	408
Cash flows from investing activities:		
Capitalized software	(11)	(5)
Purchases of property and equipment	(2)	(3)
Purchases of securities available-for-sale and other	(1,033)	(720)
Proceeds from maturities and redemption of securities available-for-sale	1,157	848
Proceeds from sales of securities available-for-sale and other	84	1
Purchases of intangible assets	(2)	—
Payments for business acquisitions, net of cash acquired	—	(3)
Net cash provided by investing activities	193	118
Cash flows from financing activities:		
Payments upon maturity of convertible senior notes	(350)	—
Taxes paid related to net share settlement of equity awards	(100)	(102)
Proceeds from settlement of capped calls related to convertible senior notes	—	2
Repurchases of common stock	(372)	—
Proceeds from stock option exercises	4	10
Proceeds from shares issued in connection with employee stock purchase plan	24	23
Net cash used in financing activities	(794)	(67)
Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cash	(5)	10
Net increase (decrease) in cash, cash equivalents and restricted cash	(95)	469
Cash, cash equivalents and restricted cash at beginning of period	864	415
Cash, cash equivalents and restricted cash at end of period	$ 769	$ 884
Supplementary cash flow disclosure:		
Cash paid during the period for:		
Operating leases	$ 19	$ 18
Non-cash activities:		
Operating lease right-of-use assets exchanged for lease liabilities	—	2
Reconciliation of cash, cash equivalents and restricted cash within the condensed consolidated balance sheets to the amounts shown in the condensed consolidated statements of cash flows above:		
Cash and cash equivalents	$ 763	$ 876
Restricted cash, current included in prepaid expenses and other current assets	—	2
Restricted cash, noncurrent included in other assets	6	6
Total cash, cash equivalents and restricted cash	$ 769	$ 884

See Notes to Condensed Consolidated Financial Statements.

OKTA, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Overview and Basis of Presentation

Description of Business

Okta, Inc. (the “Company”) is the leading independent identity provider. The Company’s Okta Platform and Auth0 Platform enable customers to securely connect the right people to the right technologies and services at the right time. For IT and security leaders, the Okta Platform governs the seamless and secure access by human users and non-human identities (“NHIs”) to the applications they need to do their most important work. Developers leverage the Okta Platform and Auth0 Platform to securely and efficiently embed identity for both human users and, increasingly, artificial intelligence (“AI”) agents into the software they build, allowing them to innovate and focus on their core mission. The Company is headquartered in San Francisco, California.

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements, which include the accounts of the Company and its wholly owned subsidiaries, have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) for interim periods. Accordingly, they do not include all of the financial information and footnotes required by GAAP for complete financial statements. All intercompany balances and transactions have been eliminated in consolidation.

The condensed consolidated balance sheet as of January 31, 2026, included herein, was derived from the audited financial statements as of that date. In the opinion of the Company’s management, the unaudited condensed consolidated financial statements reflect all normal recurring adjustments necessary for a fair statement of the results of operations for the interim periods presented but are not necessarily indicative of the results of operations to be anticipated for the full fiscal year ending January 31, 2027 or any future period.

The Company’s fiscal year ends on January 31. References to fiscal 2027, for example, refer to the fiscal year ending January 31, 2027.

The condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 5, 2026.

Segments

The Company conducts business globally and is managed, operated and organized by major functional departments that operate on a consolidated basis. As a result, the Company operates as one reportable segment. The Company employs a Software-as-a-Service (“SaaS”) business model and generates revenue primarily by selling multi-year subscriptions to its cloud-based offerings.

The Company’s chief operating decision maker (“CODM”) is the chief executive officer. The CODM utilizes consolidated GAAP and non-GAAP measures of profit and loss to evaluate the Company’s overall performance and inform resource allocation to support strategic priorities and capital allocation needs. The profit and loss measure most consistent with GAAP used by the CODM is consolidated net income.

The CODM is regularly provided with budgeted expense information and consolidated expense data. Accordingly, significant segment expenses are inherently reflected in the condensed consolidated financial statements and related notes.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates are based on historical experience and on other assumptions that management believes are reasonable under the circumstances. Actual results could vary from those estimates. The Company’s most significant estimates include the valuation of deferred income tax assets, uncertain tax positions, assets and liabilities acquired in business combinations and loss contingencies related to litigation.

2. Accounting Standards and Significant Accounting Policies

Significant Accounting Policies

For a summary of the Company's significant accounting policies refer to "Note 2. Summary of Significant Accounting Policies" of its Annual Report on Form 10-K for the fiscal year ended January 31, 2026.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued guidance requiring the disclosure, in the notes to financial statements, of specified disaggregated income statement expense information. This guidance is effective for annual periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this guidance.

In September 2025, the FASB issued guidance to modernize the accounting for internal-use software costs to current development practices and enhance disclosure requirements. The guidance removes all references to software development stages and introduces the concept of "significant development uncertainty," which if present, prevents capitalization. This guidance is effective for annual periods beginning after December 15, 2027, and interim reporting periods within those annual periods, with early adoption permitted. Entities can adopt the new standard using a prospective, modified, or retrospective transition approach. The Company is currently evaluating the impact of adopting this guidance, including the timing of adoption (early or standard) and the selection of an appropriate transition method.

3. Cash Equivalents and Investments

Cash Equivalents and Short-term Investments

In estimating fair value, the Company uses a three-tier fair value hierarchy as follows:

- **Level 1 —** Valuations based on observable inputs that reflect quoted prices for identical assets or liabilities in active markets.
- **Level 2 —** Valuations based on other inputs that are directly or indirectly observable in the marketplace.
- **Level 3 —** Valuations based on unobservable inputs that are supported by little or no market activity.

The following tables present the estimated fair value of cash equivalents and short-term investments:

	As of July 31, 2026	As of January 31, 2026
	(dollars in millions)	
Cash equivalents:		
Money market funds (Level 1)	$ 530	$ 654
U.S. government securities (Level 2)	—	16
Total cash equivalents	530	670
Short-term investments (Available-for-sale):		
U.S. government securities (Level 2)	1,399	1,459
Corporate debt securities (Level 2)	117	180
Certificates of deposit (Level 2)	20	56
Total short-term investments	1,536	1,695
Total	$ 2,066	$ 2,365

The following table presents the contractual maturities of the Company's short-term investments:

	As of July 31, 2026
	Estimated Fair Value
	(dollars in millions)
Due within one year	$ 1,090
Due between one to five years	446
Total	$ 1,536

Interest receivable of $19 million and $24 million is included in Prepaid expenses and other current assets on the condensed consolidated balance sheets as of July 31, 2026 and January 31, 2026, respectively.

There were no material differences between the estimated fair value and amortized cost of cash equivalents and short-term investments as of July 31, 2026 and January 31, 2026.

For available-for-sale debt securities that have unrealized losses, there were no material credit or non-credit- related impairments for short-term investments as of July 31, 2026 and January 31, 2026.

Strategic Investments

Strategic investments primarily include equity investments in privately held companies, which do not have a readily determinable fair value. Strategic investments are classified as Level 3 in the fair value hierarchy as nonrecurring fair value measurements may include observable and unobservable inputs. As of July 31, 2026 and January 31, 2026, the balance of strategic investments was $45 million and $33 million, respectively.

4. Deferred Commissions

Sales commissions capitalized as contract costs totaled $59 million and $48 million for the three months ended July 31, 2026 and 2025, respectively, and $96 million and $80 million for the six months ended July 31, 2026 and 2025, respectively.

Amortization of contract costs totaled $47 million and $40 million for the three months ended July 31, 2026 and 2025, respectively, and $92 million and $76 million for the six months ended July 31, 2026 and 2025, respectively.

5. Deferred Revenue and Performance Obligations

Deferred Revenue

Deferred revenue, which is a contract liability, consists primarily of payments received and accounts receivable recorded in advance of revenue recognition under the Company's contracts with customers and is recognized as the revenue recognition criteria are met.

Subscription revenue recognized during the three months ended July 31, 2026 and 2025 that was included in the deferred revenue balances at the beginning of the respective periods was $722 million and $651 million, respectively, and $1,265 million and $1,144 million in the six months ended July 31, 2026 and 2025, respectively.

Transaction Price Allocated to the Remaining Performance Obligations

Transaction price allocated to the remaining performance obligations ("RPO") represents all future, non-cancelable contracted revenue that has not yet been recognized, inclusive of deferred revenue that has been invoiced and non-cancelable amounts that will be invoiced and recognized as revenue in future periods.

Total remaining non-cancelable performance obligations under subscription contracts with customers were $4,858 million as of July 31, 2026. Of this amount, the Company expects to recognize revenue of $2,585 million, or 53%, over the next 12 months, with the balance to be recognized as revenue thereafter.

6. Convertible Senior Notes, Net

Convertible Senior Notes

The 2026 convertible senior notes (“2026 Notes”) matured on June 15, 2026, and the Company settled the full remaining $350 million principal amount outstanding in cash.

7. Commitments and Contingencies

Legal Matters

From time to time in the normal course of business, the Company may be subject to various legal matters such as threatened or pending claims or proceedings. There were no such material matters as of July 31, 2026.

Warranties and Indemnification

To date, the Company has not incurred significant costs and has not accrued any material liabilities in the accompanying condensed consolidated financial statements as a result of its warranty and indemnification obligations.

8. Employee Incentive Plans and Stockholders’ Equity

The Company’s equity incentive plans provide for granting stock options, restricted stock units (“RSUs”) and restricted stock awards (“RSAs”) to employees, consultants, officers and directors and RSUs with market-based vesting conditions to certain executives. In addition, the Company offers an Employee Stock Purchase Plan (“ESPP”) to eligible employees.

Stock-based compensation expense was recorded in the following cost and expense categories in the Company’s condensed consolidated statements of operations:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2026	2025	2026	2025
	(dollars in millions)			
Cost of revenue				
Subscription	$ 15	$ 21	$ 31	$ 38
Professional services and other	1	2	3	5
Research and development	36	51	77	98
Sales and marketing	32	35	61	67
General and administrative	30	35	59	64
Total	$ 114	$ 144	$ 231	$ 272

The following table presents total unrecognized stock-based compensation expense related to outstanding equity awards as of July 31, 2026:

	Unrecognized Stock-based Compensation Expense (in millions)	Weighted-average remaining period (in years)
Unvested RSUs	$ 645	2.2 years
Unvested RSAs	12	1.8 years
Unvested market-based RSUs	74	1.4 years
ESPP	8	0.5 years
Total	$ 739	

Market-based Restricted Stock Units

In March 2026, the Company granted market-based RSUs to certain members of management. The target number of market-based RSUs granted was 396,603. One-third of these market-based RSUs vest over each of a one-, two- and three-year performance period, each starting on February 1, 2026. The number of shares that can be earned ranges from 0% to 200% of the target number of shares based on the relative performance of the per share price of the Company's common stock as compared to the Nasdaq Composite Index over the respective performance periods and subject to continuous employment through the vesting dates. The $133.81 average grant date fair value per target market-based RSU was determined using a Monte Carlo simulation approach. Compensation expense for awards with market conditions is recognized over the service period using the accelerated attribution method and is not reversed if the market condition is not met.

Share Repurchase Program

In January 2026, the Company's board of directors (the "board") authorized a stock repurchase program (the "Share Repurchase Program") of up to $1 billion of the Company's outstanding shares of Class A common stock. The Company may repurchase shares of its Class A common stock from time to time through open market purchases, in privately negotiated transactions, or by other means. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18. The Company may also, from time to time, enter into Rule 10b5-1 trading plans to facilitate repurchases of shares. The timing and the amount of stock repurchases under the Share Repurchase Program will be determined by the Company's management, based on its evaluation of factors including business and market conditions, corporate and regulatory requirements, and other considerations. The Share Repurchase Program does not obligate the Company to repurchase any specific number of shares and may be modified, suspended, or terminated at any time.

During the three and six months ended July 31, 2026, the Company repurchased and immediately retired 1,542,442 and 4,569,262 shares, respectively, of its Class A common stock for an aggregate amount, including commissions, of $125 million and $366 million, respectively, under the Share Repurchase Program. As of July 31, 2026, $555 million of the originally authorized amount under the Share Repurchase Program remained available for future repurchases.

9. Income Taxes

For the three and six months ended July 31, 2026, the Company recorded a provision for income taxes of $10 million and $14 million on pre-tax income of $126 million and $204 million, respectively. The effective tax rate for the three and six months ended July 31, 2026 was approximately 7.7% and 6.6%, respectively. The effective tax rate differs from the statutory rate primarily as a result of a full valuation allowance against the U.S. deferred tax assets, the favorable tax impact of the One Big Beautiful Bill Act (the "Act"), the tax effect of foreign operations, the integration of Axiom Security Ltd, and U.S. federal and state taxes.

The Act was enacted on July 4, 2025. The Act, among other provisions, maintains the U.S. federal 21% corporate tax rate, makes permanent the immediate expensing of domestic research and development expenditures, allows for 100% bonus depreciation for qualified assets, and modifies the U.S. taxation of profits derived from foreign operations.

For the three months ended July 31, 2025, the Company recorded an insignificant provision for income taxes on pre-tax income of $67 million. For the six months ended July 31, 2025, the Company recorded a provision for income taxes of $6 million on pre-tax income of $135 million. The effective tax rate for the three and six months ended July 31, 2025 was approximately 0.5% and 4.6%, respectively. The effective tax rate differs from the statutory rate primarily as a result of a full valuation allowance against the U.S. deferred tax assets, the favorable tax impact of the Act, the tax effect of foreign operations, and other U.S. federal and state taxes.

10. Net Income Per Share

The following tables present the calculation of basic and diluted net income per share. Net income is reported in millions and rounded from amounts in thousands; as a result, net income per share may not recalculate exactly due to rounding.

	Three Months Ended July 31,			
	2026		2025	
	Class A	Class B	Class A	Class B
	(dollars in millions, shares in thousands, except per share data)			
Basic net income per share:				
Numerator:				
Net income, basic	$ 111	$ 5	$ 64	$ 3
Denominator:				
Weighted-average shares outstanding, basic	166,614	7,684	167,615	7,845
Net income per share, basic	$ 0.67	$ 0.67	$ 0.38	$ 0.38
Diluted net income per share:				
Numerator:				
Net income	$ 111	$ 5	$ 64	$ 3
Reallocation of net income as a result of assumed conversion of Class B to Class A common shares	5	—	3	—
Net income, diluted	$ 116	$ 5	$ 67	$ 3
Denominator:				
Number of shares used in basic calculation	166,614	7,684	167,615	7,845
Weighted-average effect of diluted securities related to:				
Employee share-based awards	4,438	72	2,642	456
Convertible senior notes	—	—	2,408	—
Assumed conversion of Class B to Class A common shares	7,756	—	8,301	—
Number of shares used in diluted calculation	178,808	7,756	180,966	8,301
Net income per share, diluted	$ 0.65	$ 0.65	$ 0.37	$ 0.37

	Six Months Ended July 31,			
	2026		2025	
	Class A	Class B	Class A	Class B
	(dollars in millions, shares in thousands, except per share data)			
Basic net income per share:				
Numerator:				
Net income, basic	$ 182	$ 8	$ 123	$ 6
Denominator:				
Weighted-average shares outstanding, basic	167,512	7,686	166,934	7,893
Net income per share, basic	$ 1.09	$ 1.09	$ 0.74	$ 0.74
Diluted net income per share:				
Numerator:				
Net income	$ 182	$ 8	$ 123	$ 6
Interest and other[1]	—	—	2	—
Reallocation of net income as a result of assumed conversion of Class B to Class A common shares	8	—	6	—
Net income, diluted	$ 190	$ 8	$ 131	$ 6
Denominator:				
Number of shares used in basic calculation	167,512	7,686	166,934	7,893
Weighted-average effect of diluted securities related to:				
Employee share-based awards	2,591	136	2,634	621
Convertible senior notes	308	—	3,274	—
Assumed conversion of Class B to Class A common shares	7,822	—	8,514	—
Number of shares used in diluted calculation	178,233	7,822	181,356	8,514
Net income per share, diluted	$ 1.07	$ 1.07	$ 0.72	$ 0.72

[1] *Under the if-converted method, net income is adjusted to reflect the assumption that the convertible senior notes were converted at the beginning of the period.*

Potentially dilutive securities excluded because they would be anti-dilutive were as follows:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2026	2025	2026	2025
	(shares in thousands)			
Employee share-based awards	695	1,227	3,194	2,835

The Company entered into capped call transactions in connection with the issuance of the convertible senior notes. The effect of the capped calls was also excluded from the calculation of diluted net income per share for the period that the convertible senior notes were outstanding as the effect of the capped calls would have been anti-dilutive. The remaining outstanding capped calls expired unexercised as a result of the maturity of the 2026 Notes on June 15, 2026.

11. Business Combinations

On September 4, 2025, the Company acquired all of the outstanding equity of Axiom Security Ltd (“Axiom”), a privately held company specializing in privileged access management solutions. The acquisition of Axiom is expected to broaden the Company’s privileged access management capabilities. The acquisition date fair value of purchase consideration of $54 million was paid in cash. The Axiom acquisition was accounted for as a business combination.

The Company recorded $16 million for developed technology intangible assets with an estimated useful life of 3 years and preliminarily recorded $40 million of goodwill, which is primarily attributed to the assembled workforce as well as the integration of Axiom’s technology and the Company’s technology. None of the goodwill is expected to be deductible for U.S. federal income tax purposes. The Company may continue to adjust the preliminary purchase price allocation after obtaining more information primarily relating to income-based taxes and residual goodwill through the measurement period, no more than one year from the date of acquisition.

This acquisition did not have a material impact on the Company's condensed consolidated financial statements; therefore, historical and pro forma disclosures have not been presented.

12. Subsequent Events

On August 26, 2026, the Company completed its acquisition of Permiso Security Inc. ("Permiso"). The acquisition of Permiso, a cloud-native identity security platform that detects and mitigates threats across human, non-human, and agentic identities in multi-cloud environments, is expected to help broaden the Company's identity threat detection and response capabilities. The Company is currently evaluating the measurement of consideration transferred and post-combination costs.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K. Amounts reported in millions are rounded based on the amounts in thousands. As a result, the sum of the components reported in millions may not equal the total amount reported in millions due to rounding. In addition, percentages presented may not add to their respective totals or recalculate due to rounding. In addition to historical financial information, the following discussion contains forward-looking statements that are based upon current plans, expectations and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the section titled “Risk Factors” under Part II, Item 1A of this Quarterly Report on Form 10-Q and Part I, Item 1A of our Annual Report on Form 10-K. Our fiscal year ends January 31. References to fiscal 2027, for example, refer to the fiscal year ending January 31, 2027.

Overview

We are the leading independent identity provider. Our Okta Platform and Auth0 Platform enable our customers to securely connect the right people to the right technologies and services at the right time. Every day, thousands of organizations and millions of people use our platforms to securely access a wide range of cloud, mobile, web and SaaS applications, on-premises servers, application programming interfaces (“APIs”), IT infrastructure providers, and services from a multitude of devices. For IT and security leaders, the Okta Platform governs the seamless and secure access by human users and non-human identities (“NHIs”) to the applications they need to do their most important work. We are expanding these capabilities to include AI agents through product offerings that are currently available or under development. Developers leverage our Okta Platform and Auth0 Platform to securely and efficiently embed identity for both human users and, increasingly, AI agents into the software they build, allowing them to innovate and focus on their core mission.

Our customers consist of leading global organizations ranging from the largest enterprises to small- and medium-sized businesses, universities, nonprofits and government agencies. We partner with a broad range of application, IT infrastructure and security vendors through our Okta Integration Network. As of July 31, 2026, we had over 7,000 integrations with these cloud, mobile and web applications and IT infrastructure and security vendors.

We employ a SaaS business model and generate revenue primarily by selling multi-year subscriptions to our cloud-based offerings. We focus on attracting and retaining our customers by building on and increasing the value we provide to them over time. This commitment to our customers’ success helps drive increased customer investment in the number of users of our Okta Platform and Auth0 Platform and adoption of our additional product offerings. We sell our product offerings directly through our field and inside sales teams, as well as indirectly through our network of channel partners, including cloud marketplaces, resellers, system integrators and other distribution partners. Our subscription fees include the use of our service and our technical support and management of our platforms. We base subscription fees primarily on the solutions used and the number of users on our platforms. We typically invoice customers in advance in annual installments for subscriptions to our platforms.

Our revenue is relatively predictable as a result of our subscription-based business model, which constituted 98% of total revenue for the six months ended July 31, 2026. Future growth may be impacted by longer sales cycles, which we have experienced, which in turn, could result in delays in deals closing, creating near-term headwinds for cash flow, RPO and current RPO growth as well as potential future impacts on revenue growth and other key metrics on a trailing basis.

Impact of Cybersecurity Incidents

In the past we have experienced cybersecurity incidents, such as the January 2022 incident involving one of our third-party service providers and the October 2023 incident where a threat actor gained unauthorized access to and stole information from our third-party customer support system, that harmed our reputation and customer relations and adversely impacted our financial results. While we expect the impact of these security incidents to adversely affect our future financial performance, we cannot predict the extent of such impact with certainty. Due to the nature of our business, the announcement of any security incidents, even if not significant, could have these impacts.

Impact of Current Economic Conditions

Worldwide economic and political uncertainties and negative trends, including financial and credit market fluctuations, tariffs and increasing trade protectionism, changes in government spending levels, uncertainty in the banking sector, changing interest rates, inflation and other impacts from the macroeconomic environment have, and could continue to, adversely affect our business operations or financial results. As we continue to monitor the direct and indirect impacts of these circumstances, the broader implications of these macroeconomic and political events on our business, results of operations and overall financial position remain uncertain. See the section titled "Risk Factors" included under Part II, Item 1A below for further discussion of the possible impact of these factors and other risks on our business.

Components of Results of Operations

Revenue

Subscription Revenue. Subscription revenue primarily consists of fees for access to and usage of our cloud-based platforms and related support. Subscription revenue is driven primarily by the number of customers, the number of users per customer and the solutions used. We typically invoice customers in advance in annual installments for subscriptions to our platforms.

Professional Services and Other. Professional services revenue includes fees from assisting customers in implementing and optimizing the use of our solutions. These services include application configuration, system integration and training services.

We generally invoice customers as the work is performed for time-and-materials arrangements, and up front for fixed fee arrangements. Professional services revenue is recognized as the services are performed.

Overhead Allocation and Employee Compensation Costs

We allocate shared costs, such as facilities costs (including rent, utilities and depreciation on assets shared by all departments), certain information technology costs, security costs and recruiting costs to all departments based on headcount. As such, allocated shared costs are reflected in each of the cost of revenue and operating expense categories. Employee compensation costs reflected in each of the cost of revenue and operating expense categories include salaries, bonuses, compensation related taxes, benefits and stock-based compensation. Additionally included in the sales and marketing expense category are sales commissions and related taxes.

Cost of Revenue and Gross Margin

Cost of Subscription. Cost of subscription primarily consists of expenses related to hosting our services and providing support. These expenses include employee-related costs associated with our cloud-based infrastructure, our product security organization and our customer support organization, third-party hosting fees, software and maintenance costs, outside services associated with the delivery of our subscription services, amortization expense associated with capitalized internal-use software and acquired developed technology and allocated overhead.

We intend to continue to invest additional resources in our platform infrastructure, our platforms' support organizations and security posture. We will continue to invest in technology innovation and we anticipate that costs qualifying for capitalization of internal-use software costs and related amortization may fluctuate over time. We expect our investment in technology to expand the capability of our platforms, enabling us to improve our gross margin over time. The level and timing of investment in these areas could affect our cost of subscription revenue in the future.

Cost of Professional Services and Other. Cost of professional services and other consists primarily of employee-related costs for our professional services delivery team, travel-related costs, allocated overhead and costs of outside services associated with supplementing our professional services delivery team. The cost of providing professional services has historically been higher than the associated revenue we generate.

Gross Margin. Gross margin is gross profit expressed as a percentage of total revenue. Our gross margin may fluctuate from period to period as a result of the timing and amount of investments to expand our hosting capacity and our continued efforts to build platform support and professional services teams.

Operating Expenses

Research and Development. Research and development expenses consist primarily of employee compensation costs and allocated overhead. We believe that continued investment in our platforms is important for our growth.

Sales and Marketing. Sales and marketing expenses consist primarily of employee compensation costs, costs of general marketing and promotional activities, travel-related expenses, amortization expense associated with acquired customer relationships and trade names and allocated overhead. Commissions earned by our sales force that are considered incremental and recoverable costs of obtaining a contract with a customer are deferred and then amortized on a straight-line basis over a period of benefit that we have determined to be generally five years.

General and Administrative. General and administrative expenses consist primarily of employee compensation costs for finance, accounting, legal, information technology and human resources personnel. In addition, general and administrative expenses include acquisition and integration-related costs, non-personnel costs, such as legal, accounting and other professional fees, charitable contributions, allocated overhead and all other supporting corporate expenses.

Interest and Other, Net

Interest and other, net consists of interest income, which primarily includes income from our investment holdings, gains and losses from our strategic investments, and interest expense which consists of amortization of debt issuance costs and contractual interest expense for our convertible senior notes.

Provision for Income Taxes

Our provision for income taxes consists of federal and state income taxes in the United States and income taxes in certain foreign jurisdictions where we operate. We evaluate and update our estimated annual effective income tax rate on a quarterly basis based on current and forecasted operating results and enacted tax laws. The timing and mix of actual results compared to forecasted results may impact the timing of recognition of our provision for income taxes.

Results of Operations

The following table sets forth our results of operations for the periods presented:

	Three Months Ended July 31, 2026	Three Months Ended July 31, 2025	Six Months Ended July 31, 2026	Six Months Ended July 31, 2025
	(dollars in millions)			
Revenue:				
Subscription	$ 793	$ 711	$ 1,543	$ 1,384
Professional services and other	12	17	27	32
Total revenue	805	728	1,570	1,416
Cost of revenue:				
Subscription[1]	145	147	295	283
Professional services and other[1]	19	21	39	40
Total cost of revenue	164	168	334	323
Gross profit	641	560	1,236	1,093
Operating expenses:				
Research and development[1]	163	160	326	314
Sales and marketing[1]	273	246	551	483
General and administrative[1]	98	113	196	216
Total operating expenses	534	519	1,073	1,013
Operating income	107	41	163	80
Interest expense	—	(1)	(1)	(2)
Interest income and other, net	19	27	42	57
Interest and other, net	19	26	41	55
Income before provision for income taxes	126	67	204	135
Provision for income taxes	10	—	14	6
Net income	$ 116	$ 67	$ 190	$ 129

(1) Includes stock-based compensation expense as follows:

	Three Months Ended July 31, 2026	Three Months Ended July 31, 2025	Six Months Ended July 31, 2026	Six Months Ended July 31, 2025
	(dollars in millions)			
Cost of subscription revenue	$ 15	$ 21	$ 31	$ 38
Cost of professional services and other revenue	1	2	3	5
Research and development	36	51	77	98
Sales and marketing	32	35	61	67
General and administrative	30	35	59	64
Total stock-based compensation expense	$ 114	$ 144	$ 231	$ 272

The following table sets forth our results of operations for the periods presented as a percentage of our total revenue:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2026	2025	2026	2025
Revenue				
Subscription	99 %	98 %	98 %	98 %
Professional services and other	1	2	2	2
Total revenue	100	100	100	100
Cost of revenue				
Subscription	18	20	19	20
Professional services and other	2	3	2	3
Total cost of revenue	20	23	21	23
Gross profit	80	77	79	77
Operating expenses				
Research and development	20	22	21	22
Sales and marketing	35	34	35	34
General and administrative	12	15	13	15
Total operating expenses	67	71	69	71
Operating income	13	6	10	6
Interest expense	—	—	—	—
Interest income and other, net	3	3	3	4
Interest and other, net	3	3	3	4
Income before provision for income taxes	16	9	13	10
Provision for income taxes	2	—	1	1
Net income	14 %	9 %	12 %	9 %

Comparison of the Three and Six Months Ended July 31, 2026 and 2025

Revenue

	Three Months Ended July 31,			
	2026	2025	$ Change	% Change
	(dollars in millions)			
Revenue:				
Subscription	$ 793	$ 711	$ 82	12 %
Professional services and other	12	17	(5)	(33)
Total revenue	$ 805	$ 728	$ 77	11 %
Percentage of revenue:				
Subscription	99 %	98 %		
Professional services and other	1	2		
Total	100 %	100 %		

	Six Months Ended July 31,			
	2026	2025	$ Change	% Change
	(dollars in millions)			
Revenue:				
Subscription	$ 1,543	$ 1,384	$ 159	12 %
Professional services and other	27	32	(5)	(17)
Total revenue	$ 1,570	$ 1,416	$ 154	11 %
Percentage of revenue:				
Subscription	98 %	98 %		
Professional services and other	2	2		
Total	100 %	100 %		

Three and six months ended

For the three and six months ended July 31, 2026, the increase in subscription revenue was primarily due to an increase in users and sales of additional solutions to existing customers and the addition of new customers. The increase in revenue was attributable to increased revenue from existing customers as reflected in our 107% Dollar-Based Net Retention Rate as of July 31, 2026 and an increase in the number of customers as detailed in our Key Business Metrics.

For the three and six months ended July 31, 2026, professional services and other revenue decreased as a result of the shift of our professional services business to global systems integrators. We expect professional services and other revenue to decline as we shift more engagements to our partner ecosystem.

Cost of Revenue, Gross Profit and Gross Margin

	Three Months Ended July 31, 2026	Three Months Ended July 31, 2025	$ Change	% Change
	(dollars in millions)			
Cost of revenue:				
Subscription	$ 145	$ 147	$ (2)	— %
Professional services and other	19	21	(2)	(8)
Total cost of revenue	$ 164	$ 168	$ (4)	(1)%
Gross profit	$ 641	$ 560	$ 81	14 %
Gross margin:				
Subscription	82 %	80 %		
Professional services and other	(70)	(24)		
Total gross margin	80 %	77 %		

	Six Months Ended July 31, 2026	Six Months Ended July 31, 2025	$ Change	% Change
	(dollars in millions)			
Cost of revenue:				
Subscription	$ 295	$ 283	$ 12	4 %
Professional services and other	39	40	(1)	(2)
Total cost of revenue	$ 334	$ 323	$ 11	4 %
Gross profit	$ 1,236	$ 1,093	$ 143	13 %
Gross margin:				
Subscription	81 %	80 %		
Professional services and other	(49)	(25)		
Total gross margin	79 %	77 %		

Three months ended

For the three months ended July 31, 2026, cost of subscription revenue decreased primarily due to a $7 million decrease in amortization expense associated with acquired developed technology, and a $6 million decrease in stock-based compensation expense, offset by an $8 million increase in hosting fees and a $3 million increase in software costs.

Our gross margin for subscription revenue increased to 82% for the three months ended July 31, 2026 compared to 80% for the three months ended July 31, 2025. The increase was primarily driven by lower amortization expense associated with acquired developed technology and improved spend efficiency resulting in lower relative cost of subscription revenue.

For the three months ended July 31, 2026, cost of professional services and other revenue remained relatively flat.

Our gross margin for professional services and other revenue decreased to (70)% for the three months ended July 31, 2026 compared to (24)% for the three months ended July 31, 2025 as a result of lower professional services and other revenue while associated costs remained relatively flat.

Six months ended

For the six months ended July 31, 2026, cost of subscription revenue increased primarily due to an increase in hosting fees of $16 million, software costs of $5 million and labor costs of $4 million, offset by decreases in stock-based compensation expense of $7 million and amortization expense associated with acquired developed technology of $6 million.

Our gross margin for subscription revenue improved to 81% for the six months ended July 31, 2026 compared to 80% for the six months ended July 31, 2025. The improvement was primarily driven by lower amortization expense associated with acquired developed technology and improved spend efficiency resulting in lower relative cost of subscription revenue.

For the six months ended July 31, 2026, cost of professional services and other revenue remained relatively flat.

Our gross margin for professional services and other revenue decreased to (49)% for the six months ended July 31, 2026 compared to (25)% for the six months ended July 31, 2025 as a result of lower professional services and other revenue while associated costs remained relatively flat.

Operating Expenses

Research and Development Expenses

	Three Months Ended July 31,			
	2026	2025	$ Change	% Change
		(dollars in millions)		
Research and development	$ 163	$ 160	$ 3	2 %
Percentage of revenue	20 %	22 %		

	Six Months Ended July 31,			
	2026	2025	$ Change	% Change
		(dollars in millions)		
Research and development	$ 326	$ 314	$ 12	4 %
Percentage of revenue	21 %	22 %		

Three months ended

For the three months ended July 31, 2026, research and development expenses increased due to an increase in labor costs of $10 million and hosting fees of $5 million, offset by a decrease in stock-based compensation expense of $15 million. The decrease in research and development as a percentage of total revenue was primarily driven by improved spend efficiency.

Six months ended

For the six months ended July 31, 2026, research and development expenses increased due to an increase in labor costs of $21 million and hosting fees of $8 million, offset by a decrease in stock-based compensation expense of $21 million. The decrease in research and development as a percentage of total revenue was primarily driven by improved spend efficiency.

Sales and Marketing Expenses

	Three Months Ended July 31, 2026	Three Months Ended July 31, 2025	$ Change	% Change
	(dollars in millions)			
Sales and marketing	$ 273	$ 246	$ 27	10 %
Percentage of revenue	35 %	34 %		

	Six Months Ended July 31, 2026	Six Months Ended July 31, 2025	$ Change	% Change
	(dollars in millions)			
Sales and marketing	$ 551	$ 483	$ 68	14 %
Percentage of revenue	35 %	34 %		

Three months ended

For the three months ended July 31, 2026, sales and marketing expenses increased primarily due to increases in labor costs of $25 million and marketing costs of $2 million, offset by a decrease in stock-based compensation expense of $3 million.

Six months ended

For the six months ended July 31, 2026, sales and marketing expenses increased primarily due to increases in labor costs of $54 million and marketing costs of $8 million, offset by a decrease in stock-based compensation expense of $6 million.

We expect our sales and marketing expenses will continue to be our largest operating expense category for the foreseeable future.

General and Administrative Expenses

	Three Months Ended July 31, 2026	Three Months Ended July 31, 2025	$ Change	% Change
	(dollars in millions)			
General and administrative	$ 98	$ 113	$ (15)	(13)%
Percentage of revenue	12 %	15 %		

	Six Months Ended July 31, 2026	Six Months Ended July 31, 2025	$ Change	% Change
	(dollars in millions)			
General and administrative	$ 196	$ 216	$ (20)	(9)%
Percentage of revenue	13 %	15 %		

Three months ended

For the three months ended July 31, 2026, general and administrative expenses decreased primarily due to decreases in stock-based compensation expense of $5 million and the impact of timing of Okta for Good grants of $4 million. The decrease in general and administrative as a percentage of total revenue was primarily driven by improved spend efficiency. We expect general and administrative expenses as a percentage of total revenue to decrease as our total revenue grows.

Six months ended

For the six months ended July 31, 2026, general and administrative expenses decreased primarily due to decreases in stock-based compensation expense of $5 million and the impact of timing of Okta for Good grants of $6 million. The decrease in general and administrative as a percentage of total revenue was primarily driven by improved spend efficiency. We expect general and administrative expenses as a percentage of total revenue to decrease as our total revenue grows.

Interest and Other, Net

	Three Months Ended July 31,			
	2026	2025	$ Change	% Change
	(dollars in millions)			
Interest expense	$ —	$ (1)	$ 1	(68)%
Interest income and other, net	19	27	(8)	(29)
Interest and other, net	$ 19	$ 26	$ (7)	(27)%

	Six Months Ended July 31,			
	2026	2025	$ Change	% Change
	(dollars in millions)			
Interest expense	$ (1)	$ (2)	$ 1	(61)%
Interest income and other, net	42	57	(15)	(27)
Interest and other, net	$ 41	$ 55	$ (14)	(26)%

Three and six months ended

For the three and six months ended July 31, 2026, interest and other, net decreased primarily due to lower interest income from our short-term investment holdings. We expect interest income to decrease in fiscal 2027 following the cash settlement of our 2026 Notes and as we deploy investable cash to fund our Share Repurchase Program.

Provision for Income Taxes

	Three Months Ended July 31,			
	2026	2025	$ Change	% Change
	(dollars in millions)			
Provision for income taxes	$ 10	$ —	$ 10	*Not Meaningful*

	Six Months Ended July 31,			
	2026	2025	$ Change	% Change
	(dollars in millions)			
Provision for income taxes	$ 14	$ 6	$ 8	117 %

Three and six months ended

For the three and six months ended July 31, 2026, our provision for income taxes increased by $10 million and $8 million, respectively. This change was primarily driven by the increase of forecasted pre-tax income for the full fiscal year 2027 and the tax impacts of the Axiom integration.

We periodically evaluate the realizability of our deferred tax assets based on all available evidence, both positive and negative. The realization of the net deferred tax assets is dependent on our ability to generate sufficient future taxable income during the periods prior to the expiration of tax attributes to fully utilize these assets. Given our current and anticipated future earnings, we may release a significant portion of our valuation allowance in the foreseeable future if there is sufficient positive evidence that outweighs the negative evidence. The release of the valuation allowance would result in the recognition of certain deferred tax assets and a corresponding decrease to income tax expense for the period the release is recorded. However, the exact timing and amount of any potential valuation allowance release remains uncertain and is subject to change on the basis of the level of profitability that we are able to actually achieve. As of July 31, 2026, we continue to maintain a full valuation allowance on our deferred tax assets in the United States.

Key Business Metrics

We review a number of operating and financial metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans and make strategic decisions.

	As of July 31,	
	2026	2025
	(dollars in millions)	
Customers with annual contract value ("ACV") above $100,000	5,255	4,945
Dollar-based net retention rate for the trailing 12 months ended	107 %	106 %
Current remaining performance obligations	$ 2,585	$ 2,265
Remaining performance obligations	$ 4,858	$ 4,152

Number of Customers with Annual Contract Value Above $100,000

The number of customers who have greater than $100,000 in annual contract value ("ACV") with us was 5,255 and 4,945 as of July 31, 2026 and 2025, respectively. We expect this trend to continue as larger enterprises recognize the value of our platforms and replace their legacy identity access management infrastructure. We define a customer as a separate and distinct buying entity, such as a company, an educational or government institution, or a distinct business unit of a large company that has an active contract with us or one of our partners to access our platforms. For purposes of determining our customer count, we do not include customers that use our platforms under self-service arrangements only.

Dollar-Based Net Retention Rate

Part of our ability to generate revenue is dependent upon our ability to maintain our relationships with our customers and to increase their utilization of our platforms. We believe we can achieve these goals by focusing on delivering value and functionality that enables us to both retain our existing customers and expand the number of users and solutions used within an existing customer. One way that we assess our performance in this area is by measuring our Dollar-Based Net Retention Rate. Our Dollar-Based Net Retention Rate measures our ability to increase revenue across our existing customer base through expansion of users and solutions associated with a customer as offset by churn and contraction in the number of users and/or solutions associated with a customer.

Our Dollar-Based Net Retention Rate is based upon our ACV, which is calculated based on the terms of that customer's contract and represents the total contracted annual subscription amount as of that period end. We calculate our Dollar-Based Net Retention Rate as of a period end by starting with the ACV from all customers as of twelve months prior to such period end ("Prior Period ACV"). We then calculate the ACV from these same customers as of the current period end ("Current Period ACV"). Current Period ACV includes any upsells and is net of contraction or churn over the trailing twelve months but excludes ACV from new customers in the current period. We then divide the Current Period ACV by the Prior Period ACV to arrive at our Dollar-Based Net Retention Rate. Our Dollar-Based Net Retention Rate is inclusive of ACV from self-service customers.

Our Dollar-Based Net Retention Rate is primarily attributable to our healthy gross retention, an expansion of users and upselling additional solutions within our existing customers. Larger enterprises often implement a limited initial deployment of our platforms before increasing their deployment on a broader scale.

Remaining Performance Obligations ("RPO")

RPO represent all future, non-cancelable, contracted revenue under our subscription contracts with customers that has not yet been recognized, inclusive of deferred revenue that has been invoiced and non-cancelable amounts that will be invoiced and recognized as revenue in future periods. Current RPO represents the portion of RPO expected to be recognized during the next 12 months. RPO fluctuates due to a number of factors, including the timing, duration and dollar amount of customer contracts and fluctuations in foreign currency exchange rates.

Liquidity and Capital Resources

As of July 31, 2026, our principal sources of liquidity were cash, cash equivalents and short-term investments totaling $2,299 million, which were held for working capital and general corporate purposes, including potential future acquisition activity. Our cash equivalents and investments consisted primarily of U.S. government securities, money market funds, corporate debt securities and certificates of deposit.

Recent macroeconomic events, including changes in interest rates, global inflation and bank failures, have led to further economic uncertainty in the global economy. To mitigate risk, our cash and cash equivalents are distributed across large financial institutions. In addition, we have policy restrictions in place on the types of securities that can be purchased as part of our available-for-sale securities portfolio. These restrictions take credit quality, liquidity and diversification into consideration among other criteria. We continue to monitor the impacts of this situation; however, there can be no assurances that conditions in the banking sector and in global financial markets will not worsen and/or adversely affect us.

In January 2026, our board authorized a stock repurchase program of up to $1 billion of our outstanding shares of Class A common stock. We have repurchased and may continue to repurchase shares of our Class A common stock from time to time through open market purchases, in privately negotiated transactions, or by other means. Open market repurchases may be structured to occur in accordance with the requirements of Rule 10b-18. We may also, from time to time, enter into Rule 10b5-1 trading plans to facilitate repurchases of shares. The timing and the amount of stock repurchases under the Share Repurchase Program will be based on our evaluation of factors including business and market conditions, corporate and regulatory requirements, and other considerations. The Share Repurchase Program does not obligate us to repurchase any specific number of shares and may be modified, suspended, or terminated at any time. During the six months ended July 31, 2026, we repurchased and immediately retired 4,569,262 shares of our Class A common stock for an aggregate amount, including commissions, of $366 million under the Share Repurchase Program. As of July 31, 2026, $555 million of the originally authorized amount under the Share Repurchase Program remained available for future repurchases.

We satisfy employee tax withholding obligations due upon the vesting of share-based awards through net share settlement using available cash. This practice reduces our equity dilution rate and impacts liquidity as our cash requirements for these obligations are primarily driven by the market price of our Class A common stock at the time of vesting. During the six months ended July 31, 2026 and July 31, 2025, cash paid to satisfy these employee tax withholding obligations was $100 million and $102 million, respectively.

The 2026 Notes matured on June 15, 2026, and we settled the full remaining $350 million principal amount outstanding in cash.

We believe our existing cash and cash equivalents, our investments and cash provided by sales of our solutions will be sufficient to meet our short-term and long-term projected working capital and capital expenditure needs for the foreseeable future. Our future capital requirements will depend on many factors, including our subscription growth rate, subscription renewal activity, billing frequency, the timing and extent of spending to support development efforts, the expansion of sales and marketing activities, the expansion of our international operations, the introduction of new and enhanced product offerings, and the continuing market adoption of our platforms. We continue to assess our capital structure and evaluate the merits of deploying available cash. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights; additionally, we have repurchased, and may in the future, repurchase shares of our Class A common stock from time to time under our Share Repurchase Program. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in new technologies, this could reduce our ability to compete successfully and harm our results of operations.

A significant majority of our customers pay in advance for annual subscriptions. Therefore, a substantial source of our cash is from our deferred revenue, which is included on our condensed consolidated balance sheet as a liability. Deferred revenue consists of the unearned portion of billed fees for our subscriptions, which is recognized as revenue in accordance with our revenue recognition policy. As of July 31, 2026, we had deferred revenue of $1,781 million, of which $1,751 million was recorded as a current liability and is expected to be recorded as revenue in the next 12 months, provided all other revenue recognition criteria have been met.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Six Months Ended July 31,	
	2026	2025
	(dollars in millions)	
Net cash provided by operating activities	$ 511	$ 408
Net cash provided by investing activities	193	118
Net cash used in financing activities	(794)	(67)
Effects of changes in foreign currency exchange rates on cash, cash equivalents and restricted cash	(5)	10
Net increase (decrease) in cash, cash equivalents and restricted cash	$ (95)	$ 469

Operating Activities

Our largest source of operating cash is cash collections from our customers for subscription and professional services. Our primary uses of cash from operating activities are for employee-related expenditures, marketing expenses and third-party hosting costs.

During the six months ended July 31, 2026, cash provided by operating activities was $511 million, an increase of $103 million compared to the six months ended July 31, 2025. The increase was primarily attributable to an increase in cash received from customers and improved spend efficiency.

Investing Activities

During the six months ended July 31, 2026, cash provided by investing activities was $193 million compared to cash provided by investing activities of $118 million during the six months ended July 31, 2025. The change was primarily driven by higher proceeds from sales, maturities and redemption of available-for-sale securities partially offset by higher purchases of securities available-for-sale.

Financing Activities

During the six months ended July 31, 2026, cash used in financing activities was $794 million, an increase of $727 million compared to the six months ended July 31, 2025. The increase was primarily attributable to an increase in common stock repurchases and payments upon maturity of the 2026 Notes. The cash outlay for common stock repurchases and taxes paid on net share settlement of equity awards are generally predicated on the closing price of our stock on the respective transaction dates.

Material Cash Requirements

Contractual Obligations

The following table represents our known short-term (i.e., the next twelve months) and long-term (i.e., beyond the next twelve months) obligations as of July 31, 2026:

	Short-term	Long-term	Total
		(dollars in millions)	
Operating leases	36	55	91
Purchase obligations[1]	445	696	1,141
Total contractual obligations	$ 481	$ 751	$ 1,232

[1] Purchase obligations primarily relate to data center hosting services and other sales and marketing obligations.

Indemnification Agreements

In the ordinary course of business, we enter into agreements of varying scope and terms pursuant to which we agree to indemnify customers, vendors, lessors, business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the breach of such agreements, services to be provided by us or from intellectual property infringement claims made by third parties. In addition, we have entered into indemnification agreements with our directors and certain officers and employees that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers or employees. No material demands have been made upon us to provide indemnification under such agreements and there are no claims that we are aware of that could have a material effect on our condensed consolidated balance sheets, condensed consolidated statements of operations, condensed consolidated statements of comprehensive income, or condensed consolidated statements of cash flows.

Critical Accounting Estimates

There have been no significant changes to our critical accounting estimates for the six months ended July 31, 2026 from those discussed in our Annual Report on Form 10-K for the fiscal year ended January 31, 2026.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Foreign Currency Exchange Risk

The functional currencies of our foreign subsidiaries are the respective local currencies. Most of our sales are denominated in U.S. dollars, and therefore our revenue is not currently subject to significant foreign currency risk. Our operating expenses are denominated in the currencies of the countries in which our operations are located, which are primarily in the United States, Canada, United Kingdom, and Australia. Our condensed consolidated results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative financial instruments. During the six months ended July 31, 2026 and 2025, a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our condensed consolidated financial statements.

Interest Rate Risk

We had cash, cash equivalents and short-term investments totaling $2,299 million as of July 31, 2026, of which $2,066 million was invested in U.S. government securities, money market funds, corporate debt securities and certificates of deposit. Our cash and cash equivalents are held for working capital and general corporate purposes, including potential future acquisition activity. Our short-term investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our investment portfolio are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely affected due to a rise in interest rates. Due in part to these factors, our future investment income may fall short of our expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our short-term investments as “available-for-sale,” no gains are recognized due to changes in interest rates. As losses due to changes in interest rates are generally not considered to be credit-related changes, no losses in such securities are recognized due to changes in interest rates unless we intend to sell, it is more likely than not that we will be required to sell, we sell prior to maturity, or we otherwise determine that all or a portion of the decline in fair value is due to credit-related factors.

As of July 31, 2026, a hypothetical 10% relative change in interest rates would not have had a material impact on the value of our cash equivalents or investment portfolio. Fluctuations in the value of our cash equivalents and investment portfolio caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income, and are realized only if we sell the underlying securities prior to maturity.

Convertible Senior Notes

In June 2020, we issued the 2026 Notes due June 15, 2026 with a principal amount of $1,150 million. Concurrently with the issuance of the 2026 Notes, we entered into separate capped call transactions. The 2026 Capped Calls were completed to reduce the potential dilution from the conversion of the 2026 Notes. The 2026 Notes matured on June 15, 2026, and we settled the full remaining $350 million principal amount outstanding in cash and the associated remaining outstanding 2026 Capped Calls expired unexercised. Following this settlement, market risks associated with these instruments, specifically fair value exposure to interest rate and stock price fluctuations, no longer apply.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of such date, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth under "Legal Matters" in Note 7 to our condensed consolidated financial statements, "Commitments and Contingencies" is incorporated by reference herein.

Item 1A. Risk Factors

Our business, results of operations, financial condition, reputation, growth prospects and stock price can be materially and adversely affected by a number of risks and uncertainties, whether currently known or unknown, including those described under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 5, 2026 (the "2026 Form 10-K"). There have been no material changes to our risk factors since the 2026 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Share repurchases of our Class A common stock for the three months ended July 31, 2026 were as follows:

Period	*Total Number of Shares Purchased (in thousands)*	*Average Price Paid Per Share[1]*	*Total Number of Shares Purchased as Part of Publicly Announced Program (in thousands)*	*Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program[2] (in millions)*
May 1 - 31	1,542	$ 81.06	1,542	$ 555
June 1 - 30	—	—	—	555
July 1 - 31	—	—	—	555
Total	1,542	$ 81.06	1,542	$ 555

(1) Includes related commissions.

(2) On January 5, 2026, our board of directors authorized a program to repurchase up to $1 billion of our Class A common stock.

Item 5. Other Information

Rule 10b5-1 Trading Arrangements

During the three months ended July 31, 2026, the following executive officers adopted trading arrangements intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Exchange Act (each, a "10b5-1 Plan"):

Name and Title	**Adoption Date**	**Expiration Date**	**Aggregate Shares to be Sold (#)**
Eric Kelleher *President and Chief Operating Officer*	June 12, 2026	Earlier of when all shares are sold and September 8, 2027	Indeterminable[1]
Larissa Schwartz *Former Chief Legal Officer and Corporate Secretary*	July 1, 2026	Earlier of when all shares are sold and January 31, 2027	Indeterminable[2]
Shibu Ninan *Chief Accounting Officer*	July 8, 2026	Earlier of when all shares are sold and September 30, 2027	Up to 16,956
Brett Tighe *Chief Financial Officer*	July 15, 2026	Earlier of when all shares are sold and January 28, 2027	Indeterminable[3]

(1) Mr. Kelleher's 10b5-1 Plan provides for the sale of an indeterminable number of shares of our Class A common stock to be acquired upon the future vesting of RSUs.
(2) Ms. Schwartz's 10b5-1 Plan provides for the sale of up to 22,778 shares of our Class A common stock, plus an indeterminable number of shares to be acquired upon the future vesting of RSUs.
(3) Mr. Tighe's 10b5-1 Plan provides for the sale of up to 59,681 shares of our Class A common stock, plus an indeterminable number of shares to be acquired upon the future vesting of RSUs.

Item 6. Exhibits

We have filed the exhibits listed on the accompanying Exhibit Index, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference from Form
3.1	Amended and Restated Certificate of Incorporation.	Exhibit 3.2 to Form S-1 filed on March 13, 2017
3.2	Amended and Restated Bylaws, as adopted on June 20, 2024.	Exhibit 3.1 to Form 8-K filed on June 24, 2024
10.1#	Okta, Inc. 2017 Equity Incentive Plan, as amended.	Exhibit 10.1 to Form 8-K filed on June 23, 2026
10.2#	Amended and Restated Outside Director Compensation Policy, effective as of June 18, 2026.	Filed herewith
31.1	Certification of the Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
31.2	Certification of the Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1*	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.)	Filed herewith

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# Indicates management contract or compensatory plan, contract or agreement.

* The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

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 thereunto duly authorized.

Okta, Inc.

August 26, 2026	/s/ Brett Tighe
	Brett Tighe
	Chief Financial Officer

Exhibit 10.2

Okta, Inc.
Amended and Restated
Outside Director Compensation Policy

The purpose of this Outside Director Compensation Policy (this "Policy") of Okta, Inc., a Delaware corporation (the "Company"), is to provide a total compensation package that enables the Company to attract and retain, on a long-term basis, high-caliber directors, who are not employees or officers of the Company or its subsidiaries ("Outside Directors"), to serve on the Company's Board of Directors (the "Board"). In furtherance of the purpose stated above, all Outside Directors shall be paid compensation for services provided to the Company as set forth below:

1. Cash Retainers

Effective as of March 19, 2026, the cash retainers for the Board, the Lead Independent Director, and the members and Chairpersons of any standing committee of the Board (as may be constituted from time to time) are revised as set forth below:

(a) Annual Board Membership Retainer. $35,000 for general availability and participation in meetings and conference calls of the Board.

(b) Lead Independent Director. $20,000 per year for services as the Lead Independent Director of the Board.

(c) Additional Retainers for Committee Membership. The retainers below reflect both the Company's current committee structure and the structure that would apply if the Compensation and Corporate Governance Committee is separated into two committees. The applicable retainer depends on the committee structure in effect.

Audit Committee Chairperson: $26,000

Audit Committee member: $13,000

Compensation Committee Chairperson: $20,000

Compensation Committee member: $10,000

Compensation and Corporate Governance Committee Chairperson: $20,000

Compensation and Corporate Governance Committee member: $10,000

Nominating and Corporate Governance Committee Chairperson: $12,000

Nominating and Corporate Governance Committee member: $6,000

Effective as of February 1, 2027, the cash retainers for the Board, the Lead Independent Director, and the members and Chairpersons of any standing committee of the Board (as may be constituted from time to time) are revised as set forth below:

(d) Annual Board Membership Retainer. $35,000 for general availability and participation in meetings and conference calls of the Board.

(e) Lead Independent Director. $30,000 per year for services as the Lead Independent Director of the Board.

(f) Additional Retainers for Committee Membership. The retainers below reflect both the Company's current committee structure and the structure that would apply if the Compensation and Corporate Governance Committee is separated into two committees. The applicable retainer depends on the committee structure in effect.

Audit Committee Chairperson: $26,000

Audit Committee member: $13,000

Compensation Committee Chairperson: $20,000

Compensation Committee member: $10,000

Compensation and Corporate Governance Committee Chairperson: $24,000

Compensation and Corporate Governance Committee member: $12,000

Nominating and Corporate Governance Committee Chairperson: $12,000

Nominating and Corporate Governance Committee member: $6,000

(g) Cash Retainer Payment Timing. All cash retainers shall be paid on a quarterly basis.

2. Equity Retainers

All grants of equity retainer awards to Outside Directors pursuant to this Policy will be automatic and nondiscretionary (without the need for any additional corporate action by the Board, the Compensation Committee or the Compensation and Corporate Governance Committee) and will be made in accordance with the following provisions:

(a) Revisions. The Board, the Compensation Committee or the Compensation and Corporate Governance Committee in its discretion may change and otherwise revise the terms of awards to be granted under this Policy, including, without limitation, the number of shares subject thereto, for awards of the same or different type granted on or after the date the Board, the Compensation Committee or the Compensation and Corporate Governance Committee determines to make any such change or revision.

(b) Initial Equity Grant. Upon first being appointed to the Board, an Outside Director shall receive an initial grant of restricted stock units under the Company's 2017 Equity Incentive Plan, as amended (the "2017 Plan"), having a Fair Market Value (as defined in the 2017 Plan) of $530,000 as of the date of grant. The restricted stock units subject to the initial equity grant shall vest in three equal annual installments on each anniversary of the date on which the Outside Director was appointed to the Board, subject to such Outside Director's continued service as an Outside Director through such vesting dates.

(c) Annual Equity Grant. Each Outside Director shall receive an annual equity grant of restricted stock units under the 2017 Plan having a Fair Market Value (as defined in the 2017 Plan) of $245,000 as of the date of grant. The restricted stock units shall vest in full on the earlier of (i) the first anniversary of the date of grant or (ii) the date before the next regular annual meeting of stockholders, in either case subject to such Outside Director's continued service as an Outside Director through such vesting date. All annual equity grants shall be made to Outside Directors who are elected/re-elected at the Company's annual meeting of stockholders on the date of such meeting.

(d) Acceleration. All restricted stock units granted pursuant to this Policy shall vest in full immediately prior to, but conditioned upon, the closing of a Sale Event (as defined in the 2017 Plan).

3. Expenses

The Company will reimburse all reasonable out-of-pocket expenses incurred by Outside Directors for attending meetings of the Board or any committee thereof or otherwise performing services as an Outside Director.

AMENDED AND RESTATED: June 18, 2026

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Todd McKinnon, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Okta, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 26, 2026

/s/ Todd McKinnon
Todd McKinnon
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Brett Tighe, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Okta, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 26, 2026

/s/ Brett Tighe
Brett Tighe
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Todd McKinnon, Chief Executive Officer of Okta, Inc. (the “Company”), and Brett Tighe, Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2026, to which this Certification is attached as Exhibit 32.1 (the “Periodic Report”), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 26, 2026

/s/ Todd McKinnon
Todd McKinnon
Chief Executive Officer
(Principal Executive Officer)

/s/ Brett Tighe
Brett Tighe
Chief Financial Officer
(Principal Financial Officer)